Date: 3rd August, 2020

BSE Limited	National Stock Exchange of India Limited
Corporate Services,	Exchange Plaza,
Piroze Jeejeebhoy Towers,	Bandra Kurla Complex,
Dalal Street,	Bandra (East),
Mumbai – 400 001	Mumbai 400051
Listing: http://listing.bseindia.com	Listing: https://www.connect2nse.com/LISTING/

Re:

Security	BSE	NSE	ISIN
Equity Shares	532313	MAHLIFE	INE813A01018

SUB: Notice of the Annual General Meeting, Annual Report for the financial year 2019- 2020 and Secretarial audit Report of Material Unlisted Subsidiary - Compliance under Regulation 24A, 30 & 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please refer to our letter dated 29th July, 2020 and 30th July, 2020 intimating that the 21st Annual General Meeting (AGM) of the Company will be held on Friday, 28th August 2020 at 3:00 pm through Video Conferencing / Other Audio Visual Means.

Pursuant to Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed the Annual Report of our Company along with the Notice of 21st Annual General Meeting for the financial year 2019-2020 (including e-voting and e-meeting instructions). The brief details of the agenda items proposed to be transacted thereat are given in **Annexure A**.

The aforesaid documents are electronically dispatched to those members whose email IDs are registered with the Company / KFin Technologies Private Ltd. ("Registrar and Share transfer Agent" of the Company) or the depositories.

The PDF version of the above mentioned documents are available on the website of the Company https://www.mahindralifespaces.com/investors/annual-reports/fy-20-21

Further, please find enclosed the Secretarial Audit Report of Mahindra World City (Jaipur) Limited("MWCJL"), Mahindra Homes Private Limited("M.Homes"), Mahindra World City Developers Limited ("MWCDL") and Mahindra Bloomdale Developers Limited ("MBDL"), the material unlisted subsidiaries of the Company for the year ended 31st March 2020, carried out pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Secretarial Audit Report of MWCJL submitted by Mr. Jai Prakash Sharma, M. Homes & MBDL submitted by Mr. Martinho Ferrao and MWCDL submitted by Mr. Arun Khandelwal, Practicing Company Secretaries does not contain any qualification, reservation or adverse remark or disclaimer.

Kindly take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For Mahindra Lifespace Developers Limited

Suhas Kulkarni
General Counsel & Company Secretary
(FCS – 2427)
Encl.: a/a

Annexure A

Brief Summary of the Business proposed to be transacted at the 21st AGM of the Company:

Resolution No.	Details of the Business	Ordinary / Special Resolution
Ordinary Business		
1	To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended on 31st March, 2020 and the Reports of the Board of Directors and the Auditor's thereon.	Ordinary
2	To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended on 31st March, 2020 and report of the Auditor thereon.	Ordinary
3	To appoint a Director in place of Dr. Anish Shah (DIN: 02719429), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
Special Business		
4	Appointment of Ms. Amrita Chowdhury as an Independent Director.	Ordinary
5	Appointment of Mr. Arvind Subramanian as a Director.	Ordinary
6	Appointment and Remuneration of Mr. Arvind Subramanian as the Managing Director & Chief Executive Officer	Special
7	Ratification of Remuneration to Cost Auditor	Ordinary
8	Amendment to the Employees Stock Option Scheme-2006 (ESOS 2006)	Special
9	Extending the benefits of ESOS -2006 as amended to Employees of Holding / Subsidiary Companies	Special
10	Amendment to the Employees Stock Option Scheme-2012 (ESOS 2012)	Special
11	Extending the benefits of ESOS -2012 as amended to Employees of Holding / Subsidiary Companies	Special

Mahindra LIFESPACES

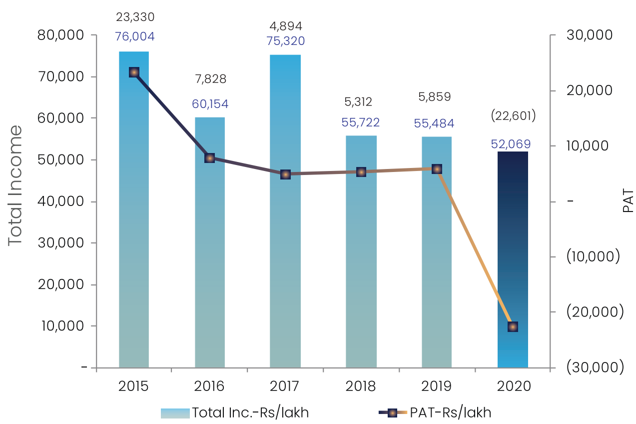
STEPPING UP TO UNLOCK A BETTER TOMORROW

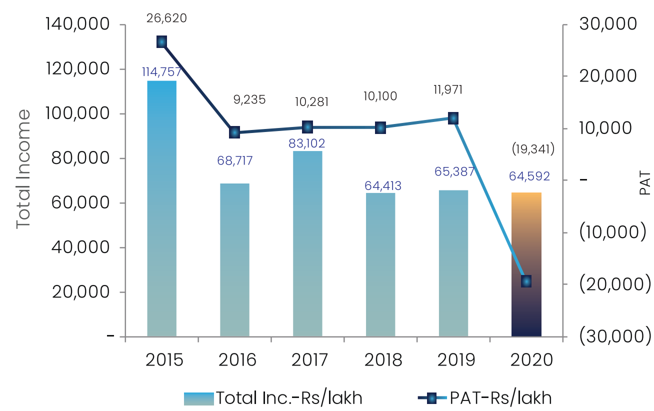
ANNUAL REPORT
2019-2020

FINANCIAL HIGHLIGHTS

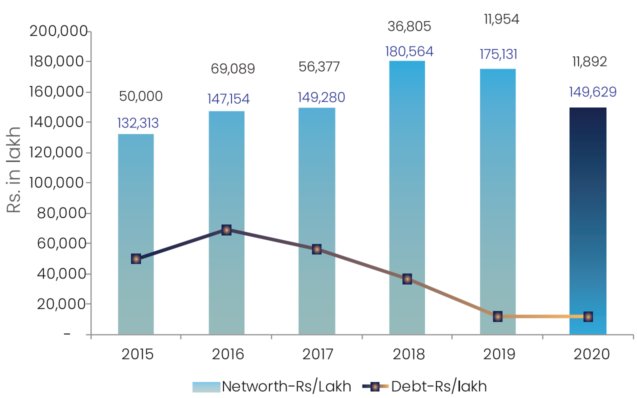
STANDALONE | CONSOLIDATED

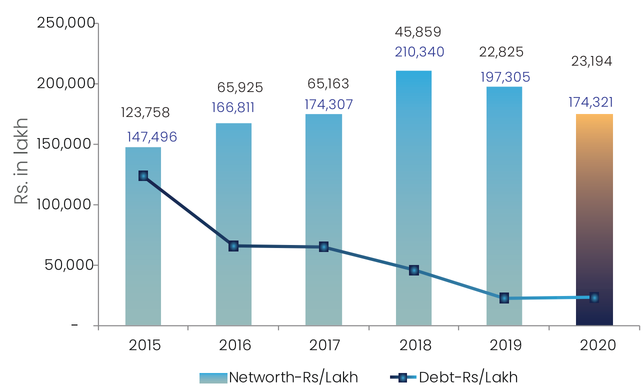
Total Income & PAT



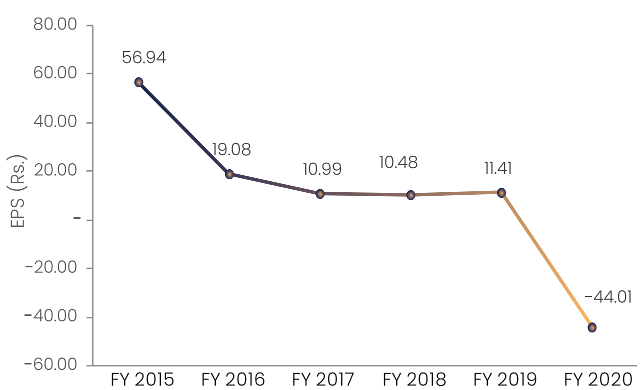


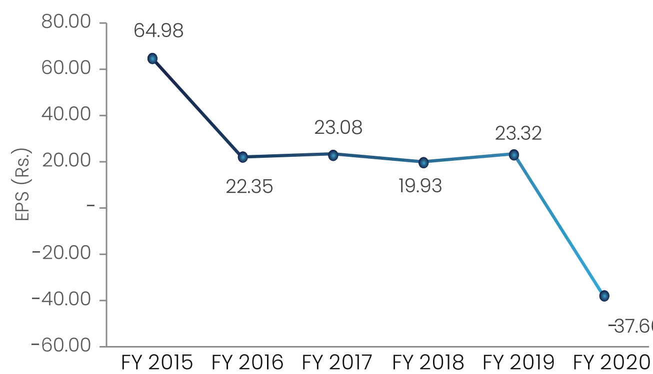
Debt & Networth





EPS





FINANCIALS HIGHLIGHTS - STANDALONE

₹ in Lakh

	F - 2020	F - 2019#	F - 2018	F - 2017	F - 2016	F - 2015	F - 2014	F - 2013	F - 2012	F - 2011
Net Worth	1,49,629	1,75,131	1,80,564	1,49,280	1,47,154	1,32,313	1,13,731	1,18,968	1,12,016	1,02,828
Borrowings	11,892	11,954	36,805	56,377	69,089	50,000	69,566	40,723	17,000	10,000
Net Fixed Assets	4,301	3,755	3,746	4,079	3,385	2,980	2,857	2,557	2,907	3,192
Investments	46,702	65,068	85,092	80,393	77,621	57,340	75,027	43,114	44,860	36,214
Book Value Per Equity Share (₹)	291	341	352	364	359	323	278	291	274	252
Operating Income	43,988	48,603	47,500	68,055	50,211	62,401	30,707	35,152	46,895	47,656
Other Income	8,081	6,881	8,222	7,265	9,943	13,602	11,426	7,073	5,217	3,029
Operating Expenses	35,628	33,660	34,468	54,667	34,736	29,894	21,879	22,577	30,199	31,367
Other expenses	15,693	13,366	13,361	13,598	13,761	12,339	10,114	6,060	5,159	4,381
Profit Before Tax	748	8,458	7,893	7,055	11,657	33,771	10,140	13,588	16,755	14,937
Profit/(Loss) After Tax	(22,601)	5,859	5,312	4,894	7,828	23,330	7,773	9,749	12,016	10,305
Basic Earning per Share (₹)	(44.01)	11.41	10.48	10.99	19.08	56.94	19.03	23.87	29.43	24.94
Diluted Earning per Share (₹)	(43.90)	11.39	10.46	10.96	19.01	56.70	19.03	23.87	29.43	24.94
Equity Dividend per share (₹)	-	6.00	6.00	6.00	6.00	12.00*	6.00	6.00	6.00	5.00

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

Figures for financial year 2019 is as per IND AS 115 "Revenue from Contract with Customers" applicable from 1st April 2018. As per IND AS 115 recognition of revenue is based on satisfaction of performance obligation at a point in time (Completed Contract Method). From FY 2018 figures are as per percentage of completion method and hence not comparable.

For Consolidated Financial Highlights please refer Page No. 133.

Contents

As on 31st March, 2020

Board of Directors

Mr. Arun Nanda	Chairman
Mr. Bharat Shah	
Mr. Ameet Hariani	
Ms. Amrita Chowdhury	
Dr. Anish Shah	
Ms. Sangeeta Prasad	Managing Director & Chief Executive Officer

Leadership Team

Ms. Sangeeta Prasad	Managing Director & Chief Executive Officer
Mr. Arvind Subramanian	Chief Operating Officer - MLDL & Chief Executive Officer – Happinest
Mr. Sanjay Srivastava	Business Head - Mahindra World City, Jaipur
Mr. Rahul Gupta	Business Head – Residential (South & North)
Mr. Mohit Arora	Business Head – West
Mr. Vaibhav Mittal	Business Head – Origins (Chennai) & MWCC
Mr. Sunil Sharma	Chief Customer Officer
Mr. Amar Tendulkar	Chief of Design
Ms. Nidhi Seksaria	Chief of Strategy & NPD
Mr. Deepak Suvarna	Chief Project Officer
Ms. Krity Sharma	Chief People Officer
Mr. Vimal Agarwal	Chief Financial Officer
Mr. Suhas Kulkarni	Chief Legal Officer & Company Secretary

Company Secretary

Mr. Suhas Kulkarni

Auditors

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants

Bankers

Kotak Mahindra Bank Limited
HDFC Bank Limited
Axis Bank Limited

Legal Advisors

Khaitan & Co., Wadia Ghandy & Co.

Registrar and Share Transfer Agent

Corporate Office:
KFin Technologies Private Limited,
Selenium, Tower B, Plot Nos. 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500032.
Tel: 91 40-67162222
Fax: 91 40-23420814
Email Id: einward.ris@kfintech.com
Website: www.kfintech.com

Investor Relation Centre:
KFin Technologies Private Limited,
24 B, Rajabahadur Mansion,
Ground Floor, Ambalal Doshi Marg,
Fort, Mumbai 400 023
Tel: 022-66235454 / 412 / 427

Registered Office

5th Floor, Mahindra Towers,
Worli, Mumbai 400 018.

Branch / Representative Offices

NCR Offices:
Mahindra Towers, 2A,
Bhikaiji Cama Place,
New Delhi 110 066

Mahindra Luminare
At Village Behrampur, Sector 59
Gurugram, Haryana 122 001

Mumbai Offices:
702, C & B Square, Sangam Complex
127, Andheri Kurla Road, Chakala,
Andheri, Mumbai 400 059

CoWrks, 3rd floor, Prudential Building,
Central Avenue, Hiranandani Gardens,
Powai, Mumbai – 400 076

Chennai Offices:
Administrative Block, Central Avenue,
Mahindra World City, Natham Sub P.O.,
Chengalpet, Kancheepuram 603 002, Tamil Nadu

The Canopy, I Floor, Unit. No-II,
Mahindra World City, Special Economic Zone,
Natham Sub P.O., Near Paranur Rly Station,
Chengelpet 603 002, Tamil Nadu

Bengaluru Office
37/2A, Opp. BPL Software,
Bannerghata Road, Arakere Village,
Bengaluru 560 076

Pune Office
CTS 6017, Pimpri - Nehru Nagar Road,
Next to Dr. Beck Company, Pimpri,
Pune 411 018, Maharashtra

Dubai Representative Office
M-1C, Mezzanine Floor,
Sultan Business Centre, Next to Lamcy Plaza,
P.O. Box 119373, Oud Metha, Dubai

Ahmedabad Office
1105, Earth Arise, Nr YMCA Club,
S. G. Highway, Ahmedabad - 380015

Nagpur Office
Mihan SEZ De-notified Area,
Beside D. Y. Patil International School
Khapri, Nagpur 441 108

Jaipur Office
Mahindra World City Project Office SEZ,
Village Kalwara, Jhai, Bhamboriya, Bagru Khurd and
Newta, Tehsil Sanganer, Jaipur, Rajasthan 302037

CHAIRMAN'S STATEMENT

Dear Shareholders

When written in Chinese the word Crisis is composed of two characters – Danger and Opportunity. The COVID-19 pandemic presents your Company with both, and we must work towards capitalising on the opportunities while side-stepping the dangers.

Financial year 2019-20 was a year in which your Company has invested in sharpening its strategy and building its capabilities. When the three verticals of the Company's business work in unison, they complement each other very well. Your Company has been a pioneer in the Integrated Cities & Industrial Clusters business and has built a strong track record and a roster of marquee corporate customers. The mid-premium residential business can similarly build the Company's brand among retail consumers. And, along with that the nascent affordable housing business, can rapidly build scale and relevance in an under-served market. Over the past year, your Company has further strengthened its management team and focused on execution excellence. The Company has once again delivered successful project launches in its residential businesses. It continues to build on its track record of timely completion. Technology investments made over the past year across sales, customer management and construction management will equip the Company to thrive in the unfolding new low-contact business environment. The clients housed in Mahindra World Cities have complimented the operating teams on their meticulous planning and execution of safe working protocols right through the ongoing lockdown.

Going forward, I am cautiously optimistic that end-user demand for well-planned homes will accelerate and not abate. The gap in home ownership in India remains very high. And the lockdown experience has, for many customers, cemented the home-buying decision they have been considering for some time. While there is some uncertainty on jobs and incomes, our customers have been planning their home purchase for several years. They might defer the purchase by a few quarters to tide over the near-term uncertainty, but they will not abandon the plans altogether. When these customers do choose to buy their dream home, I believe they will favour reputed and well-resourced providers to defray any perceived risks. Fortunately, your Company has limited exposure to luxury residential, commercial office and retail real estate – asset classes that are likely to face significant contraction in coming quarters.

The IC&IC business could offer a bright spot in the midst of an otherwise gloomy macro-economic environment. The geo-political shifts that were evident in the trade war between the US and China have accelerated in recent months. This shift will reshape global supply chains and India presents an attractive alternative as a manufacturing and services base to Multinational Companies from both developed markets as well as emerging markets. To seize the moment, we will need a confluence of favourable policies and methodical outreach. Our industrial parks in Chennai, Jaipur and Ahmedabad are well positioned to attract manufacturing investments. Their ready infrastructure and services offer an accelerated start to new units.

Your Company has a strong balance sheet and cash reserves. The Company has been prudent with its investments and financial management over the years. As a part of the Mahindra Group, your Company engenders trust from customers and suppliers and exemplifies good governance. All of these will stand your Company in good stead.

Finally, I would like to place on record my appreciation of Sangeeta Prasad, your Company's Managing Director & CEO until 30th June 2020. Sangeeta joined Mahindra Lifespaces in 2008 and was elevated as CEO of the Integrated Cities and Industrial Clusters business in 2013. In 2018, she took over as Managing Director & CEO of Mahindra Lifespace Developers Ltd. Sangeeta has, over these years, always pursued the twin agenda of operational performance and strategic vision. Sangeeta has been a driven leader and a personal friend. I wish her well in her future endeavours. In Arvind Subramanian, we have a capable leader who will bring a new vision and energy for the business while building on the strengths that Sangeeta will leave behind. He is supported by a capable team that is committed to building a valuable business.

Stay safe and stay healthy.

With my very best regards,

Arun Nanda
Chairman

NOTICE

The Twenty-first Annual General Meeting ("21st AGM" or "AGM" or "e-AGM") of **MAHINDRA LIFESPACE DEVELOPERS LIMITED** (CIN: L45200MH1999PLC118949) will be held on Friday 28th August, 2020 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended on 31st March, 2020 and the Reports of the Board of Directors and the Auditor's thereon;
2. To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended on 31st March, 2020 and report of the Auditor thereon;
3. To appoint a Director in place of Dr. Anish Shah (DIN: 02719429), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Ms. Amrita Chowdhury as an Independent Director**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Ms. Amrita Chowdhury (DIN: 02178520) who was appointed by the Board of Directors pursuant to the provision of Section 161 of the Act and the Articles of Association of the Company as an Additional Director of the Company in the category of Non-Executive Independent Director with effect from 13th August, 2019 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

   RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Ms. Amrita Chowdhury, a Director of the Company who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR, be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 13th August, 2019"

5. **Appointment of Mr. Arvind Subramanian as a Director**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Arvind Subramanian (DIN: 02551935) who was appointed by the Board of Directors pursuant to the provision of Section 161 of the Act and the Articles of Association of the Company as an Additional Director of the Company with effect from 1st July, 2020 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."

6. **Appointment and Remuneration of Mr. Arvind Subramanian as the Managing Director & Chief Executive Officer**

   To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such approvals and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals and sanctions, approval of the Company be and is hereby accorded to the appointment and remuneration of Mr. Arvind Subramanian (DIN: 02551935), as the Managing Director of the Company under the Companies Act, 2013 to be designated as the "Managing Director & Chief Executive Officer" ("MD & CEO") who shall also be a Key Managerial Personnel under the Act, for a period of five years with effect from 1st July, 2020 to 30th June, 2025 (both days inclusive), and who shall not be liable to retire by rotation, on terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting setting out the said terms and conditions of his appointment and remuneration, with liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration or any part thereof, including the basic salary within the approved scale, from time to time, as it may deem fit and as may be acceptable to Mr. Arvind Subramanian.

   RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year(s) during the tenure of the MD & CEO, the Company has no profits or its profits are inadequate or in the event the remuneration to MD & CEO exceeds limits set out in Section 197 and

/ or Schedule V to the Act, the Company may subject to receipt of requisite approvals, pay to the MD & CEO, the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting as the minimum remuneration for a period not exceeding 3 (three) years or such other period as may be statutorily permitted, by way of salary, perquisites, performance pay, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity, ex-gratia and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

7. **Ratification of Remuneration to Cost Auditor**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and recommendation of the Audit Committee, CMA Vaibhav Prabhakar Joshi, Practising Cost Accountant, Mumbai (Firm Registration No. 101329), appointed by the Board of Directors of the Company as Cost Auditor for conducting the audit of the cost records of the Company, for the financial year ended on 31st March, 2020, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. **Amendment to the Employees Stock Option Scheme-2006 (ESOS 2006)**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** in partial modification to the earlier Special Resolution passed at the 7th Annual General Meeting of the Company held on 21st July, 2006 and provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other rules framed thereunder, as may be amended or enacted from time to time, the Memorandum and Articles of Association of the Company, the SEBI (Share Based Employee Benefit) Regulations, 2014 ("SBEB Regulations") and all applicable rules and regulations issued by the Securities and Exchange Board of India (SEBI Rules and Regulations) and any other applicable law, including any statutory modification or re-enactment thereof and subject to such other approvals, permissions and sanctions as may be necessary, from time to time, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members be and is hereby accorded to the amendments to the Employees Stock Option Scheme-2006 ("ESOS – 2006") as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolution, the Board / Nomination & Remuneration Committee subject to the requisite approvals be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board / Nomination and Remuneration Committee to secure any further consent or approval of the shareholders of the Company."

9. **Extending the benefits of ESOS -2006 as amended to Employees of Holding / Subsidiary Companies**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** in partial modification to the earlier Special Resolution passed at the 7th Annual General Meeting of the Company held on 21st July, 2006 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other rules framed thereunder, the Memorandum and Articles of Association of the Company, the SEBI (Share Based Employee Benefit) Regulations, 2014 ("SBEB Rules and Regulations") and all other applicable rules and regulations issued by the Securities and Exchange Board of India (SEBI Regulations) and any other applicable law, including any statutory modification or re-enactment thereof and subject to such other approvals, permissions and sanctions as may be necessary, from time to time, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members be and is hereby accorded to extend the benefits of Employees Stock Option Scheme-2006 (ESOS – 2006 or Scheme) as proposed in the resolution under Item no. 8 above, to the employees of the holding company and subsidiary company(ies).

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolution, the Board / Nomination & Remuneration Committee subject to the requisite approvals be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board / Nomination and Remuneration Committee to secure any further consent or approval of the shareholders of the Company."

10. **Amendment to the Employees Stock Option Scheme-2012 (ESOS 2012)**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** in partial modification to the earlier special resolution passed by the shareholders at the 13th Annual General Meeting held on 24th July, 2012 for Employees Stock Option Scheme-2012 and provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other rules framed thereunder, as may be amended or enacted from time to time, the Memorandum and Articles of Association of the Company, the SEBI (Share Based Employee Benefit) Regulations, 2014 (''SBEB Regulations") and all applicable rules and regulations issued by the Securities and Exchange Board of India (SEBI Rules and Regulations) and any other applicable law, including any statutory modification or re-enactment thereof and subject to such other approvals, permissions and sanctions as may be necessary, from time to time, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members be and is hereby accorded to the amendments to the Employees Stock Option Scheme-2012 ("ESOS – 2012") as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolution, the Board / Nomination & Remuneration Committee subject to the requisite approvals be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board / Nomination and Remuneration Committee to secure any further consent or approval of the shareholders of the Company."

11. **Extending the benefits of ESOS -2012 as amended to Employees of Holding / Subsidiary Companies**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** in partial modification to the earlier special resolution passed by the shareholders at the 13th Annual General Meeting held on 24th July, 2012 for Employees Stock Option Scheme-2012 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other rules framed thereunder, the Memorandum and Articles of Association of the Company, the SEBI (Share Based Employee Benefit) Regulations, 2014 (''SBEB Regulations") and all other applicable rules and regulations issued by the Securities and Exchange Board of India (SEBI Rules and Regulations) and any other applicable law, including any statutory modification or re-enactment thereof and subject to such other approvals, permissions and sanctions as may be necessary, from time to time, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members be and is hereby accorded to extend the benefits of Employees Stock Option Scheme-2012 (ESOS – 2012 or Scheme) as proposed in the resolution under Item no. 10 above, to the employees of the holding company and subsidiary company(ies).

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolution, the Board / Nomination & Remuneration Committee subject to the requisite approvals be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board / Nomination and Remuneration Committee to secure any further consent or approval of the shareholders of the Company."

NOTES:

1. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business mentioned under Item Nos. 4 to 11 above, is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 4 to 11 given above as Special Business in the forthcoming e-Annual General Meeting ("e-AGM"), as they are unavoidable in nature;

2. **e-AGM:** In view of the situation arising due to COVID-19 pandemic and resultant restrictions on the movement of persons at several places in the country, the Ministry of Corporate Affairs ("MCA") vide its circular no. 20 dated 5th May, 2020 read with circular nos. 14 and 17 dated 8th April, 2020 and 13th April, 2020, respectively (collectively referred to as "MCA Circulars") have permitted Companies to conduct their AGM through video conferencing (VC) or other audio visual means (OAVM), during the calendar year 2020 and has dispensed with the requirement of personal presence of the members at a common venue. Accordingly, the 21st AGM of the Company is being held through VC / OAVM. KFin Technologies Private Limited ('KFin') [formerly known as Karvy Fintech Private Limited], the Registrar and Share Transfer Agent of the Company ('RTA'), will be providing the facility for voting through remote e-voting, VC/ OAVM facility for participation in the AGM and facility for e-voting during the e-AGM. The members can attend and participate in the AGM through VC / OAVM only.

   The detailed procedure for participating in the e-AGM through VC / OAVM is provided below at sr. no. 19.

3. **No proxy facility:** Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly and also in terms of MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. **Authority u/s 113 of the Act by Corporate Shareholders:** Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., together with attested specimen signature(s) of the duly authorised representative(s), to attend the e-AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution / Authorisation shall be sent by email through its registered email address to the scrutinizer at email id: mferraocs@yahoo.com with a copy marked to evoting@kfintech.com and to the Company at INVESTOR.MLDL@mahindra.com. It should reach the Scrutiniser, KFin & the Company by email not later than Thursday, 27th August, 2020 (5:00 p.m. IST). In case if the authorized representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of AGM. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Event No."

5. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the e-AGM through VC/OAVM and vote thereat;

6. **As of 31st March, 2020:**

Dr. Anish Shah, Ms. Amrita Chowdhury and Mr. Arvind Subramanian do not hold any shares in the Company.

Brief resume and other requisite details of the above mentioned Directors in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations 2015 (SEBI LODR) and Secretarial Standard -2 (SS-2) on General Meetings are provided in the Corporate Governance Report forming part of the Annual Report. None of the Directors of the Company are inter-se related to each other;

7. **Transfer of Dividend to IEPF:** In terms of Section 124 of the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Accordingly, unpaid / unclaimed dividend for the financial year ended on 31st March, 2012 has been transferred to the IEPF. No claim lies against the Company in respect thereof.

Due dates of transferring unclaimed and unpaid dividends declared by the Company for the financial year 2012-13 and thereafter to IEPF are as under:

Equity Dividend for FY	Date of declaration of dividend	Date by which unclaimed dividend can be claimed	Proposed period for transfer of unclaimed Equity Dividend to IEPF
2012-13	24th July, 2013	29th August, 2020	30th August, 2020 to 28th September, 2020
2013-14	7th August, 2014	6th September, 2021	7th September, 2021 to 6th October, 2021
2014-15 (Interim Dividend*)	29th September, 2014	3rd November, 2021	4th November, 2021 to 3rd December, 2021
2014-15	31st July, 2015	31st August, 2022	1st September, 2022 to 30th September, 2022
2015-16	28th July, 2016	1st September, 2023	2nd September, 2023 to 1st October, 2023
2016-17	25th July, 2017	29th August, 2024	30th August 2024 to 28th September, 2024
2017-18	30th July, 2018	30th August, 2025	31st August 2025 to 29th September, 2025
2018-19	26th July, 2019	27th August, 2026	28th August, 2026 to 26th September, 2026

*Special Dividend by way of an Interim Dividend of ₹ 6 per share

Members who have not encashed the dividend warrants so far in respect of the aforesaid financial years are requested to make their claim to the Company's RTA, KFin well in advance of the above due dates.

The Company has uploaded the information in respect of the Unclaimed Dividends for the financial years from 2012-13 to 2018-19, as on 31st March, 2019 on the website of the Company www.mahindralifespaces.com and website of the MCA www.iepf.gov.in;

8. **Transfer of shares to IEPF:** Pursuant to the provisions of Section 124 and 125 of the Act and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the Rules") as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

In accordance with the aforesaid Rules, till date, the Company has transferred 1,68,054 equity shares to IEPF. The voting rights on shares transferred to IEPF remains frozen until the rightful owner claims the shares. The shareholders whose dividend/shares have been / will be transferred to the IEPF Authority, can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority http://www.iepf.gov.in/IEPF/refund.html

9. **Nomination facility:** Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to KFin. The prescribed Form can be obtained from KFin. Members holding shares in electronic form may contact their Depository Participants for availing this facility.

10. Members are requested to:

    a) intimate immediately to KFin or to the Depository Participant, as the case may be, changes, if any, in their registered addresses;

    b) quote their folio numbers / client ID / DP ID in all correspondence and;

    c) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

11. **Transfer of shares permitted in demat form only:** In terms of Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

The Company in this regard has sent letters to the shareholders holding shares in physical form informing them about the above requirement. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, all shareholders holding shares in physical form are requested to demat their shares at the earliest.

12. SEBI has mandated submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. The members who are yet to update their PAN and/or Bank Account details are requested to update the same at the earliest by submitting requisite details and documents to the Company / KFin. Members holding shares in physical form can submit the same to the Company / KFin and members holding shares in electronic form to their Depository Participants.

13. Non-Resident Indian members are requested to inform KFin, immediately of:

    (a) Change in their residential status on return to India for permanent settlement and;

(b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

14. **Payment of Dividends through Electronic mode:**

In terms of Regulation 12 of SEBI LODR, listed companies shall mandatorily make all payments to investors including dividend to shareholders, by using any RBI approved electronic mode of payment viz. NECS (National ECS), direct credit, RTGS, NEFT, etc.

You are, therefore, requested to do the following:

i) In case of holding of shares in demat form, update your bank account details with your Depository Participant(s) (DP) immediately;

ii) In case of physical shareholding, submit bank details alongwith photocopy of the cancelled cheque of your account to the Company's RTA, KFin at any of its following offices: a) Investor Relation Centre: 24 B, Rajabahadur Mansion, Ground Floor, Ambalal Doshi Marg, Fort, Mumbai 400 023 or b) Corporate Office: Selenium, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.

This will facilitate the remittance of the dividend amount, as and when declared by the Company, in the Bank Account electronically.

15. **Despatch of Notice, Annual Report, etc. to Shareholders:** In compliance with the MCA Circular 20/2020 dated 5th May, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Annual Report including the notice of the 21st e-AGM, indicating inter-alia, the process and manner of e-voting, is served only through electronic mode to members whose email IDs are registered with the Company / KFin / Depository Participant(s) and are holding shares of the Company as on Friday 24th July, 2020 being the cut-off date for the purpose. The Company will not be dispatching physical copies of the Notice and Annual Report to any Member.

Members may also note that the Annual Report 2019 - 20 and the Notice will also be available on the Company's website https://www.mahindralifespaces.com/investors/annual-reports/fy-20-21, on the website of Stock Exchanges BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and on the website of KFin https://evoting.karvy.com/public/Downloads.aspx

Members are requested to support Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with KFin (in case of Shares held in physical form).

16. **Procedure for registering the email address and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA / Company (in case of shareholders holding shares in physical form):**

i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.

b. Members holding shares in physical form may register their email address and mobile number with KFin by sending an e-mail request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.

ii. The Company has also made special arrangements with KFin for registration of email addresses of the Members in terms of the MCA Circulars, to facilitate Members to receive this Notice electronically and cast their vote electronically. Eligible Members who have not submitted their email address to the Company or KFin are required to provide their email address to KFin, on or before 5:00 p.m. (IST) on Friday 21st August, 2020.

The process for registration of email address with KFin for receiving the Notice of e-AGM and login ID and password for e-voting is as under:

a. Visit the link: https://ris.kfintech.com/email_registration/

b. Select the Company name viz. Mahindra Lifespace Developers Limited.

c. Enter the DP ID & Client ID/Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.

d. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.

e. Enter your email address and mobile number.

f. The system will then confirm the email address for receiving this AGM Notice.

The Members may also visit the website of the Company at link https://www.mahindralifespaces.com/investors/annual-reports/fy-20-21 and click on the "email registration" and follow the registration process as guided thereafter.

Please note that in case of shareholding in dematerialised form, the updation of email address will be temporary only upto e-AGM.

After successful submission of the email address, KFin will email a copy of this e-AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFin at einward.ris@kfintech.com.

iii. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, in case of shares held in physical form.

17. **Instructions for members for Voting through electronic means i.e. e-voting:**

i) In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, Regulation 44 of SEBI LODR and Clause 8 of the Secretarial Standards – 2 (SS - 2), the Company is providing e-voting facility to those members whose names appear in the register of members as on Friday 21st August, 2020 (end of Day) being the "cut-off Date" fixed for the purpose, to exercise their right to vote at the 21st AGM by electronic means through the e-voting platform provided by KFin. Members may transact the business through e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

ii) The e-voting period commences on Monday 24th August, 2020 (9:00 a.m. IST) and ends on Thursday, 27th August, 2020 (5:00 p.m. IST). During the e-voting period, members of the Company, holding shares either in physical form or in dematerialised form, may cast their votes electronically. The e-voting module shall be disabled by KFin for voting thereafter and thus, remote e-voting shall not be allowed beyond Thursday, 27th August, 2020 (5:00 p.m. IST). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again.

iii) The facility for voting through electronic voting system shall also be made available during the e-AGM and members attending the meeting through VC / OAVM who have not already cast their vote by remote e-voting and are otherwise not barred from doing so, shall be eligible to cast their vote electronically during the e-AGM.

iv) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The procedure and instructions for remote e-Voting facility are as follows:

i. Open your web browser during the remote e-voting period and navigate to https://emeetings.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID / Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

iv. You need to login again with the new credentials.

v. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'.

vi. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above.

vii. You may also choose the option "ABSTAIN". If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.

xii. During the voting period, members can login any number of times till they have voted on the Resolution(s).

18. **Voting at the e-AGM:**

Only those Members, who will be present in the e-AGM through VC/OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting in the AGM. Such members shall click on the thumb sign on the left hand bottom corner of the video screen for voting at the e-AGM.

19. **Instructions to the Members for attending the e-AGM through VC / OAVM:**

i. **Attending the e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin. Members may access the same at https://emeetings.kfintech.com by clicking 'e-AGM Video Conference and Streaming' and login by using the remote e-voting credentials. The link for e-AGM will be available in 'shareholders'/members' login where the EVENT and the Name of the Company can be selected.

ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note No. 20(ii) below.

iii. Members attending the e-AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

iv. Members can login and join the e-AGM 15 minutes prior to the scheduled time of the commencement of the e-AGM and the window for joining shall be kept open till the expiry of 15 minutes after the commencement of the e-AGM.

v. In terms of the MCA Circular, participation is restricted to 1,000 members only. Therefore, Members are requested to participate on first come first serve basis, as participation through VC is limited and will be closed on expiry of 15 minutes after the commencement of the e-AGM. However, the participation of Promoters, Institutional Investors, Members holding 2 % or more of the shareholding, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. is not restricted on first come first serve basis.

vi. Members are encouraged to join the e-AGM preferably through Laptops for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members will need latest version of Google Chrome, Safari, Internet Explorer 11, MS Edge or Firefox.

vii. Members will be required to allow access to the audio and camera, if any, on their device and are requested to use Internet with good speed to avoid any disturbance during the meeting.

viii. Please note that participants using Mobile Devices or Tablets or Laptops and are accessing the internet via “Mobile Hotspot” may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

ix. **Submission of Questions / queries prior to e-AGM**:

a. Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company’s investor email-id INVESTOR.MLDL@mahindra.com at least 2 days before the date of the e-AGM i.e. atleast by Wednesday, 26th August, 2020, mentioning their name, folio no. / DP Id & Client Id, email id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date for e-voting i.e. Friday 21st August, 2020;

b. Alternatively, shareholders holding shares as on cut-off date may also visit https://emeetings.kfintech.com and click on the tab “Post Your Queries Here” during the period from Monday 24th August, 2020 (9:00 am IST) upto Wednesday 26th August, 2020 (5:00 pm IST), to post their queries/ views/ questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be closed 48 hours before the time fixed for the e-AGM i.e. 3:00 p.m. (IST) on Wednesday 26th August, 2020. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date for e-voting i.e. Friday 21st August, 2020.

x. **Speaker Registration before e-AGM:** In addition to above, members of the Company, holding shares as on the cut-off date i.e. Friday 21st August, 2020 and who would like to speak or express their views or ask questions during the e-AGM may register themselves as speakers by visiting https://emeetings.kfintech.com and clicking on ‘Speaker Registration’ during the period from Monday 24th August, 2020 (9:00 am IST) upto Wednesday 26th August, 2020 (5:00 pm IST). Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Those Members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. Further, due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence, shareholders are encouraged to send their questions, queries, etc. in advance as provided in note no. 19(ix) above.

xi. All documents referred to in the Notice and accompanying explanatory statement are available for inspection upto the date of the e-AGM on the website of the Company at the respective weblinks.

xii. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013, Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and the Certificate issued by M/s. Deloitte Haskins & Sell LLP, Auditors, under SEBI (Share based employee benefits) Regulations, 2014 with respect to Employee Stock Options Schemes of the Company will be available for inspection during e-AGM through the VC facility of KFin, to the Members attending the e-AGM.

20. **General Instructions:**

(i) Members holding shares as on the cut-off date i.e. Friday, 21st August, 2020 shall be entitled to vote through e-voting or during the AGM.

(ii) The notice of AGM is being sent only by email, to the shareholders whose email ID are available and are holding shares of the Company as on Friday, 24th July, 2020. User ID and password for e-voting is sent in the email. Members whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on “Cut-off” date i.e. Friday, 21st August, 2020 only shall be entitled to avail the facility of remote e-voting or voting during the AGM, as the case may be. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital as on Friday, 21st August, 2020, being the cut-off date for the purpose. Shareholders who become members of the Company after Friday, 24th July, 2020 and hold shares as on Friday, 21st August, 2020 and those shareholders who have not registered their email address, may obtain the User ID and password for e-voting in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No. / DP ID / Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to the mobile no. 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID / Client ID, then on the home page of https://emeetings.kfintech.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c) Member may call KFin's toll free number 1800-3454-001.

d) Member may send an e-mail request to evoting@kfintech.com. However, KFin shall endeavour to send User ID and Password to those new Members whose mail ids are available.

(iii) **Details of persons to be contacted for issues relating to e-voting / for participation in the e-AGM**:

In case of any query and/or help, in respect of attending e-AGM through VC/OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of https://evoting.karvy.com.

Further, in case of queries and / or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com.

For any further clarification, Members may contact Mr. Sri Sai Karthik Tikkisetti, Manager – Corporate Registry, KFin Technologies Private Limited, Unit: Mahindra Lifespace Developers Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Contact No. 040-6716 1500/1509 Toll Free No.: 18003454001, E-mail: karthik.tikkisetti@kfintech.com.

(iv) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on https://emeetings.kfintech.com/ to reset the password.

(v) In case of joint holders attending the meeting, only such joint holder who is higher in the order of name, will be entitled to vote.

(vi) The Board of Directors has appointed Mr. Martinho Ferrao, Company Secretary (Membership no. FCS 6221) failing him; Ms. Sherlyn Rebello, Company Secretary (Membership no. ACS 41541) both partners at M/s. Martinho Ferrao and Associates as the Scrutinizer to scrutinize the e-voting process and voting during the AGM in a fair and transparent manner, and to ascertain requisite majority;

(vii) The Scrutinizer shall immediately after the conclusion of voting at the e-AGM, count the votes cast during the meeting and the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or to any person authorised by him, who shall countersign the same.

(viii) The Scrutinizer shall submit his report to the Chairman or any person authorised by him in writing on or before, Sunday 30th August, 2020 and the Chairman or authorized person shall declare the result of the voting forthwith on receiving of the Scrutinizer's Report. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mahindralifespaces.com and on the website of KFin http://www.kfintech.com/ and shall be communicated to the Stock Exchanges. If, as per the report of the scrutinizer, a resolution is passed, then the resolution shall be deemed to have been passed at the e-AGM of the Company scheduled on Friday 28th August, 2020;

21. **KPRISM- Mobile service application by KFin:**

Members are requested to note that, RTA KFin has launched a new mobile application - KPRISM and website https://kprism.kfintech.com for online service to shareholders.

Members can download the mobile application, register themselves (onetime) for availing host of services viz., consolidated portfolio view serviced by KFin, Dividends status and send requests for change of Address, change / update Bank Mandate, etc. Through the Mobile app, members can also download Annual reports, standard forms and keep track of upcoming General Meetings and dividend disbursements. The mobile application is available for download from Android Play Store. Alternatively, Investors can also visit the link https://kprism.kfintech.com/app/ to download the mobile application.

For and on behalf of the Board,

Suhas Kulkarni
General Counsel and Company Secretary
FCS – 2427

Mumbai, 29th July, 2020

Registered Office
5th Floor, Mahindra Towers,
Worli, Mumbai 400 018.
e-mail: investor.mldl@mahindra.com
Website: www.mahindralifespaces.com
Tel. : 022- 67478600 / 67478601
Fax : 022- 2497 5084

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 4:

The Board of Directors vide Circular Resolution dated 13th August, 2019 had appointed Ms. Amrita Chowdhury as an Additional Director of the Company in the category of Non-Executive Independent Director w.e.f. 13th August, 2019. Ms. Amrita Chowdhury holds office upto the date of this AGM in terms of Section 161 of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company.

Ms. Amrita Chowdhury is not disqualified from being re-appointed as Director by virtue of the provisions of Section 164 of the Act and she is not debarred from accessing the capital market and / or restrained from holding the position of director in any listed company by virtue of any order of SEBI or any other such authority.

Further, pursuant to Section 149 and Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board vide circular resolution dated 13th August, 2019, subject to the approval of the shareholders, appointed Ms. Amrita Chowdhury who meets the criteria of Independence as provided in Section 149(6) of the Act, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 13th August, 2019.

In the opinion of the Board, Ms. Amrita Chowdhury fulfils the conditions specified in the Act and Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management of the Company. Having regard to the qualifications, knowledge and experience, her appointment for the first term of five consecutive years as an Independent Director will be in the interest of the Company. Copy of the draft letter of appointment for Independent Director setting out the terms and conditions will be available for inspection by the members on the website of the Company at the link https://www.mahindralifespaces.com/media/investor/codes-and-policies/Terms%20and%20Conditions%20for%20Appointment%20of%20Independent%20Directors.pdf

The Nomination and Remuneration Committee and the Board of the Directors of the Company, at their respective meetings held on 14th May, 2020, have approved her appointment in the interest of the Company as a Non-Executive Independent Director and has recommended passing of Resolutions at Item No. 4 as an Ordinary Resolution.

Brief resume of Ms. Amrita Chowdhury, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Committees of the Board and her shareholding, etc. as stipulated under Regulation 36(3) of SEBI LODR and revised SS-2 on General Meetings, are provided in the Corporate Governance Report forming part of the Annual Report. Ms. Amrita Chowdhury does not hold any Equity Share in the Company.

None of the Directors are inter-se related to each other.

Except Ms. Amrita Chowdhury and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Item No. 5 & 6:

The Board of Directors at its meeting held on 14th May, 2020 had appointed Mr. Arvind Subramanian as an Additional Director of the Company w.e.f. 1st July, 2020. Mr. Arvind Subramanian holds office upto the date of this AGM in terms of Section 161 of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Mr. Arvind Subramanian is not disqualified from being appointed as a Director by virtue of the provisions of Section 164 of the Act and he is not debarred from accessing the capital market and / or restrained from holding the position of director in any listed company by virtue of any order of SEBI or any other such authority.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 14th May, 2020, have also approved his appointment as a Director in the interest of the Company and has recommended passing of Resolution at Item No. 5 as an Ordinary Resolution.

Further, the Board of Directors in the meeting held on 14th May, 2020, on recommendation of Nomination and Remuneration Committee, had subject to requisite approvals, appointed Mr. Arvind Subramanian as the "Managing Director & Chief Executive Officer" (MD & CEO), for a period of five years, not liable to retire by rotation, with effect from 1st July, 2020 to 30th June, 2025 (both days inclusive) on a basic salary of ₹ 8,75,000/- per month, in the scale of ₹ 8,00,000 per month to ₹ 18,00,000 per month. He shall also be a Key Managerial Personnel under Section 203 of the Act.

Mr. Arvind Subramanian, aged 47 years, has been serving as the Chief Executive Officer of Mahindra Happinest since September 2018 and as the Chief Operating Officer of the Company since 17th February 2020. He has over 23 years of experience.

In the past, Mr. Arvind Subramanian was associated with Boston Consulting Group (BCG) as a Managing Director & Partner, where his interest in the intersection between business growth and social impact developed. At BCG, Mr. Subramanian was the global topic leader for the 'Next Billion Consumers', picked by Financial Times as one of The Fifty Ideas That Shaped Business Today. He was also tasked with setting up and leading the Centre for Customer Insight which integrated proprietary consumer insight research with strategy development. He also led the Technology Media and Telecom practice at BCG in India for several years.

Mr. Subramanian started his professional career with the Tata Administrative Service, the central management cadre of the Tata Group. He was Regional CEO at a leading real estate developer prior to joining the Mahindra Group. He holds an MBA from the Indian Institute of Management, Ahmedabad and a B.Tech. from the Indian Institute of Technology, Madras.

He has been a frequent speaker at industry events and conferences, has authored several op-eds, articles and reports on 'Digital India', the 'Next Billion Consumers' and 'Future of Real Estate'.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule V to the Act, the appointment of and remuneration payable to Mr. Arvind Subramanian is being placed before the members at this e-AGM for their approval by way of a Special Resolution.

In compliance with Section 190 of the Act, a memorandum of terms of Service of Managing Director & CEO containing the terms as given in the explanatory statement is available for inspection by the Members on the website of the Company at the link https://www.mahindralifespaces.com/investors/stock-exchange-filings/other-filing-information

The other terms of remuneration payable to Mr. Arvind Subramanian, Managing Director & CEO are set out below:

1.	Housing	:	Furnished/unfurnished accommodation or House Rent Allowance in lieu thereof not exceeding 60% of the basic salary
2.	Special / Other Allowances	:	Not exceeding 50% of the basic salary
3.	Performance Pay	:	Such amount as may be determined by the Nomination and Remuneration Committee for each year, not exceeding 1.3 times of the basic salary per annum
4.	Personal Accident Insurance	:	Premium as per the Company's rules
5.	The MD & CEO shall also be eligible and entitled for the following perquisites: (a) Contribution to provident fund, superannuation fund or annuity fund as per the rules of the Company and shall not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; (b) Gratuity / Ex-gratia as per the rules of the Company and the same shall not be included in the computation of ceiling on the remuneration to the extent it is not taxable under the Income Tax Act, 1961; and (c) Encashment of leave at the end of the tenure as per the rules of the Company and shall not be included in the computation of ceiling on remuneration.			
6.	Such other allowances, benefits, amenities, and facilities as per the Company's rules and policies.			
7.	Provision of car for use on Company's business, mobile phone and telephone at residence as per the Company's rules and policies, would not be considered as perquisites.			
8.	The value of the perquisites and Company furnished accommodation would be evaluated as per the Income Tax Rules, 1962 wherever applicable and at cost in absence of such Rule.			
9.	Mr. Arvind Subramanian, prior to his appointment as MD & CEO in the Company, in his capacity as an employee of the Company, is in receipt of 6,000 Stock Options granted to him on 26th July, 2019 under ESOS-2012, 1,200 of which are vested and balance are yet to be vested. He shall be eligible for additional Stock Options / Restricted Stock Units (RSUs) as and when the event happens.			

It is proposed to authorize the Board of Directors (the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of his appointment and /or remuneration or any part thereof, including the basic salary within the approved scale, from time to time.

The additional information as required by Section II of Part II of Schedule V to the Act is given below:

I. General Information:

(i) Nature of Industry:

The Company is directly engaged in the business of development of real estate, residential facilities, commercial complexes and through its subsidiary companies is involved in various infrastructure projects including development of Special Economic Zones.

(ii) Date or expected date of Commencement of Commercial production:

The Company was incorporated on 16th March, 1999 as a Private Limited Company. Hence, Commencement Certificate was not required.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

(iv) Financial performance based on given indicators - as per audited standalone financial statement for the financial year ended on 31st March 2020:

Particulars	**₹ in lakh**
Turnover & Other Income	52,069.40
Profit before exceptional Item and Taxation	748.36
Profit after Taxation	(22,600.51)
Net worth	1,49,628.65

(v) Foreign Investment or collaborators, if any: NIL

II. Information about the appointee:

(i) Background details:

The background details of Mr. Arvind Subramanian are covered in the earlier part of the Explanatory Statement.

(ii) Past remuneration:

Details of remuneration drawn by Mr. Arvind Subramanian for the financial year 2019-20 is as under:

Designation	Period	Remuneration (₹ in lakh)
CEO – Happinest	1st April, 2019 to 16th February, 2020	316.63
COO – Mahindra Lifespace Developers Limited and CEO – Happinest	17th February, 2020 to 31st March, 2020	

(iii) Recognition or awards: He was the global topic leader for the 'Next Billion Consumers', which was picked by Financial Times as one of The Fifty Ideas That Shaped Business Today.

(iv) Job profile and his suitability:

The job profile includes management of the affairs of the Company under the overall superintendence, direction and guidance of the Board of Directors of the Company. Taking into consideration his qualification and expertise, Mr. Arvind Subramanian is best suited for the responsibilities currently assigned to him as the MD & CEO.

(v) Remuneration proposed:

Basic salary of ₹ 8,75,000/- per month, in the scale of ₹ 8,00,000 per month to ₹ 18,00,000 per month and such other perquisites and allowances, benefits, amenities, and facilities as per the Company's rules and policies as provided above.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Arvind Subramanian, the responsibilities of the position and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(vii) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, Mr. Arvind Subramanian does not have any other pecuniary relationship with the Company or relationship with any managerial personnel.

III. Other Information

i) Reasons of loss or inadequate profits: In FY2019-20, the Company registered Profit before tax of ₹ 748.36 lakh. In Q4 of FY 2019-20, the Company has made one-time provision for impairment loss of ₹ 23,731.31 lakh (exceptional item) in relation to its investment in Mahindra Homes Private Ltd (MHPL). MHPL is a Joint Venture of the Company, executing residential projects at NCR and Bengaluru. The residential project in NCR is a Joint Development with the land owner. The project saw a successful launch in 2015 in a buoyant market. The market has thereafter seen muted demand and declining prices. During the year, MHPL also saw significant cancellations of earlier bookings of its project at NCR. The Company has evaluated the carrying value of its investment and on the basis of estimated Net Present Value of forecasted cash flows provided for an aggregate impairment loss of ₹ 23,731.31 lakh (exceptional item). This has been done as a matter of prudence in an uncertain market environment.

This one-time provision of exception item has resulted in a loss after tax and after exceptional item of ₹22,600.51 lakh.

ii) Steps taken or proposed to be taken for improvement and iii) Expected increase in productivity and profits in measurable terms, etc:

As mentioned above, in FY2019-20, the Company registered Profit before tax of ₹ 748.36 lakh. The loss of ₹ 22,600.51 lakh is after a one-time provision of impairment loss of ₹ 23,731.31 lakh (exceptional item) in relation to Company's investment which has been done as a matter of prudence in an uncertain market environment.

Overall, in FY2019-20, the Company registered credible performance in the residential and IC&IC business. It launched two new projects in the Mumbai Metropolitan Region (MMR) — Vicino, Andheri, in the premium segment and Happinest Kalyan, in the affordable segment. In addition, it launched fresh inventory in Happinest Avadi, Chennai. The Company had planned a couple of launches in March 2020 but did not go ahead because of the Covid-19. In the upcoming year, the Company's immediate focus, especially in these uncertain times, is to ensure its robust performance in all aspects of business - be it in sales, in collection, in completion or in handing over units to customers and industrial customer acquisition in IC&IC. Towards this, the Company has already taken a few initiatives which will help the Company to achieve its desired target and also upscale its business growth. The Company's current portfolio is well balanced between mid-premium and affordable on one hand, and integrated cities and industrial clusters on the other. This balance along with strong cash position and balance sheet, coupled with the government taking positive steps, will enable the Company to leverage the future opportunities and get back to profitable growth.

Mr. Subramanian satisfies all conditions set out in Part – I of Schedule V to the Act as also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for appointment.

The Board is of the opinion that the appointment of Mr. Arvind Subramanian as the "Managing Director" under the Act designated as Managing Director & Chief Executive Officer of the Company, is in the interest of the Company and the remuneration proposed is in accordance with market trends and industry standards.

Apart from above, brief resume of Mr. Subramanian, nature of his expertise, name of companies in which he holds directorships and memberships/ chairpersonships of Board Committees, shareholding and relationships among directors inter-se as stipulated under SEBI LODR and Secretarial Standards – 2 (SS-2) on General Meetings besides above, are provided in the Corporate Governance Report forming part of the Annual Report. Mr. Arvind Subramanian does not hold any Equity Share in the Company. Mr. Arvind Subramanian, prior to his appointment as MD & CEO in the Company, in his capacity as an employee of the Company, is in receipt of 6,000 Stock Options granted to him on 26th July, 2019 under ESOS-2012, 1,200 of which are vested and balance are yet to be vested. He shall be eligible for additional Stock Options / Restricted Stock Units (RSUs) as and when the event happens.

None of the Directors are inter-se related to each other.

The Board, therefore, recommends resolution at Item No.5 of the Notice as an Ordinary resolution and resolution at Item No. 6 of the notice as a Special Resolution for approval of the Members.

Except Mr. Arvind Subramanian and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in these items of business.

Item No. 7:

The Board of Directors, at its Meeting held on 26th July, 2019, on the recommendation of the Audit Committee and subject to approval of the members on the remuneration to be paid to the cost auditor, approved the appointment of CMA Vaibhav Prabhakar Joshi, Practising Cost Accountant, Mumbai, as the Cost Auditor of the Company for conducting the audit of the cost records of the Company, for the financial year ended on 31st March, 2020 at a remuneration of ₹ 1,35,000/- (Rupees One Lakh Thirty-five Thousand Only) plus reimbursement of out of pocket expenses incurred during the course of audit and applicable taxes.

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditor of the Company for conducting the audit of the cost records of the Company, for the financial year ended on 31st March, 2020.

The Board recommends passing of the Resolution at Item No. 7, as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested, in this item of business.

Item No. 8, 9, 10 and 11:

The members, by way of a special resolution passed at the 7th Annual General Meeting of the Company held on 21st July, 2006 had approved the issue of equity shares and / or equity linked instruments (including Options), and / or any other instruments or securities of the Company which could give rise to the issue of equity shares (hereinafter referred to as "the Securities") not exceeding 12,00,000 [Twelve Lakh] equity shares under Mahindra Lifespace Developers Ltd Employee Stock Option Scheme 2006 ("ESOS – 2006" or "Scheme") to the employees of the Company and its holding companies / subsidiary companies.

Further, the members, by passing special resolutions at the 13th Annual General Meeting of the Company held on 24th July, 2012 had approved the issue of equity shares and / or equity linked instruments (including Options / warrants / Restricted Stock Units), and / or any other instruments or securities of the Company which could give rise to the issue of equity shares (hereinafter referred to as "the Securities") not exceeding 8,17,610 [Eight Lakh Seventeen Thousand Six Hundred Ten] equity shares to the employees of the Company and its holding companies / subsidiary companies.

Stock Options represent a reward system based on performance. They help companies attract, retain and motivate the best available talent. Stock Options also provide a Company with an opportunity to optimize its personnel costs. This also provides an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. In line with this, the Company had formulated an Employee Stock Option Scheme known as Mahindra Lifespace Developers Limited Employees' Stock Option Scheme - 2006 ("ESOS2006").

As the global business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. For this purpose, ESOS-2012 was formulated which is more attractive and provides greater flexibility.

Over the years, many new employees have joined the Company / Holding Company / Subsidiary Companies and in order to retain the existing employees and also to attract and retain the best talent and reward employees performing services for the Company, it is proposed to:

1. In ESOS-2006, increase the maximum number of options which can be granted under the ESOS in one or more tranches, to any Employee to 4,00,000 [as against existing maximum limit not exceeding 1,00,000 per employee and 5,00,000 for Non-Executive Director, in aggregate which was approved by the Shareholders at the 7th Annual General Meeting held on 21st July, 2006];

2. In ESOS-2006, to authorize the Board / Nomination & Remuneration Committee (NRC) to create and issue fresh Options in lieu of the cancelled Options and grant such Options to such of the Eligible Employees as recommended by the NRC. Till date, 94, 562 Options have been cancelled under ESOS – 2006. It is proposed to authorise the Board / NRC to re-issue and grant cancelled options from time to time, including the 94,562 Options cancelled till date.

3. In ESOS-2012, increase the maximum number of options which can be granted under the ESOS in one or more tranches, to any Employee to 1,00,000 [as against existing maximum limit not exceeding 50,000 per employee, which was approved by the Shareholders at the 13th Annual General Meeting of the Company held on 24th July, 2012];

The relevant clauses relating to the proposed amendments are as under:

Clause of ESOS-2006	Existing Provision	The proposed new Provision in substitution and in place of the Existing Provision
Clause 6 (third para) Basis of determining the number of Options to be Granted	The maximum number of Options to be granted per employee will not exceed 1,00,000 equity shares of the Company. The maximum number of Options to be granted to Non-executive Directors including the Independent Directors will not exceed 5,00,000 equity shares in the aggregate.	The maximum number of Options to be granted per Employee in one or more tranches, will not exceed 4,00,000 equity shares of the Company.

Clause of ESOS-2006	Existing Provision	The proposed new Provision in substitution and in place of the Existing Provision
Clause 12 Lapsed Options	When an Option lapses under any of the circumstances mentioned above, then the Eligible Employee shall have no right, title or interest in respect thereof or any claim against the Company / Trust / other entity, as the case may be. In the event of the lapse of any Options, the Company / Trust / other entity, as the case may be shall be entitled to, on the recommendation of the Remuneration Committee, create fresh Options in lieu of the lapsed Options, and Grant such Options to such of the Eligible Employees as recommended by the Remuneration Committee.	When the Option are lapsed / cancelled under any of the circumstances mentioned above, then the Eligible Employee shall have no right, title or interest in respect thereof or any claim against the Company / Trust / other entity, as the case may be. In the event of the lapse / cancel of any Options, the Company / Trust / other entity, as the case may be shall be entitled to, on the recommendation of the Nomination & Remuneration Committee, create fresh Options in lieu of the lapsed / cancelled Options, and Grant such Options to such of the Eligible Employees as recommended by the Nomination & Remuneration Committee.

Clause of ESOS-2012	Existing Provision	The proposed new Provision in substitution and in place of the Existing Provision
Clause 64 (second para) Total number of Equity Shares in respect of which Options- 2012 could be granted.	The Company /Trust / entity shall, on the basis of the recommendations of the Remuneration Committee, grant from time to time the Options-2012 to the Eligible Employees; provided that the maximum number of options to be granted to any Employee under ESOS-2012 shall not in the aggregate exceed 50,000	The Company /Trust / entity shall, on the basis of the recommendations of the Nomination and Remuneration Committee, grant from time to time the Options- 2012 to the Eligible Employees; provided that the maximum number of options to be granted to any Employee under ESOS-2012 shall not in the aggregate exceed 1,00,000

As per the SBEB Regulations, variation to the terms of the Employee Stock Scheme requires the approval of Members by way of a Special Resolution.

As per the SBEB Regulations, a separate Resolution is also required to be passed if the benefits of ESOS schemes are to be extended to employees of the holding company and subsidiary companies. The resolutions under Item No. 9 and 11 are being proposed accordingly, to cover the employees of the holding company and subsidiary company(ies).

The Nomination & Remuneration Committee and the Board of Directors at their respective meetings held on 29th July, 2020 have, subject to approval of the Shareholders, have approved the above proposed amendments.

Apart from the above changes, all other Terms and Conditions of the ESOS-2006 and ESOS-2012 as approved by the shareholders at the Annual General Meetings held on 21st July, 2006 and on 24th July, 2012, respectively, shall remain unchanged.

Copies of the draft Scheme 2006 and Scheme 2012, incorporating the proposed changes are available for inspection.

The amendment, modifications, changes, variations, alterations or revisions proposed herein to the ESOS-2006 and ESOS-2012, shall be effective upon passing of the Special Resolutions at agenda Nos. 8 to 11 of this Notice by Members.

As per Regulation 6 and 14 of the SBEB Regulations, the key details of aforesaid Schemes are as follows:

Sr. No.	Particulars	ESOS-2006	ESOS-2012
1	**Brief description of the Scheme:**	The Company has an Employee Stock Option Scheme ("ESOS - 2006" or the "Scheme") which was instituted in fiscal 2006. The ESOS - 2006 aims at aligning the interests of Employees with those of the Company, to enable Employees to participate in the long term growth and success of the Company.	The Company has an Employee Stock Option Scheme ("ESOS - 2012" or the "Scheme") which was instituted in fiscal 2012. The ESOS - 2012 aims at aligning the interests of Employees with those of the Company, to enable Employees to participate in the growth of the Company, besides creating long term wealth in their hands by providing equity linked incentive to employees.
2	**Total number of options to be granted**	The Shareholders by way of special resolution at their meeting held on 21st July, 2006 had authorised the Board to create, offer, issue and allot such number of equity shares and / or equity linked instruments (including Options), and / or any other instruments or securities of the Company which could give rise to the issue of equity shares (hereinafter referred to as "the Securities") not exceeding 12,00,000 (Twelve Lakh) equity shares to the Employees of the Company / Holding Company / Subsidiary Companies under ESOS – 2006. As on 29th July, 2020, 1,75,250 options have been exercised by the eligible employees. It is proposed to authorize the Board, to create fresh Options in lieu of the cancelled Options, and Grant such Options to such of the Employees as recommended by the Nomination & Remuneration Committee.	The Shareholders by way of special resolution at the Annual General Meeting held on 24th July, 2012 had authorised the Board to create, offer, issue and allot such number of equity shares and / or equity linked instruments (including Options / warrants / Restricted Stock Units), and / or any other instruments or securities of the Company which could give rise to the issue of equity shares (hereinafter referred to as "the Securities") not exceeding 8,17,610 (Eight Lakh Seventeen Thousand Six Hundred Ten) equity shares to the Employees of the Company / Holding Company / Subsidiary Companies under ESOS – 2012. As on 29th July, 2020, 1,20,350 Options have been exercised by the eligible employees.

Sr. No.	Particulars	ESOS-2006	ESOS-2012
3	**Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:**	The Company shall issue Options to following classes of employees under ESOS – 2006: a. Permanent employee of the Company who has been working in India or outside India; or b. Director of the Company, whether whole-time or not but excluding independent director; or c. Employee as defined in (a) or (b) above of a subsidiary company, in India or outside India, or of the holding company of the Company. Following persons are not entitled to participate in ESOS - 2006: a. an employee who is a promoter or a person belonging to the promoter group; or b. a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.	The Company shall issue Options to following classes of employees under ESOS – 2012: a. Permanent employee of the Company who has been working in India or outside India; or b. Directors of the Company, whether whole-time or not but excluding Independent Directors; or c. Employee as defined in (a) or (b) above of a subsidiary company, in India or outside India, or of the holding company of the Company. Following persons are not entitled to participate in ESOS - 2012: a. an employee who is a promoter or a person belonging to the promoter group; or b. a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.
4	**Requirements of vesting and period of vesting:**	The Options granted would vest within such time and in such number of installments and subject to such terms as the NRC may recommend, in its absolute discretion, subject to a minimum vesting period of one year. The Options vested in an Eligible Employee shall be exercised by him/her at any time during a period of five (5) years from the date of vesting of the respective tranche or such other extended period or periods as may be decided by the NRC. The Options remaining unexercised at the end of five (5) years from the date of each vesting (or such extended period/s as may have been decided by the NRC), shall lapse. The NRC shall be entitled to extend time for exercise in relation to a lapsed Options and / or Revive an Option which have been lapsed on a case to case basis.	The Options - 2012 granted would vest within such time from the date of grant and in such number of instalments and subject to such terms as the Nomination and Remuneration Committee may determine, in its absolute discretion and recommend to the Company/ Trust / entity, at the time of grant of the Options- 2012, subject to a minimum vesting period of one year.
5	**Maximum period within which the options shall be vested:**	The Options granted would vest within such time and in such number of instalments and subject to such terms as the NRC may recommend, in its absolute discretion, subject to a minimum vesting period of one year from the date of grant.	The maximum vesting period may extend up to five years from the date of grant of Options - 2012, unless otherwise determined by the Nomination and Remuneration Committee.
6	**Exercise price or pricing formula:**	The Exercise Price per Equity Share shall be recommended by the NRC and be decided by the Company. The exercise price shall be calculated at a discount not higher than 15% of the average of the daily high and low of the prices for the Company's Equity Shares quoted on the recognised stock exchange having higher trading volume , during the 15 days preceding the grant of the Options, which for this purpose shall be the date on which the NRC meets or approves by circular resolution to make its recommendations to the Company. In recommending the Exercise Price as aforesaid, the Nomination & Remuneration Committee shall take into consideration relevant factors prevalent at the time of grant which, among other things, would include the	The Exercise Price per Equity Share shall be decided in accordance with the recommendations of the Nomination and Remuneration Committee at the time of Grant of Options, provided that Exercise Price shall be equal to or not less than the face value of the Equity Shares of the Company. In determining the Exercise Price as aforesaid, the Nomination and Remuneration Committee shall take into consideration relevant factors prevalent at the time of grant which, among other things, would include the trend in the market price of the Company's shares quoted on the Stock Exchange, the regulations and guidelines prescribed by the Securities and Exchange Board of India or any other regulatory authority from time to time.

Sr. No.	Particulars	ESOS-2006	ESOS-2012
		trend in the market price of the Company's shares quoted on the recognised stock exchange having higher trading volume, the concerned employee's performance, the future potential contribution of the employee, the regulations and guidelines prescribed by the Securities and Exchange Board of India or of any other regulatory authority from time to time.	
7	**Exercise period and the process of Exercise:**	The Options vested in an eligible employee shall be exercised by him/her at any time during a period of five (5) years from the date of vesting of the respective tranche or such other period as may be decided by the NRC. An Eligible Employee wishing to exercise the Options vested in him / her shall submit an application in the specified format to the Company along with a cheque/demand draft/ RTGS payment for the Exercise Price being the number of Options exercised multiplied by the Exercise Price per Equity Share as indicated in the Letter of Grant.	The Options vested in the Eligible Employee shall be exercised by him/her within such period as may be determined by the Nomination and Remuneration Committee while recommending the grant of Options; provided that such period shall not exceed five (5) years from the respective date of vesting of Options. An Eligible Employee wishing to exercise the Options vested in him / her shall submit an application in the specified format to the Company / Trust / Entity along with a cheque/ demand draft for the Exercise Price being the number of Options exercised multiplied by the Exercise Price per Equity Share as indicated in the Letter of Grant. Such cheque/demand draft should be drawn on any bank payable at Mumbai and shall be drawn in favour of the Company / Trust / other entity, as the case may be
8	**The appraisal process for determining the eligibility of employees under the Scheme:**	The criteria for eligibility of the employees for the grant of Options will be decided by the NRC based on number of years, service and / or grade and / or performance and such other parameters as may be decided by the NRC, in its sole discretion, from time to time. The NRC may review the criteria, from time to time, with the needs of the business and remuneration policies.	The criteria for eligibility of the Eligible Employees for the Grant of Options - 2012 will be decided by the Nomination and Remuneration Committee based on criteria such as minimum length of service, the grade of Employee, performance record, merit of the Employee, etc. The Nomination and Remuneration Committee may review and revise the criteria for eligibility as aforesaid in keeping with the needs of the business and remuneration policies. The Nomination and Remuneration Committee in deserving cases may make an exception to such criteria and allocate Options – 2012 to Employee.
9	**Maximum number of options to be issued per employee and in aggregate:**	The maximum number of Options to be granted per employee in one or more tranches shall not exceed 4,00,000 [Four Lakh] equity shares of the Company and the aggregate of Options granted under ESOS – 2006 from time to time to Employees shall not exceed 12,00,000, on the date(s) of grant of option(s) as may be approved by the Nomination & Remuneration Committee from time to time.	The maximum number of Options to be granted per employee in one or more tranches shall not exceed 1,00,000 [One Lakh] equity shares of the Company and the aggregate of Options granted under ESOS – 2012 from time to time to Employees shall not exceed 8,17,610 on the date(s) of grant of option(s) as may be approved by the Nomination & Remuneration Committee from time to time.
10	**Maximum quantum of benefits to be provided per employee under the Scheme**	In both the schemes, maximum quantum of benefits underlying the options issued to an Employee shall be equal to difference between the option Exercise Price and the Market Price of the shares on the exercise date.	

Sr. No.	Particulars	ESOS-2006	ESOS-2012
11	**Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**	The ESOS - 2006 shall be continued to be implemented and administered directly by the Company and not through a trust route.	The ESOS - 2012 is implemented and administered directly by the Company and not through a trust route. However, in future, the Company may set up a Trust which shall administer the ESOS-2012 in accordance with the terms of a Deed of Trust to be executed by the Company and the directions given by the Nomination and Remuneration Committee from time to time under the ESOS-2012.
12	**Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**	Both the schemes involve new issue of shares by the Company upon exercise of Options by the employees in accordance with the schemes.	
13	**The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.:**	Not applicable.	
14	**Maximum percentage of secondary acquisition (subject to limits specified under the regulations that can be made by the trust for the purpose of the Scheme:**	Not applicable.	
15	**Disclosure and Accounting Policies:**	The Company shall comply with the accounting policies and disclosure requirements prescribed under Regulation 15 of SBEB Regulations.	
16	**Method of option valuation**	As per applicable Accounting Standards, the Company uses the fair value method for accounting of option charge in the financial statements. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws. The NRC shall have all the powers to take necessary decisions for effective implementation of ESOS – 2006 and ESOS-2012. Consent of the Members is being sought as per Regulation 6 and Regulation 7 of the SBEB Regulations.	

The Directors (excluding Independent Directors) who would be eligible or would qualify to join ESOS – 2006 or ESOS-2012 and their relatives may be deemed to be concerned or interested in these items of business to the extent of the Options – 2006 and / or Options 2012 that may be offered to them under ESOS – 2006 and / or ESOS - 2012.

None of the other Directors or any Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommend the resolutions at Item Nos. 8, 9, 10 and 11 of the accompanying Notice for approval of the Members of the Company as Special Resolutions.

For and on behalf of the Board,

Suhas Kulkarni
General Counsel & Company Secretary
FCS – 2427

Mumbai, 29th July, 2020

Registered Office
5th Floor, Mahindra Towers,
Worli, Mumbai 400 018.
e-mail: investor.mldl@mahindra.com
Website: www.mahindralifespaces.com
Tel. : 022- 67478600 / 67478601
Fax : 022- 2497 5084

BOARD'S REPORT

BOARD'S REPORT TO THE MEMBERS

Your Directors present their twenty-first report together with the audited financial statement of your Company for the year ended on 31st March, 2020.

FINANCIAL HIGHLIGHTS (STANDALONE)

(₹ in lakh)

	2020	2019
Income from Operations	**43,988.47**	48,603.21
Other Income	**8,080.93**	6,881.02
Total Income	**52,069.40**	55,484.23
Profit / (Loss) Before Depreciation, Finance cost and Taxation	**1,658.05**	9,312.73
Less: Depreciation	**(725.98)**	(306.12)
Profit / (Loss) Before Finance cost and Taxation	**932.07**	9,006.61
Less: Finance Cost	**(183.71)**	(548.49)
Profit / (Loss) Before exceptional item & Taxation	**748.36**	8,458.12
Less: Exceptional Item[1]	**(23,731.31)**	NIL
Profit / (Loss) after exceptional item and before Tax	**(22,982.95)**	8,458.12
Less: Provision for Taxation		
• Current Tax	**Nil**	Nil
• Deferred Tax (including MAT Credit)	**382.44**	(2,598.67)
Profit / (Loss) After Tax	**(22,600.51)**	5,859.45
Add: Balance of Retained earnings of earlier years	**57,974.86**	55,018.39
Add: Transfers from Debenture Redemption Reserve	**NIL**	8,375.00
Less: Adjustment relating to cumulative effect of applying Ind-AS 115[2]	**NIL**	(7,958.14)
Retained earnings available for appropriation	**35,374.35**	61,294.70
Add: Other Comprehensive Income / (Loss)[3]	**85.53**	(77.01)
Less: Dividend paid on Equity Shares[4]	**(3,081.14)**	(3,080.02)
Less: Income-tax on Dividend paid[4]	**NIL**	(162.81)
Retained earnings carried forward	**32,378.74**	57,974.86

[1] *Details of the exceptional item are given below in the paragraph titled 'Operations / State of the Company's Affairs'.*

[2] *Based on the requirements of the Ind AS 115 pertaining to recognition of revenue based on satisfaction of performance obligation (at a point in time), the transitional adjustment of ₹7,958 lakhs (net of deferred tax) has been adjusted against opening Retained Earnings for FY 2018-19. For further details, please refer Note no. 23 to the standalone financial statement.*

[3] *Re-measurement of (loss)/gain (net) on defined benefit plans, recognised as part of retained earnings.*

[4] *Pursuant to applicable provisions of Indian Accounting Standards, the amount of dividend paid and income tax thereon mentioned in the columns for 2020 and 2019 represents the final dividend amount declared and income tax thereon for the financial years 2019 and 2018, respectively.*

DIVIDENDS

In view of the loss for FY 2019-20 and considering the necessity to conserve resources of the Company during this uncertain and difficult times due to the COVID-19 pandemic, the Directors, have not recommended any dividend for the financial year ended 31st March, 2020.

DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Board of Directors of the Company at its meeting held on 27th October, 2016 has formulated and adopted a 'Dividend Distribution Policy'. The Policy is attached herewith and marked as Annexure 1 and is also available on the Company's website at https://www.mahindralifespaces.com/media/investor/codes-and-policies/Dividend%20Distribution%20Policy.pdf

RESERVES

During FY 2019-20, no amount has been transferred to any reserves.

OPERATIONS / STATE OF THE COMPANY'S AFFAIRS

India's economic growth decelerated significantly during the year. Gross Domestic Product (GDP) growth for FY 2019-20 is estimated at 4.2 %, compared to 6.1 % in the previous year. This deceleration was driven by a slowdown in industry and services growth, even as agriculture grew from 2.4 % in FY 2018-19 to 4.0 % in FY 2019-20. The slowdown in economic activity affected the Company's performance during the year.

During FY 2019-20, the Company launched two new projects in the Mumbai Metropolitan Region (MMR) — Vicino, Andheri, in the premium segment and Happinest Kalyan in the affordable segment. In addition, it launched fresh inventory in Happinest Avadi, Chennai. The Company also made a conscious call to defer launches of certain residential projects in FY 2019-20 due to the emerging Covid situation.

The Company and its subsidiaries sold 1,659 residential units aggregating 1.41 million square feet of saleable area in FY 2019-20 compared to 1,678 units aggregating 1.69 million square feet in the previous year. However, due to the smaller ticket-size affordable housing projects dominating the sales mix, in value terms this represents sales of ₹ 81,828 lakh in FY 2019-20, compared to ₹1,02,300 lakh in FY 2018-19. On a consolidated basis, the Company's focus on execution is reflected in the completion of 1.07 million square feet during the year. Handovers of units also continued at an impressive pace, with 1,222 units being handed over to homeowners during FY 2019-20, compared to 1,255 units in FY 2018-19. Overall collections on a consolidated basis, also remained robust at ₹93,044 lakh in FY 2019-20, compared to ₹96,326 lakh in FY 2018-19.

Overall, in the residential business, the Company and its subsidiaries are currently developing 3.60 million square feet with another 4.23 million square feet available in the form of forthcoming projects — new phases of ongoing projects and new projects that are under planning.

In the integrated cities and industrial clusters business, around 40 acres of land leases were concluded in FY 2019-20, compared to 93 acres in the previous year. This includes two new customers Nissei Electric and Usui Susira in Origins Chennai, its new industrial cluster project launched in FY 2018-19. As the industrial land inventory in MWC Chennai is exhausted, Origins Chennai, and MWC Jaipur will drive industrial leasing activity in this segment. The Company is also developing its second industrial cluster project — Origins (Ahmedabad), Gujarat.

Total income of your Company as a standalone entity was ₹52,069.40 lakh in FY 2019-20 as compared to ₹55,484.23 lakh in FY 2018-19. Profit before tax and before exceptional item was ₹748.36 lakh and the loss before tax after accounting for exceptional item was ₹22,982.95 lakh in FY 2019-20. The loss after tax was ₹22,600.51 lakh as compared to Profit after tax of ₹5,859.45 lakh in FY 2018-19. Total income in FY 2019-20 includes dividend income of ₹1,665.00 lakh from Mahindra World City (Jaipur) Limited, ₹1,242.00 lakh from Mahindra Infrastructure Developers Limited and ₹178.00 lakh from Mahindra World City Developers Limited, subsidiaries of the Company. In FY 2018-19, the Company had received dividend income of ₹1,665.00 lakh from Mahindra World City (Jaipur) Limited and ₹425.50 lakh from Mahindra Integrated Township Limited, subsidiaries of the Company.

Total Consolidated income of your Company stood at ₹64,591.93 lakh in FY 2019-20 as compared to ₹65,387.01 lakh in FY 2018-19. Consolidated loss before tax (after exceptional item) was ₹19,624.48 lakh in FY 2019-20. Consolidated loss after tax was ₹19,341.17 lakh in FY 2019-20 as compared to a profit after tax of ₹11,970.52 lakh in FY 2018-19.

Mahindra Homes Private Limited (MHPL), a Joint Venture of the Company, is executing residential projects at NCR and Bengaluru. The residential project in NCR is a Joint Development with the land owner. The project saw a successful launch in 2015 in a buoyant market. The relevant market has thereafter seen muted demand and declining prices. During the year, MHPL also saw significant cancellations of earlier bookings. The Company has evaluated the carrying value of its investment in MHPL and on the basis of estimated Net Present Value of forecasted cash flows provided for an aggregate impairment loss of ₹ 23,731.31 lakh (exceptional item). This has been done as a matter of prudence in an uncertain market environment. On a consolidated basis, the impact of impairment is ₹ 13,459.27 Lakh in addition to an impact of ₹ 6,472.60 lakh as Share of Loss from MHPL.

The Covid-19 Pandemic

The Covid-19 pandemic presented an unprecedented health emergency. In India, early protective measures by the Indian Government were gradually ramped up, culminating into a strict nationwide lockdown starting from 25th March 2020. Similar measures to contain this emergency in the form of restrictions on activity and mobility by countries has resulted in a global slowdown, even as there continues to be a severe uncertainty around the duration and intensity of the crisis. This affects all aspects of our lives and will have a wide impact on the economy, which includes our business.

The safety and well-being of the employees, customers and other stakeholders has been the Company's highest priority. A cross-functional Rapid Action Force (RAF) was formed which is responsible for constantly monitoring the situation, suggesting swift and effective actions. Following the lockdown, the Company managed to enable hundred percent of its employees to work remotely from their homes. They were engaged through learning sessions, leadership communication, and online team building events which helped employees embrace the new normal. The Company also ensured timely updates to the customers — engaging them through social media campaigns and personalised communication. Construction activity at all project sites were closed in compliance with the Government's directives. Workmen at labour camps were supported with essentials (food availability, health check-ups, etc.) and provided awareness sessions on social distancing measures, personal hygiene and use of masks.

The Company resumed operations at a few of its construction sites with strict protocols for safety and hygiene as the government eased lockdown restrictions. The Company will continue to remain fully aligned with government guidelines and will progressively resume operations in a graded manner. Plans and protocols are in place for return to offices once the lockdown is lifted. To remain safe, short-term and long-term changes in workplace behaviour will be necessary and the Company has issued 'Back to Office' guidelines to facilitate this.

The Company is actively monitoring the impact of the Covid-19 pandemic on its financial condition, liquidity, operations, suppliers, industry, and workforce. It has used the principles of prudence in applying judgments, estimates and assumptions based on the current estimates. In assessing the recoverability of assets such as goodwill, inventories, financial and other assets, based on current indicators of future economic conditions, the Company expects to recover the carrying amounts of its assets. The extent to which Covid-19 impacts the operations will depend on future developments which remain uncertain.

Besides this, no material changes and commitments have occurred after the close of the year till the close of this Report, which affects the financial position of the Company.

AWARDS AND RECOGNITION

Your Company and its subsidiaries received several awards and recognitions during the financial year 2019-20. Some of the prestigious awards are:

- The Company's ranking improved from 22nd position in FY 2018-19 to 17th position in FY 2019-20 in the list of Great Places to Work in India, in the 'Mid-size companies' category;
- Mahindra World City, Chennai received 'bespoke award in deployment of technology' in fDi Global Free Zones of the Year 2019 by fDi Magazines;
- Mahindra World City, Jaipur received 'bespoke award in sustainability' in fDi Global Free Zones of the Year 2019 by fDi Magazines;
- The Company's Project Antheia was ranked 1st in the housing category in the Swachh Bharat drive by Pimpri Chinchwad Municipal Corporation;
- Mahindra World City, Chennai received 'Sustain Award 2019' in the 'Indian large Companies category' at Indo-German Chamber of Commerce;
- The Company received Gold, Best Sustainable Green Initiative at Asian Customer Engagement Forum and Awards for its #IAmGreenArmy Initiative;
- The Company received Green Excellence Awards 2020 in the 'Green Construction Company' category at iDAC Expo;
- The Company received Corporate Governance and Sustainability Vision Award 2020 in two categories viz. Sustainable Performance and Corporate Social Responsibility at Indian Chamber of Commerce;
- The Company received 'YUVA Unstoppable Gratitude Award 2020' by YUVA Unstoppable, an award to appreciate Company's efforts in the field of Education
- Mahindra World City, Jaipur received 'Best CSR Impact Award' by UBS Forums.

SHARE CAPITAL

During the year, the Company has allotted 12,300 equity shares of ₹ 10 each at an exercise price of ₹ 10 per share to the eligible employees pursuant to exercise of stock options granted under Employee Stock Option Scheme – 2012 (ESOS – 2012). No Stock Options were exercised under Employee Stock Option Scheme – 2006 (ESOS – 2006).

Consequently, during the year, the issued equity share capital has increased from ₹ 5,140.02 lakh to ₹ 5141.25 lakh and the subscribed and paid up equity share capital of the Company has increased from ₹ 5,134.91 lakh to ₹ 5,136.14 lakh.

Post closure of Financial Year 2019-20, the Company has allotted 3,750 equity shares of ₹ 10 each at an exercise price of ₹ 10 per share to the eligible employees pursuant to exercise of stock options granted under ESOS - 2012. Consequently, the issued equity share capital has increased from ₹ 5141.25 lakh to ₹ 5141.63 lakh and the subscribed and paid up equity share capital of the Company has increased from ₹ 5,136.14 lakh to ₹ 5136.52 lakh.

The allotment of 51,063 equity shares of the Company has been kept in abeyance in accordance with Section 206A of the Companies Act, 1956 (now corresponding to Section 126 of the Companies Act, 2013), till such time the title of the bona-fide owners of the shares is certified by the concerned Stock Exchange or the Special Court (Trial of offenses relating to transactions in Securities).

During the year, Company has not issued any equity shares with differential rights or any sweat equity shares.

EMPLOYEE STOCK OPTIONS SCHEME

During the year, in accordance with ESOS–2012, the Nomination and Remuneration Committee on 26th July, 2019, had approved grant of total 64,500 Stock Options to the eligible employees, at an exercise price of ₹10 each which is equal to the face value of the equity share of the Company.

During the year, no Stock Options have been granted under ESOS – 2006. Except 5,000 Stock Options granted on 4th August, 2012, all options granted under ESOS-2006 and not exercised have lapsed. The ESOS-2006 has authorised the Nomination & Remuneration Committee of the Board to re-issue lapsed Options to the eligible employees.

The Company does not have any scheme envisaged under Section 67 of the Companies Act, 2013 ("the Act") in respect of shares on which voting rights are not directly exercised by the employees.

During the year, no change was made to the existing schemes i.e. ESOS – 2006 and ESOS – 2012. The existing schemes are implemented in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") and other applicable Regulations and Circulars in force, from time to time.

A certificate from the Statutory Auditor confirming that the above-mentioned Schemes i.e. ESOS-2006 and ESOS-2012 have been implemented by the Company in accordance with the

SBEB Regulations and the Resolutions passed by the Members for the said schemes will be placed before the members in the Annual General Meeting.

The disclosure in relation to ESOS-2006 and ESOS-2012 under the SBEB Regulations is uploaded on the website of the Company at https://www.mahindralifespaces.com/investors/stock-exchange-filings/other-filing-information.

HOLDING COMPANY

As on 31st March, 2020, the Promoter and the Holding company i.e. Mahindra and Mahindra Limited (M&M) holds 2,64,39,850 equity shares representing 51.48 % of the total paid-up equity capital of the Company. There was no change in the shareholding of M&M in the Company during the year.

The Company continues to be a Subsidiary Company of M&M. All subsidiary companies of the Company are consequently subsidiary companies of M&M.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES AS PER COMPANIES ACT, 2013

A report highlighting performance of each of the subsidiaries, associates and joint venture companies as per the Act, and their contribution to the overall performance of the Company is provided in the consolidated financial statement at note no 45.

SUBSIDIARY AND JOINT VENTURE COMPANIES

Mahindra World City (MWC), Chennai, is being implemented by **Mahindra World City Developers Limited (MWCDL)**, an 89:11 joint venture between the Company and the Tamil Nadu Industrial Development Corporation Limited (TIDCO), respectively. It is the first township in India to receive the Green Township Certification (Stage I Gold certification) from IGBC. Mahindra World City, Chennai, was launched in September 2002, and currently has three sector specific Special Economic Zones (SEZs) — IT (services and manufacturing), Apparel and Fashion Accessories, and Auto Ancillaries, and a Domestic Tariff Area (DTA) for businesses catering to the Indian market. Integrated to the business zone is a Residential and Social zone. At the end of FY 2019-20, the project had a total area of 1,524 acres. The company is focusing on clients for social infrastructure, having leased entire industrial land inventory.

During the year, MWCDL received approval from the Ministry of Commerce and Industry for de-notification of 55.59 hectares (which is equivalent to approximately 137 acres) in the SEZ's non-processing area. This de-notified land of 55.59 hectares is a part of 89.07 hectares (equivalent to approximately 220 acres) that was leased earlier to another subsidiary of the Company, Mahindra Integrated Township Limited (MITL) for undertaking residential development. This de-notification will enable MITL to cater to a wider market.

Mahindra World City (MWC), Jaipur**,** is being implemented by **Mahindra World City (Jaipur) Limited (MWCJL)**, a 74:26 joint venture between the Company and Rajasthan State Industrial Development & Investment Corporation Limited (RIICO), a Government of Rajasthan enterprise, respectively. The project is spread across 2,913 acres of land and offers multi product SEZ, along with Domestic Tariff Area (DTA) and Social & Residential Infrastructure.

The Company has partnered with International Finance Corporation (IFC), a member of the World Bank Group for the development of MWC, Jaipur. IFC has invested ₹ 19,479.03 lakh in MWCJL and is entitled to economic rights to the extent of 50% on 500 acres of gross land comprising first 250 acres of SEZ and first 250 acres of DTA.

Mahindra Integrated Township Limited (MITL) is a co-developer in developing the residential township area at Mahindra World City, Chennai. Its current developments include 'Iris Court', 'Nova', and 'Lakewoods'. Additionally, MITL is in the process of obtaining approvals for its next project at MWC, Chennai. After excluding the area under the above projects, MITL still has approximately 135 acres to be developed in phases for offering products in different formats and segments. The Company, directly and indirectly, owns 97.14% of MITL. During the year, MITL bought back 4,35,000 equity shares allotted to its ESOP Shareholders at a price of ₹ 28.60 per share calculated in accordance with the terms of its ESOP Scheme. The buyback offer, pursuant to Section 68 of the Act, was exclusively made to its ESOP Shareholders. The Company was not entitled to participate in the offer. As a result, MLDL's, direct and indirect, holding increased from 96.30 % to 97.14 % in MITL.

Mahindra Residential Developers Limited (MRDL), which is a wholly owned subsidiary of Mahindra Integrated Township Limited (MITL), and a co-developer is developing a gated residential community in approximately 54 acres within Mahindra World City, Chennai, under the name 'Aqualily'.

Mahindra Bloomdale Developers Limited (MBDL) is a wholly owned subsidiary of the Company. MBDL is developing a gated residential community 'Bloomdale' across approximately 25.2 acres at Multi-modal International Hub Airport at Nagpur (MIHAN).

Mahindra Homes Private Limited (MHPL) is a 71.61 : 28.39 joint venture between the Company and Actis Mahi Holding (Singapore) Private Limited ('Actis'), respectively and is developing in collaboration with a developer and land owning companies, a group housing project "Luminare" at NCR on approximately 6.80 acres and a residential project "Windchimes" at Bengaluru on approximately 5.90 acres.

During the financial year 2019-20, the Company and Actis, in accordance with the terms of Debentures allotted to them, had applied for the conversion of the said Debentures into Equity Shares. Accordingly, MHPL has converted:

a) 3,20,17,000 Optionally Convertible Debentures (OCDs) held by the Company in MHPL and allotted 64,034 fully paid-up Series C Equity Shares (non-voting rights) of the face value of ₹ 10 each at the conversion price of ₹ 50,000 per Equity Share;

b) 3,20,17,000 Compulsory Convertible Debentures (CCDs) held by Actis in MHPL and allotted 64,034 fully paid-up Series B Equity Shares (non-voting rights) of the face value of ₹ 10 each at the conversion price of ₹ 50,000 per Equity Share;

Consequent to the conversion, the shareholding of the Company in the overall paid up share capital (having voting and non-voting shares) of MHPL has decreased from 74.99% to 71.61%. The economic interest in MHPL continues to be shared between MLDL and Actis in the ratio of 50:50.

Mahindra Happinest Developers Limited (MHDL) is a 51:49 joint venture between the Company and HDFC Capital Affordable Real Estate Fund – I (HDFC), respectively. The economic interest of MLDL and HDFC in MHDL is in the ratio of 25:75. MHDL has, till date, launched two projects having development potential of upto 1.24 million square feet, under the brand 'Happinest'. The first of its housing project – 'Happinest Palghar' was launched in the year 2017-18 and the second project 'Happinest Kalyan', was launched in FY 2019-20.

Mahindra Industrial Park Chennai Limited (MIPCL), is a 60:40 joint venture between MWCDL and Sumitomo Corporation, Japan, respectively. MIPCL is setting up an industrial cluster in North Chennai (the NH-16 corridor) on approximately 289 acres under the brand 'Origins by Mahindra World City'.

Mahindra Industrial Park Private Limited (MIPPL), a wholly owned subsidiary of the Company has acquired around 340 acres of contiguous land at Jansali near Ahmedabad for setting up an industrial cluster. The Company has partnered with International Finance Corporation (IFC), a member of the World Bank Group for the development of upcoming project at Jansali. IFC, till date, has invested ₹ 7,564.5 lakh in MIPPL and is entitled to economic rights to the extent of 50% in MIPPL. The project will be marketed under the brand 'Origins by Mahindra World City'.

Mahindra Infrastructure Developers Limited (MIDL), a wholly owned subsidiary of the Company, is an equity participant in the project company namely, New Tirupur Area Development Corporation Limited (NTADCL) implementing the Tirupur Water Supply and Sewerage project.

Mahindra Water Utilities Limited (MWUL), is engaged in the business of operation and maintenance services for water and sewerage facilities at Tirupur, India and is a 98.99% subsidiary of Mahindra Infrastructure Developers Limited and consequently, a subsidiary of the Company.

Mahindra World City (Maharashtra) Limited (MWCML) is a subsidiary of the Company, which was set up to undertake large format development. MWCML is looking for an appropriate business opportunity to take up projects in large format development.

Deep Mangal Developers Private Limited (DMDPL) is a subsidiary of MWCML and consequently a subsidiary of the Company. DMDPL intends to develop its land at Murud on southern coast of Maharashtra as a one-of-its-kind tourist destination catering to globally growing need of holistic healthcare and wellness tourism, besides promoting adventure and heritage tourism. The State Government has assured support to the project by facilitating necessary infrastructure in the region.

Knowledge Township Limited (KTL), a wholly owned subsidiary of the Company will be developing an industrial park in Maharashtra under the brand 'Origins by Mahindra World City' for which the company is in the process of procuring the required land area.

Industrial Township (Maharashtra) Limited (ITML) and **Anthurium Developers Limited (ADL)**, wholly owned subsidiaries of the Company are exploring the possibility of taking up real estate development projects and **Moonshine Construction Private Limited and Mahindra Knowledge Park (Mohali) Limited**, subsidiaries of the Company are on the lookout for a viable proposition.

ASSOCIATE COMPANIES

As of 31st March, 2020, no company is an associate of the Company.

During the year, no other company became or ceased to be a Subsidiary / Associate / Joint Venture company of the Company.

CONSOLIDATED FINANCIAL STATEMENT

The audited consolidated financial statement of the Company prepared in accordance with the applicable Accounting Standards along with all relevant documents and the Auditors' Report forms part of this Annual Report.

The audited financial statement of each of the subsidiaries is placed on the website of the Company at web link: https://www.mahindralifespaces.com/investors/annual-reports/fy-20-21

The Company will provide the financial statements of subsidiaries upon receipt of a written request from any member of the Company interested in obtaining the same. The financial statement of subsidiaries will also be available for inspection at the Registered Office of your Company during working hours up to the date of the Annual General Meeting.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the operations of the Company and its subsidiaries forms part of this Annual Report.

CORPORATE GOVERNANCE

A report on Corporate Governance along with a certificate from the Auditors of the Company regarding the compliance with the conditions of Corporate Governance as stipulated under Para E of Schedule V of the SEBI LODR forms part of this Annual Report.

SUSTAINABLE DEVELOPMENT AND BUSINESS RESPONSIBILITY REPORT

Your Company has been at the forefront of the real estate industry in India to achieve mission of 'Transforming urban landscapes by creating sustainable communities'. Sustainability is thus a core agenda for the Company. The details of the Company's approach to sustainability in accordance with Regulation 34(2)(f) of SEBI LODR describing the initiatives taken by the Company from an environmental, social and governance perspective, are covered in the prescribed format of Business Responsibility Report which forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company's guiding principle for CSR is to build its relationship with stakeholders and the community at large and contribute to their long term social good and welfare. The Company, in every financial year, in line with the Companies Act, 2013, pledges to spend minimum two % of the average net profits made during the three immediately preceding financial years towards CSR initiatives.

The Company has constituted a Corporate Social Responsibility (CSR) Committee comprising Non-Executive Non-Independent Director, Mr. Arun Nanda, Non-Executive Independent Director, Ms. Amrita Chowdhury and the Managing Director & CEO, Ms. Sangeeta Prasad. Mr. Arun Nanda is the Chairman of the Committee. During the year, Mr. Shailesh Haribhakti ceased to be a member of the Committee consequent to his resignation as an Independent Director of the Company effective from the conclusion of the 20th Annual General Meeting held on 26th July, 2019. The Board at its meeting held on 12th September, 2019 appointed Ms. Amrita Chowdhury, Non-Executive Independent Director as a member of the Committee effective 12th September, 2019. The role of the Committee is to recommend expenditure to be incurred on CSR activities, to monitor the Company's CSR policy, from time to time, and to institute a transparent monitoring mechanism for the CSR projects or programs or activities undertaken by the Company.

The Company's CSR Policy lays out the vision, objectives and implementation mechanism. The Company's CSR policy is available on the Company's web link at https://www.mahindralifespaces.com/wp-content/uploads/2019/07/Mahndra-Real-Estate-Sector-CSR-Policy.pdf

The Company's CSR activities have traditionally focused on education, skill development, health, environment and promoting sustainable practices.

The objective of the CSR policy is to:

- Promote a unified approach to CSR to incorporate under one umbrella the diverse range of the Company's philanthropic activities, thus enabling maximum impact of the CSR initiatives;
- Ensure an increased commitment at all levels in the organisation, to operate in an economically, socially and environmentally responsible manner while recognising the interests of all its stakeholders;
- Encourage employees to participate actively in the Company's CSR and give back to the society in an organised manner through the employee volunteering programme called Employee Social Options.

The Company's commitment to CSR will be manifested by investing resources in any of the areas stipulated in Schedule VII to the Companies Act, 2013. The Company gives preference to the local area and area around it where it operates for spending the amounts earmarked for CSR activities.

The Company had committed CSR expenditure of ₹ 124.85 Lakh for the financial year 2019-20 which has been fully spent during the year.

The annual report on the CSR activities is at **Annexure 2** to this Report.

DIRECTORS

Pursuant to Section 152 of the Companies Act, 2013 and Article 116 of the Articles of Association of the Company, Dr. Anish Shah (DIN: 02719429), Non-Executive Non-Independent Director retires by rotation at the 21st Annual General Meeting of the Company and being eligible has offered himself for re-appointment. The Board has recommended his reappointment at the forthcoming Annual General Meeting as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

During the year, Mr. Shailesh Haribhakti resigned as an Independent Director of the Company effective from the conclusion of the 20th Annual General Meeting held on 26th July, 2019. In his resignation, he has stated that the reason for resigning is increase in his professional work, leaving less time for him to continue on the Board. He has also confirmed that there is no other material reason other than what is stated in his resignation. The Board places on record its deep appreciation for the valuable services rendered by Mr. Shailesh Haribhakti during his tenure as a Director of the Company. Mr. Haribhakti was on the board of the Company for around 16 years.

The Board of Directors, subject to approval of the Shareholders, vide Circular Resolution dated 9th August, 2019 appointed Ms. Amrita Chowdhury as an Additional Director of the Company in the category of Non-Executive Independent Director for a term of five consecutive year effective 13th August, 2019. Pursuant to Section 161 of the Act and Article 128 of the Articles of Association of the Company, Ms. Chowdhury holds office upto the date of forthcoming Annual General Meeting. The Company has received a notice as per the provisions of Section 160(1) of the Companies Act, 2013 from a Member in writing proposing her candidature for the office of Director. The Board has recommended her appointment at the forthcoming Annual General Meeting as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 13th August, 2019.

Ms. Sangeeta Prasad had submitted her resignation on 7th February, 2020 from the position of the Managing Director & CEO and as a Director of the Company effective 30th June, 2020 to pursue other interests. At the request of the Board she has consented to continue till 30th June, 2020 to ensure seamless and smooth transition. The Board expressed its deep appreciation for the valuable contribution made by Ms. Sangeeta Prasad during her tenure as the Managing Director & CEO. The Board appreciated Ms. Sangeeta Prasad for her dedication and her contribution in charting the strategic blueprint for the business and formulating initiatives taken by the Company during her tenure which will benefit the Company in coming years. She was instrumental in shaping the business strategies of the IC & IC business of the Company and in the formulation of Industrial Clusters (Origins by Mahindra World City) and achieving successful financial and strategic partnerships with Sumitomo Corporation and IFC.

Consequent thereto and on recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 17th February 2020, had appointed Mr. Arvind Subramanian, as the Chief Operating Officer (COO) of the Company with effect from even date in addition to his role as CEO – Happinest, the affordable housing business of the Company.

Further, the Board at its meeting held on 14th May, 2020 has subject to the requisite approvals, appointed Mr. Subramanian as an Additional Director and subsequently at the same meeting appointed him as the "Managing Director" designated as the "Managing Director & Chief Executive Officer" (MD & CEO) with effect from 1st July, 2020 for a period of 5 years . Pursuant to Section 161 of the Act and Article 128 of the Articles of Association of the Company, Mr. Subramanian will hold office of the Additional Director upto the date of forthcoming Annual General Meeting. The Company has received a notice as per the provisions of Section 160(1) of the Companies Act, 2013 from a Member in writing proposing his candidature for the office of Director. The Board has recommended to the shareholders his appointment and remuneration as the Managing Director designated as the Managing Director & CEO for a period of five years effective from 1st July, 2020.

Brief resume and other details of Dr. Anish Shah, Ms. Amrita Chowdhury and Mr. Arvind Subramanian, in terms of Regulation 36(3) of SEBI LODR and Secretarial Standards on General Meeting, are provided in the Corporate Governance Report forming part of the Annual Report. None of the Directors of the Company are inter-se related to each other. All the above mentioned three Directors are not disqualified from being re-appointed / appointed as Directors by virtue of the provisions of Section 164 of the Companies Act, 2013.

The performance evaluation of Non-Independent Directors and the Board as a whole, Committees thereof and Chairman of the Company was carried out by Independent Directors. Pursuant to the provisions of the Act, the Nomination & Remuneration Committee (NRC) specified the manner of effective evaluation of the performance of the Board, its Committees and individual Directors. In terms of manner of performance evaluation specified by the NRC, the performance evaluation of the Board, its Committees and individual Directors was carried out by NRC and the Board of Directors. Further, pursuant to Schedule IV of the Act and regulation 17(10) of the SEBI (LODR), the evaluation of independent directors was done by the Board of Directors. For performance evaluation, structured questionnaires, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity, attendance and adequacy of time given by the Directors to discharge their duties, Corporate Governance practices, etc. were circulated to the Directors for the evaluation process. All Directors unanimously expressed that the evaluation outcome reflected high level of engagement of the Board of Directors and its committees amongst its members with the Company and its management and that they are fully satisfied with the same.

The Company has received declarations from each of the Independent Directors confirming that they meet the criteria of independence including declaration of compliance with sub-rule 1 of Rule 6 of the Companies (Appointment and Qualifications of Directors) Fifth Amendment Rules, 2019 as provided in the Companies Act, 2013 and SEBI LODR.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ('IICA'). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 1 (one) year from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

The details of familiarization programme for Independent Directors have been disclosed on website of the Company and is available at the weblink https://www.mahindralifespaces.com/investors/annual-reports/fy-20-21

The salient features of the following policies of the Company are attached herewith and marked as **Annexure 3**:

1. Policy on appointment of Directors and Senior Management
2. Policy on Remuneration of Directors and
3. Policy on Remuneration of Key Managerial Personnel and Employees

The aforesaid policies (as amended) are also available at the weblink https://www.mahindralifespaces.com/investors/codes-and-policies

The Managing Director & CEO draws remuneration only from the Company and does not receive any remuneration or commission from any of its subsidiary companies **/** holding company.

KEY MANAGERIAL PERSONNEL (KMP)

As on 31st March, 2020, details of Key Managerial Personnel under the Companies Act, 2013 are given below :

Sr. No.	Name of the Person	Designation
1	Ms. Sangeeta Prasad	Managing Director & CEO (Resigned with effect from 30th June, 2020)
2	Mr. Suhas Kulkarni	Company Secretary
3	Mr. Vimal Agarwal	Chief Financial Officer

During FY 2019-20, Mr. Jayant Manmadkar, Chief Financial Officer (CFO) of the Company resigned w.e.f. 30th April, 2019 to pursue professional opportunities outside the real estate sector. Consequent thereto, the Board at its meeting held on 26th July, 2019 had appointed Mr. Vimal Agarwal as the Chief Financial

Officer and as a Key Managerial Personnel of the Company with effect from 26th July, 2019.

MEETINGS

A calendar of meetings is prepared and circulated in advance to Directors. During the year, 9 (Nine) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standards on Board Meetings and SEBI LODR as amended from time to time.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors, based on the representations received from the operating management and after due enquiry, confirm that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2020 and of the loss of the Company for that period;

(c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) they had prepared the annual accounts on a going concern basis;

(e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to the Financial Statements. The Audit Committee of the Board reviews the internal control systems, the adequacy of internal audit function and significant internal audit findings with the management, Internal Auditors and Statutory Auditors.

AUDIT COMMITTEE

As on 31st March, 2020, the Audit Committee comprised of three Non-Executive Independent Directors, namely Mr. Ameet Hariani, Ms. Amrita Chowdhury, Mr. Bharat Shah, and one Non-Executive Non-Independent Director, Dr. Anish Shah. Mr. Ameet Hariani is the Chairman of the Committee. During the year, Mr. Shailesh Haribhakti ceased to be a member of the Committee consequent to his resignation as a Director of the Company effective 26th July, 2019. The Board at its meeting held on 21st October, 2019, appointed Ms. Amrita Chowdhury as a member of the Committee with effect from 27th January, 2020.

All members of the Audit Committee possess strong knowledge of accounting and financial management. The Chairman of the Company, the Managing Director, Chief Executive Officer, Chief Financial Officer, the Internal Auditors and Statutory Auditors are regularly invited to attend the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee. The Internal Auditor reports to the Chairman of the Audit Committee. The significant audit observations and corrective actions as may be required and taken by the management are presented to the Audit Committee. The Board has accepted all recommendations made by the Audit Committee from time to time.

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for stakeholders including directors and employees of the Company and their representative bodies to report genuine concerns in the prescribed manner to freely communicate their concerns / grievances about illegal or unethical practices in the Company, actual or suspected, fraud or violation of the Company's Code or Policies. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimisation of stakeholders who use such mechanism. It provides a mechanism for stakeholders to approach the Chairman of Audit Committee or Chairman of the Company or the Corporate Governance Cell consisting of Chief Legal Officer & Company Secretary, Chief Financial Officer and Chief Ethics Officer (Chief People Officer). During the year, no person was denied access to the Chairman of the Audit Committee or to the Chairman of the Company or to the Corporate Governance Cell. The Whistle Blower Policy of the Company is available at web link https://www.mahindralifespaces.com/media/investor/codes-and-policies/Whistle%20Blower%20Policy.pdf

RISK MANAGEMENT

The Company has in place a process to inform the Board about the risk assessment and minimisation procedures. It has an appropriate risk management system in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. Presently, Regulation 21 of the SEBI LODR with respect to Risk Management Committee is not applicable to your Company. However, the Board has constituted Risk Management Committee for monitoring and reviewing of the risk assessment, mitigation and risk management plan from time to time. As on 31st March, 2020, the Committee comprises of Managing Director & CEO, Ms. Sangeeta Prasad, Mr. Arvind Subramanian, Chief Operating Officer, Mr. Vimal Agarwal, Chief Financial Officer and Mr. Suhas Kulkarni, Chief Legal Officer and Company Secretary. During the year, Mr. Jayant Manmadkar ceased to be a member of the Committee consequent to his resignation as the Chief Financial Officer effective 30th April, 2019. The Board at its meeting held on 12th September, 2019, appointed Mr. Arvind Subramanian, Mr. Vimal Agarwal and

Mr. Suhas Kulkarni as Members of the Committee effective 12th September, 2019.

AUDITORS

The Shareholders of the Company at the 18th Annual General Meeting of the Company held on 25th July, 2017, had appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (ICAI Registration Number -117366W/W-100018), as Statutory Auditors of the Company to hold office until the conclusion of the 23rd Annual General Meeting to be held in the calendar year 2022 to conduct the audit of the Accounts of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

As required under the provisions of Section 139(1) and 141 of the Companies Act, 2013 read with the Companies (Accounts and Auditors) Rules, 2014, the Company has received a written consent and certificate from the auditors to the effect that they are eligible to continue as Statutory Auditor of the Company.

The notes of the financial statements referred to in the Auditors' Report issued by M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai for the financial year ended on 31st March, 2020 are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

COST AUDIT

The Board of Directors, on recommendation of the Audit Committee, has appointed CMA Vaibhav Prabhakar Joshi, Practising Cost Accountant, Mumbai, as Cost Auditor of the Company to conduct audit of the cost records maintained by the Company for the financial year 2019-20. CMA Vaibhav Prabhakar Joshi has confirmed that his appointment is within the limits of Section 141(3)(g) of the Companies Act, 2013 and has also certified that he is free from any disqualification specified under Section 141 and proviso to Section 148(3).

As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Shareholders in a General Meeting for their ratification. Accordingly, a resolution seeking Shareholders' ratification for remuneration payable to CMA Vaibhav Prabhakar Joshi, Practising Cost Accountant is included in the Notice convening the Annual General Meeting.

The Company is required to maintain cost records as specified under Section 148 (1) of the Companies Act, 2013 and such accounts and records are made and maintained by the Company for the financial year 2019-20.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Martinho Ferrao & Associates, Practising Company Secretaries, (Membership No: F.C.S. No. 6221 and C.P. No. 5676) to conduct the secretarial audit of the Company.

The Secretarial Audit Report for the financial year ended 31st March, 2020, is annexed herewith and marked as **Annexure 4** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARY

For the Financial year 2019-20, Mahindra World City (Jaipur) Limited, Mahindra Homes Private Limited, Mahindra Bloomdale Developers Limited and Mahindra World City Developers Limited are the material unlisted subsidiaries of the Company. In terms of Regulation 24A of SEBI LODR read with Section 204 of the Companies Act, 2013, Secretarial Audit of the above-mentioned subsidiaries has been conducted for the financial year 2019-20 by Practicing Company Secretaries and the said report has been annexed to the Board's Report of such subsidiaries. None of the said Audit Reports contain any qualification, reservation or adverse remark or disclaimer.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company being formed for and engaged in real estate development (Infrastructural facilities) is exempt from the provisions of Section 186 of the Companies Act, 2013 related to any loans made or any guarantees given or any securities provided or any investments made by the Company. However, the details of the investments made and loans given are provided in the standalone financial statement at Note no. 8.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material. In view of the above, the requirement of giving particulars of contracts / arrangements / transactions made with related parties, in Form AOC-2 are not applicable for the year under review.

The "Policy on materiality of and on dealing with related party transactions" (as amended) as approved by the Board may be accessed on the Company's website at the link https://www.mahindralifespaces.com/wp-content/uploads/2019/04/policy-on-materiality-of-and-dealing-with-related-party-transactions.pdf

The Directors draw attention of the members to Note no. 36 to the standalone financial statement which sets out related party disclosures.

DEPOSITS, LOANS, ADVANCES AND OTHER TRANSACTIONS

Your Company has not accepted any deposits from public or its employees and, as such no amount on account of principal or interest on deposit were outstanding as of the Balance Sheet date. The details of loans and advances, which are required to be disclosed in the annual accounts of the Company pursuant to Regulation 34(3) read with Schedule V of the SEBI LODR are provided in the standalone financial statement at Note no. 40.

Further, in terms of Regulation 34(3) read with Schedule V of the SEBI LODR, details of the transactions of the Company, with the promoter and holding company Mahindra & Mahindra Limited holding 51.48% in the paid up equity capital of the Company as on 31st March, 2020, in the format prescribed in the relevant accounting standards for annual results, are given in Note no. 36 to the standalone financial statement.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as per Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure 5** to this report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure 6** to this Report.

Details of employee remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the Registered Office of the Company during working hours up to the date of the Annual General Meeting and shall be made available to any shareholder on request. Such details are also available on your Company's website at: https://www.mahindralifespaces.com/investors/stock-exchange-filings/other-filing-information

EXTRACT OF ANNUAL RETURN

The Annual Return in Form MGT-7 and its extract in Form MGT-9 for the financial year ended 31st March, 2020, are available on the website of the Company at https://www.mahindralifespaces.com/investors/stock-exchange-filings/other-filing-information.

GENERAL

- The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.
- No fraud has been reported during the audit conducted by the Statutory Auditors, Secretarial Auditors and Cost Auditors of the Company.
- During the year, no revision was made in the previous financial statement of the Company.
- For the financial year ended on 31st March, 2020, the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

CAUTIONARY STATEMENT

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

Disclaimer

The Company shall be registering its forthcoming projects at an appropriate time in the applicable jurisdictions / States under the Real Estate (Regulation and Development) Act, 2016 (RERA) and Rules thereunder. Till such time, the forthcoming projects are registered under RERA, none of the images, material, projections, details, descriptions and other information that are mentioned in the Annual Report for the year 2019-20, should be deemed to be or constitute advertisements, solicitations, marketing, offer for sale, invitation to offer, or invitation to acquire within the purview of the RERA. The Company uses carpet areas as per RERA in its customer communication. However, the data in saleable area terms has been presented in the Annual Report for the year 2019-20 to enable continuity of information to investors and shall not be construed to be of any relevance to home buyers / customers.

ACKNOWLEDGMENT

The Directors would like to thank all shareholders, customers, bankers, contractors, suppliers, joint venture partners and associates of your Company for the support received from them during the year. The Directors would also like to place on record their appreciation of the dedicated efforts put in by employees of the Company.

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Date : 14th May, 2020
Place : Mumbai

ANNEXURE 1
DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy ("the policy") establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as to enable the Company strike a balance between pay-out and retained earnings, in order to address future needs of the Company. The policy shall come into force for accounting periods beginning from 1st April, 2016.

Dividend would continue to be declared on per share basis on the Ordinary Equity Shares of the Company having face value of ₹ 10 each. The Company currently has not issued any other class of shares. Therefore, dividend declared will be distributed amongst all shareholders, based on their shareholding on the record date.

Dividends will generally be recommended by the Board once a year, after the announcement of the full year results and before the Annual General Meeting (AGM) of the shareholders, out of the profits of the Company for current year or out of profits of the Company for any previous financial years or out of both, as may be permitted under the Companies Act, 2013 ("the Act").

In the event of inadequacy or absence of profits in any year, the Board may recommend to declare dividend out of the accumulated profits earned by the Company in any previous financial years and transferred to free reserves, provided such declaration of dividend shall be in accordance with the provisions of the Act and Rules framed thereunder.

The Board may also declare interim dividend as may be permitted by the Act.

The Company has a consistent dividend policy that balances the objectives of appropriately rewarding shareholders through dividends and to support the future growth.

As in the past, subject to the provisions of the applicable law, the Company's dividend payout will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return. Within these parameters, the Company would endeavor to maintain a total dividend pay-out (including dividend distribution tax) ratio in the range of 20% to 35% of the annual standalone Profits after Tax (PAT) of the Company.

While determining the nature and quantum of the dividend payout, including amending the suggested payout range as above, the Board would take into account the following factors:

- Internal Factors:
    1. Profitable growth of the Company and specifically, profits earned during the financial year as compared with:
        a. Previous years and
        b. Internal budgets,
    2. Cash flow position of the Company,
    3. Accumulated reserves,
    4. Earnings stability,
    5. Future cash requirements for organic growth/ expansion and/or for inorganic growth,
    6. Brand acquisitions,
    7. Current and future leverage and, under exceptional circumstances, the amount of contingent liabilities,
    8. Deployment of funds in short term marketable investments,
    9. Long term investments,
    10. Capital expenditure(s), and
    11. The ratio of debt to equity (at net debt and gross debt level).
- External Factors:
    1. Business cycles,
    2. Economic environment,
    3. Cost of external financing,
    4. Applicable taxes including tax on dividend,
    5. Industry outlook for the future years,
    6. Inflation rate, and
    7. Changes in the Government policies, industry specific rulings & regulatory provisions.

Apart from the above, the Board also considers past dividend history and sense of shareholders' expectations while determining the rate of dividend. The Board may additionally recommend special dividend in special circumstances.

The Board may consider not declaring dividend or may recommend a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment. In such an event, the Board will provide rationale in the Annual Report.

The retained earnings of the Company may be used in any of the following ways:

1. Capital expenditure for working capital,
2. Organic and/ or inorganic growth,
3. Investment in new business(es) and/or additional investment in existing business(es),
4. Declaration of dividend,
5. Capitalisation of shares,
6. Buy back of shares,
7. General corporate purposes, including contingencies,
8. Correcting the capital structure,
9. Any other permitted usage as per the Companies Act, 2013.

Information on dividends paid in the last 10 years is provided in the Annual Report.

This policy may be reviewed periodically by the Board. Any changes or revisions to the policy will be communicated to shareholders in a timely manner.

The policy will be available on the Company's website at https://www.mahindralifespaces.com/media/investor/codes-and-policies/Dividend%20Distribution%20Policy.pdf

The policy will also be disclosed in the Company's annual report.

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Place : Mumbai
Date : 14th May, 2020

ANNEXURE 2
ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

   a) Mahindra Lifespaces is driven by its mission of 'Transforming urban landscapes by creating sustainable communities'. The path towards transformation calls for building on our strengths to embrace and drive change. Our current focus areas for our CSR efforts include education, environment, skill development and preventive healthcare. This is in alignment with Mahindra Group's core purpose of challenging conventional thinking and innovatively using all resources to drive positive change in the lives of our stakeholders and communities, thus, enabling them to Rise. Inclusive development at all our project locations ensures that we grow with the communities surrounding us, thereby enabling truly sustainable living.

   b) The Company has adopted a CSR policy which is available on https://www.mahindralifespaces.com/media/1050/corporate-social-responsibility-csr-policy.pdf

2. The composition of the CSR Committee of the Board of Directors as on 31st March, 2020:

Mr. Arun Nanda	Chairman
Ms. Sangeeta Prasad	Member
Ms. Amrita Chowdhury	Member

3. Average net profit of the company for last three financial years: ₹ 6,242.5 lakh

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above): ₹ 124.85 lakh

5. Details of CSR spent during the financial year.

   a) Total amount to be spent for the financial year: ₹ 124.85 lakh

   b) Amount unspent, if any: NIL

   c) Manner in which the amount spent during the financial year is detailed below:

(₹ In lakh)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. no.	**CSR project of activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs Sub heads : (1) Direct expenditure on projects or programs (2) Overhead**	**Cumulative expenditure upto the reporting period**	**Amount spent: Direct or through implementing agency**
1	Contribution to K. C. Mahindra Education Trust (Nanhi Kali) and School infrastructure upliftment	Education	Pan India	71.41	(1) Direct expenditure: 71.41	71.41	Through : K. C. Mahindra Education Trust
2	Mahindra TERI - Centre of Excellence (CoE) on sustainable habitats	Environment	India	30.00	(1) Direct expenditure: 30.00	30.00	The Energy and Research Institute (TERI)
3	Green Army – school activation on adoption of sustainable lifestyle	Environment	PAN India around Company's Projects	15.94	(1) Direct expenditure: 15.94	15.94	Parisar Asha

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. no.	**CSR project of activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs Sub heads : (1) Direct expenditure on projects or programs (2) Overhead**	**Cumulative expenditure upto the reporting period**	**Amount spent: Direct or through implementing agency**
4	Seva Mandir	Education	Udaipur	5.00	(1) Direct expenditure: 5.00	5.00	__
5	Others - Donation to Mumbai Mobile Creches a pioneering organisation working for the right of marginalised children to Early Childhood Development.	Health	Mumbai	2.50	(1) Direct expenditure: 2.50	2.50	Through Mumbai Mobile Creches
	Total			**124.85**	**124.85**	**124.85**	

6. In case the company has failed to spend the two % of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: Not Applicable

7. The implementation and monitoring of CSR policy is in compliance with CSR objectives and Policy of the Company.

Arun Nanda
(Chairman – CSR Committee)
DIN : 00010029
Mumbai, 14^{th} May, 2020

Sangeeta Prasad
(Managing Director & CEO)
DIN : 02791944
Mumbai, 14^{th} May, 2020

ANNEXURE 3
POLICIES

A. SALIENT FEATURES OF POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANGEMENT

Appointment of Director:

- The Nomination & Remuneration Committee (NRC) reviews and assesses the Board composition and recommends the appointment of new Directors.
- NRC evaluates suitability of individual for Board appointments based on merits, skills, experience, independence and knowledge.
- NRC also takes into account ability of candidates to devote sufficient time in discharging his/her duties and balanced decision making.
- Based on NRC recommendation, the Board evaluates the individual and decide on his/her appointment as Director of the Company.

Appointment of Senior Management:

- NRC has also laid down criteria for identification of persons who may be appointed in the Senior Management.
- The selection criteria for Senior Management includes merit, experience and knowledge of the candidate.
- Senior Management personnel are appointed or promoted and removed/relieved with the authority of Chairman and/or Managing Director based on the business need and the suitability of the candidate.

During the year, no changes were made to the Policy.

B. SALIENT FEATURES OF POLICY FOR REMUNERATION OF THE DIRECTORS

1. Remuneration to Non- Executive Directors including Independent Directors

- NRC shall decide the basis for determining the compensation to Non- Executive directors, whether as commission or otherwise and submit its recommendations to the Board. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution;
- In addition to the above, the Directors are entitled for sitting fees for attending Board / Committee meetings, reimbursement of expenses incurred in discharge of their duties, stock options (other than Independent Directors).
- A Non-Executive Non-Independent Director who receives remuneration from the holding company or any other group company is not paid any sitting fees or any remuneration.

2. Remuneration to Managing Director & Chief Executive Officer (MD & CEO) and Executive Directors

- The remuneration to MD & CEO is recommended by NRC to the Board. While considering remuneration to MD & CEO, NRC considers industry benchmarks, merit and seniority of the person and ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- The remuneration consists of both fixed compensation and variable compensation and is paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of Company, as approved by the Board and within the overall limit specified by Shareholders.
- While the fixed compensation is determined at the time of appointment, the variable compensation is determined annually by the NRC based on the performance.

During the year, no changes were made to the Policy.

C. SALIENT FEATURES OF POLICY FOR REMUNERATION OF KEY MANGERIAL PERSONNEL AND EMPLOYEES

- All employees, irrespective of contract, are to be remunerated fairly and the remuneration is to be externally competitive and internally equitable. The remuneration is paid in accordance with the laid down Statutes.
- Remuneration for on-roll employees will include a fixed component payable monthly and a variable component, based on performance, on annual basis.
- Variable component will be a function of individual performance as well as business performance.
- Business performance is evaluated using a Balanced Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA).

- Both BSC and KRA are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
- An annual compensation survey is carried out to ensure that the Company's compensation is externally competitive and is around 60th percentile.
- Based on the findings of the survey and the business performance, the Sector Talent Council decides the increment for different performance ratings as well as grades, the increment for promotions, the total maximum increment and the maximum increase in compensation cost in % and absolute.

During the year, no changes were made to the Policy.

For and on behalf of the Board

Arun Nanda
Chairman

DIN: 00010029

Place : Mumbai

Date : 14th May, 2020

ANNEXURE 4

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Mahindra Lifespace Developers Limited
5th floor, Mahindra Towers, Worli,
Mumbai - 400018

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mahindra Lifespace Developers Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Due to the current nationwide lockdown arising out of COVID-19 pandemic, we have examined the papers, minute books, forms, returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 provided to us through electronic mode. No physical verification of any document / record was possible. Based on our examination as aforesaid and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended:

  (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

  (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

  (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable during the financial year under review

  (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993: Not applicable as the Company is not registered as a Registrar to an issue and Share Transfer Agent

  (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable as the Company has not delisted its equity shares from any Stock Exchange during the financial year under review and

  (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not applicable as the Company has not bought back any of its securities during the financial year under review.

We have also examined the compliances of the provisions of the following other laws applicable specifically to the Company wherein we have also relied on the representations made by the head of the respective departments in addition to the checks carried out by us:

(a) The Building & Other Construction Workers (Regulation of employment and conditions of service) Act, 1996.

(b) Town & Country Planning Acts and Development Control Regulations & Building Bye Laws as applicable at various locations.

(c) The Special Economic Zone Act, 2005 and Rules thereunder.

(d) The Ownership Flats & Apartment Ownership Act as applicable at various locations.

(e) The Co-operative Societies Act, as applicable at various locations.

(f) The Environment Protection Act, 1986.

(g) The Real Estate (Regulations & Development) Act, 2016.

(h) The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI LODR.

Adequate notice is given to all Directors for the Board Meetings. Agenda and detailed notes on agenda were, in most cases, sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Consent of the Board of Directors was obtained in cases where Meetings were scheduled by giving notice or agenda papers less than seven days.

All decisions are carried through with requisite majority. There were no dissenting views from the Board members during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that; during the period under review:

(i) Mr. Jayant Manmadkar resigned as the Chief Financial Officer (CFO) w.e.f. 30th April, 2019.

(ii) At the Annual General Meeting held on 26th July, 2019, the appointment of Ms. Sangeeta Prasad (DIN: 02791944) as an Additional Director of the Company with effect from 1st October, 2018 was regularized by the shareholders in terms of Section 161 of the Act. The Shareholders in the same meeting also approved appointment of Ms. Sangeeta Prasad as the Managing Director designated as "Managing Director & Chief Executive Officer" (MD & CEO) who is also a key managerial personnel under the Companies Act, 2013, for a period of 5 years with effect from 1st October, 2018 to 30th September, 2023 (both days inclusive).

    Subsequently, Ms. Sangeeta Prasad has on 7th February, 2020 tendered her resignation from the position of Managing Director & CEO and also as a Director of the Company which shall take effect from the close of business hours as on 30th June, 2020.

(iii) Mr. Vimal Agarwal was appointed as the Chief Financial Officer (CFO) w.e.f. 26th July, 2019.

(iv) Mr. Shailesh Haribhakti (DIN: 00007347) resigned as an Independent Director w.e.f. 26th July, 2019.

(v) Ms. Amrita Chowdhury (DIN: 02178520) was appointed as an Additional Independent Director w.e.f. 13th August, 2019.

(vi) Mr. Arvind Subramanian was appointed as the Chief Operating Officer (COO) of the Company w.e.f. 17th February, 2020.

(vii) The Company has allotted 12,300 Equity shares under ESOS-2012.

For **Martinho Ferrao & Associates**
Company Secretaries

Martinho Ferrao
Proprietor
FCS No. 6221
C P. No. 5676
UDIN: F006221B000262433

Place : Mumbai
Date : 14th May, 2020

ANNEXURE 5

CONSERVATION OF ENERGY:

(i)	The steps taken or impact on conservation of energy	**:**	As a part of sustainable development, adequate measures have been initiated to reduce energy consumption. With an intent to provide an energy efficient final product to its customers, the Company is developing Green Buildings. Green buildings increase resource efficiency (energy, water, and materials), while reducing the impact on human health and the environment, through better selection of sites, design, construction, operation, maintenance, i.e. the complete building life cycle. Steps taken for energy conservation: 1. Energy efficient building envelopes for walls and roofs including Low E glass in selective projects. 2. Heat reflective paints / reflective surfaces for the roofs. 3. Artificial lighting control via daylight sensor in selective projects. 4. Adoption of high efficiency pumps, and motors. 5. Group control mechanism for lifts. 6. LED lamps for common areas & pathways and solar street lights for the landscape areas. 7. Solar Water heating systems and Solar photovoltaic system for selective projects.
(ii)	The steps taken by the company for utilising alternate sources of energy;	:	The Company has started use of solar thermal water heaters for hot water generation and solar photovoltaic for common area lighting in selective projects.
(iii)	The capital investment on energy conservation equipments.	:	The Company develops all its projects as green building projects. The Company does not capture these expenses separately under environmental protection expenditures / green investments. During the feasibility study of the project for green building rating, these expenses are considered in the project budget itself. These expenditures are mainly for, 1. Use of energy efficient building envelopes (walls and roofs), 2. Fenestration like low E glass, 3. Heat reflective paints, 4. Solar street lights or LED lights for common areas, 5. Energy efficient equipment such as pumps and motors, etc. 6. Solar Water heating system, 7. Solar photovoltaic system.

TECHNOLOGY ABSORPTION:

(i)	The efforts made towards technology absorption	:	Innovative technologies in new material adoption, construction process and automation has helped Company to improve quality of product and reduce construction timelines. A few of the initiatives taken up during last year are as under:

			1. Water meters have been installed in few of the projects which provides data of water consumed per apartment. The water consumption details help create awareness towards in-sensitive use and waste of Water. It also helps to identify location of leakages in the water distribution system. 2. IP Video Door Phone's (VDP) provided to our customers in a few projects. VDP integrates with the CCTV system, thereby enhancing level of security for the customers. VDP provides internal safety to the customers such as panic call, integration with Gas leak detectors, Glass break detectors, third party sensor etc. The system also acts as a video enabled intercom between the apartments and common areas. 3. FTTH (Fibre To The Home) – FTTH technology is provided to the customers in a few projects. FTTH increases the internet bandwidth, thereby providing a comprehensive solution for the services available on the internet platform. 4. Building Management System (BMS) – We have provided BMS in one of our Luxury Project. This system help us to remotely Control and Monitor equipment and systems. Controlling includes operating the Pumps, DG's, Air Conditioning Systems, Ventilation system etc. Monitoring includes Run / Trip Status of the equipment's, Status of the monitoring sensors, health of the systems & equipment's etc. This also helps in scheduling preventive maintenance and gives data for Predictive Maintenance also. 5. Project Management Lifecycle (PLCM) tool is developed to automate the operations value chain. PLCM enables collaboration between individual project stakeholders (both internal and external) by providing details on real time basis of various stages in the project. The real time feature enables the project managers to reduce the risk of schedule and cost overruns.
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	:	While the aforesaid initiatives improve the quality of the product and enhance customer experience, the specific benefits have been mentioned for each of the technology above.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	:	Not Applicable
(iv)	The expenditure incurred on Research and Development	:	Nil

FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year, the Foreign Exchange earning was ₹ 6.06 Lakhs and the Foreign Exchange outgo in terms of actual outflows was ₹ 520.86 lakh.

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Place : Mumbai
Date : 14th May, 2020

ANNEXURE 6

The details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2019-20, and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2019-20 are as under:

Name	Designation	Remuneration@ for FY 2019-20 (₹ in lakh)	% Increase / (decrease) in FY 2019-20 over the FY 2018-19 (annualised basis)	Ratio
Mr. Arun Nanda	Non-executive Non-Independent Chairman	Nil	(100)	0.00
Mr. Shailesh Haribhakti*	Non-executive Independent Director	Nil	(100)	0.00
Mr. Bharat Shah	Non-executive Independent Director	Nil	(100)	0.00
Mr. Ameet Hariani	Non-executive Independent Director	Nil	(100)	0.00
Ms. Amrita Chowdhary	Non-executive Independent Director	Nil	NA#	0.00
Dr. Anish Shah	Non-executive Non-Independent Director	NA	NA	-
Ms. Sangeeta Prasad	Managing Director & Chief Executive Officer	304.31	10	26.16
Mr. Suhas Kulkarni	Chief Legal Officer & Company Secretary	118.68	0	NA
Mr. Vimal Agarwal $	Chief Financial Officer	100.84	NA	NA

* Mr. Shailesh Haribhakti has resigned as Independent Director w.e.f. 26th July, 2019.

\# Ms. Amrita Chowdhury was appointed as an Additional Director in the category of Independent Director by the Board with effect from 13th August, 2019.

$ Mr. Vimal Agarwal was appointed as the Chief Financial Officer effective 26th July, 2019.

@ For above purpose, sitting fees and reimbursement of out of pocket expenses incurred in attending the meetings of the Board and Committees and meetings of Independent Directors have not been considered as remuneration. In respect of Non-Executive Chairman and Independent Directors, only the remuneration paid by way of commission is considered. For FY2019-20, in view of the loss, no commission was paid to Non-Executive Director and Independent Directors.

2. The Percentage increase in the median remuneration of employees in the financial year 2019-20: **The percentage increase in the median remuneration of the employees in the financial year 2019-20 was (2.00) percent. The percentage increase in median remuneration of employees is calculated by including all the employees of the Company who were paid remuneration during financial year 2019-20.**

3. The Number of permanent Employees on the rolls of the Company is **352** as on 31st March, 2020.

4. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and exceptional circumstances for increase in the managerial remuneration, if any: **The average percentage increase made in the salaries of total eligible employees other than the Key Managerial Personnel for FY 2019-20 is 14 percent, while the average increase in the remuneration of the Key Managerial Personnel is 5 percent. This increment is in line with the factors more particularly described in the Policy for Remuneration of the Directors and the Policy on remuneration of Key Managerial Personnel and Employees.**

5. Affirmation that the remuneration is as per the remuneration policy of the Company: **Yes**

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Place : Mumbai
Date : 14th May, 2020

Management Discussion and Analysis Report

Mahindra Lifespace Developers Limited ('Mahindra Lifespaces', 'MLDL' or 'the Company') is one of the leading real estate development companies in India. Over the years, the Company has anchored its approach towards development through its mission of 'Transforming Urban Landscapes by Creating Sustainable Communities' and has created a reputation for delivering an array of successful projects and establishing industry benchmarks in sustainable development.

Along with its subsidiary companies and joint ventures (JVs), Mahindra Lifespaces is engaged in developing residential projects in the premium and affordable housing segments, as well as integrated cities and industrial clusters. This chapter presents an overview of the performance of the Company during 2019-20 and its strategy for future growth.

Box 1: The Covid-19 Pandemic

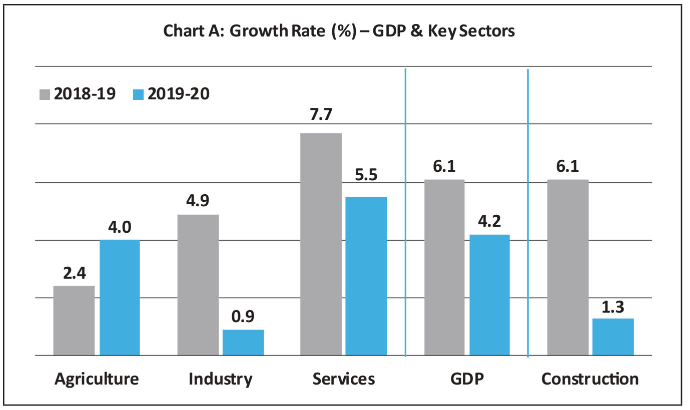
As the Covid-19 pandemic unfolded, economic activities across the globe have slowed down and multiple restrictions have been imposed to contain the health emergency. In India, early protective measures were gradually ramped-up, culminating into a strict nationwide lockdown starting 25th March 2020. This crisis is unique, not just in terms of the quantum of output loss, but also the severe uncertainty around its duration and intensity. It affects all aspects of our lives and will have a wide impact on the global economy, which includes our business.

In 2019-20, Mahindra Lifespaces deferred the launch of some of its residential projects due to the crisis. The Company is working to ensure that it quickly adapts and prepares itself for the emerging realities of a post-Covid world. Its approach in this respect is discussed in greater detail in the sections on 'Threats, Risks and Concerns' and 'Outlook'.

MACROECONOMIC OVERVIEW

Global economic growth decelerated significantly in 2019, as weakness in international trade and investments affected both advanced economies, especially in the Euro Area, and the developing world. This deceleration, which started in the second half of 2018, also became more broad-based — affecting manufacturing, and to a lesser extent, services. ***According to the IMF, global output growth for 2019 is estimated at 2.9 per cent, which is the lowest growth recorded since 2009 — in the immediate aftermath of the global financial crisis.***

India also witnessed considerable deceleration in economic growth in 2019-20. According to the provisional estimates released by the Central Statistics Office (CSO) on 29th May 2020, growth in India's Gross Domestic Product (GDP) for 2019-20 is estimated at 4.2 per cent, compared to 6.1 per cent in the previous year. This deceleration was driven by a slowdown in industry and services growth, even as agriculture grew from 2.4 per cent in 2018-19 to 4.0 per cent in 2019-20. From the real estate industry's perspective, it is important to note that growth in the construction sector — which accounts for around 8 per cent of GDP — grew at 1.3 per cent in 2019-20, compared to 6.1 per cent in 2018-19. Chart A plots the data over the last two years.



Considering the severe impact on economic activity due to the Covid-19 crisis, IMF projects that the global economy will contract sharply by (-) 3 per cent in 2020, assuming the pandemic fades in the second half of the year. On an encouraging note, India is among the few economies projected to end the year with a positive growth of 1.9 per cent. If it were to happen, this would in fact be the highest growth among the G20 economies.

Even as there is significant uncertainty around the duration and intensity of the pandemic, and its impact on India's economic performance in 2020-21, there are a few bright spots. Agriculture and allied activities continue to be resilient and a normal south west monsoon is expected in 2020, which augurs well for rural demand. At the same time, inflationary pressures are likely to be in check with collapse in crude prices and softening of food prices, allowing room for further fiscal and monetary policy interventions.

OPPORTUNITIES

Residential Development

Although the year started off with encouraging demand-supply balance and relatively healthy enquiries, the market for residential development was affected considerably during the course of the year by the slowdown. Prices came under pressure and there was a visible trend towards smaller apartments and ticket sizes both in launches and absorption. Most of the demand is coming from end users; and certain micro-markets in Mumbai, Pune and Bengaluru — especially those where the supply overhang is lower — are doing better. The affordable housing segment, in particular, has seen more stable demand, allowing the Company to consolidate its presence in the segment.

Accordingly, the Company considers Mumbai, Pune and Bengaluru as primary markets where it seeks to expand its presence. As for product segments, apart from premium segment, the Company will continue to focus on affordable housing and lower ticket sized apartments, where it offers innovative solutions and has a strong connect and equity with the target customer.

Integrated Cities and Industrial Clusters (IC&IC)

During 2019-20, demand for industrial land was significantly affected as businesses postponed investments. The slowdown was more pronounced for export-oriented manufacturing units. Even so, there is an emerging trend for built-to-suit solutions from companies targeting the Indian market. In the post-Covid environment, demand is also expected to come from global players seeking to diversify their geographic risk by rebalancing their portfolio of operating locations.

The Company is a pioneer in the Integrated Cities and Industrial Clusters (IC&IC) segment with two operational cities: Mahindra World City, Chennai and Jaipur. ***With two smaller industrial clusters, Origins, Chennai and Origins, Ahmedabad — where development work is currently in progress — the Company has moved ahead with its strategy to have projects in important growth corridors. This will allow it to offer multiple destinations to prospective customers and cater to all major industrial sectors.***

Business Performance

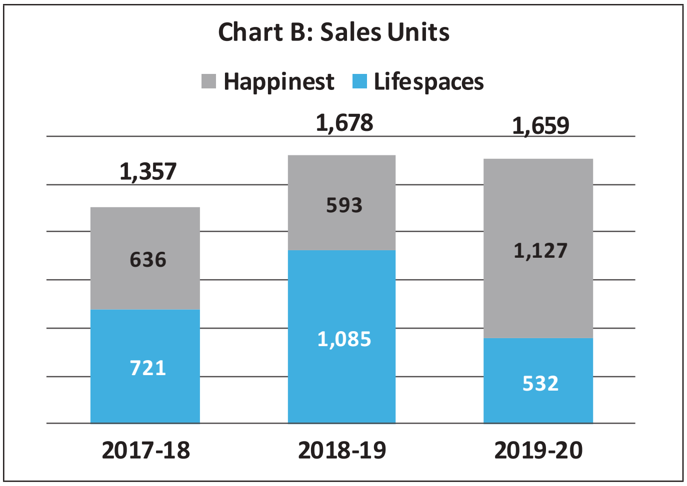
2019-20 was much more challenging as compared to the previous year from a macroeconomic standpoint. Not only did economic growth decelerate as the year progressed, social and economic concerns added to the policy uncertainty — dampening sentiment and arresting modest gains towards economic revival over the past few years. From the real estate industry's perspective, even as this affected the broad-based demand, there were opportunities across markets and product segments. This focus is reflected in our performance during the year.

Residential

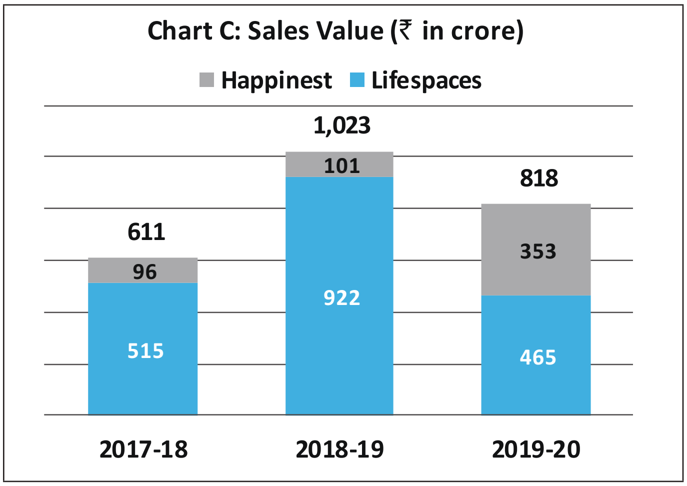
Mahindra Lifespaces deferred launches of some of its residential projects in 2019-20 due to an uncertain environment following the Covid-19 pandemic. The pandemic also affected collections, completions and receipt of occupancy certificate in projects impacting revenue recognition. Even so, the Company registered a credible performance in the residential development business — be it in sales, in collection, in completion or in handing over units to customers.

During 2019-20, it launched two new projects in the Mumbai Metropolitan Region (MMR) — Vicino, Andheri, in the premium segment and Happinest Kalyan, in the affordable segment. In addition, it launched fresh inventory in Happinest Avadi, Chennai.

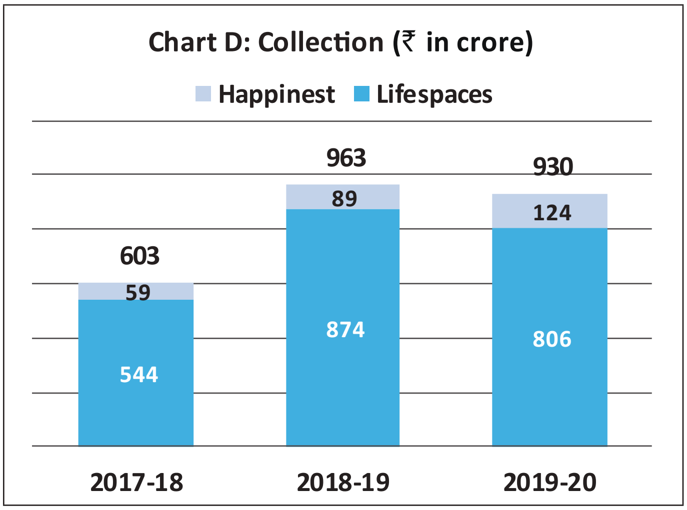
The Company sold 1,659 residential units aggregating 1.41 million square feet (msft) of saleable area in 2019-20 compared to 1,678 units comprising 1.69 msft in the previous year[1]. As shown in Chart B, this was driven by a strong contribution from "Happinest" — the Company's offering in the affordable housing segment[2].



However, due to the smaller ticket-size of the affordable housing projects, in value terms this represents sales of ₹818 crore[1] in 2019-20, compared to ₹1,023 crore in the previous year. Chart C provides the details.



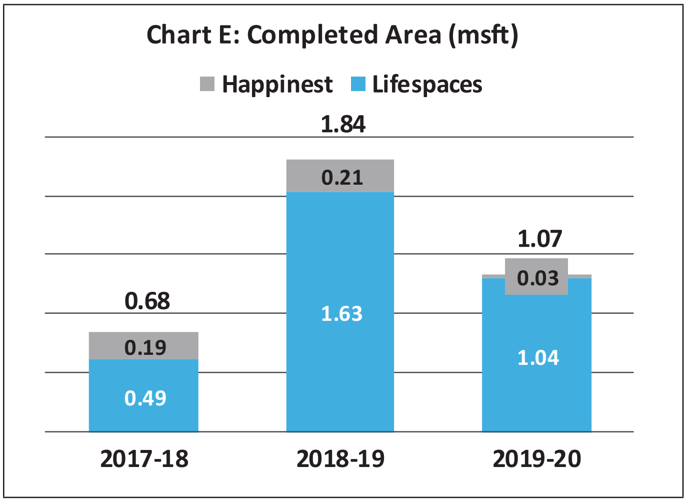
Overall collections remained robust at ₹930 crore in 2019-20, compared to ₹963 crore in 2018-19 and ₹603 crore in 2017-18 (See Chart D) — underscoring the Company's ability to generate cash through efficient and timely execution of its projects.



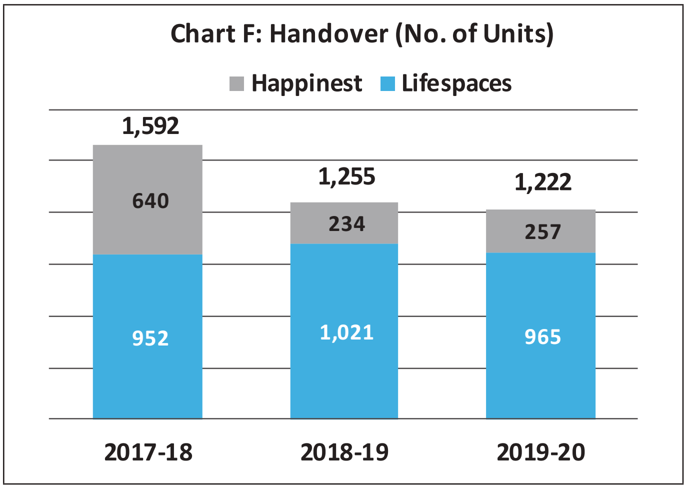
[1] Sales represents the sales by the Company, its subsidiaries and JVs including joint development, wherever applicable. Sales also includes commercial / retail units that are a part of its residential projects. For 2019-20, sales do not consider cancellation (during Q2 and Q3) of 35 units in Luminare project in the National Capital Region (NCR) aggregating to 0.108 msft and amounting to ₹147 crores.

[2] Residential projects undertaken in the affordable housing segment are under the brand 'Happinest', whereas, those in the premium/mid-premium segments are under the brand 'Lifespaces'.

As shown in Chart E, the Company's focus on execution is reflected in the completion of 1.07 million square feet in 2019-20, compared to 0.68 million square feet in 2017-18 and 1.84 million square feet in 2018-19[3].



Handover of units also continued at an impressive pace, with 1,222 units being handed over to homeowners during the year. Chart F provides data for the two segments.



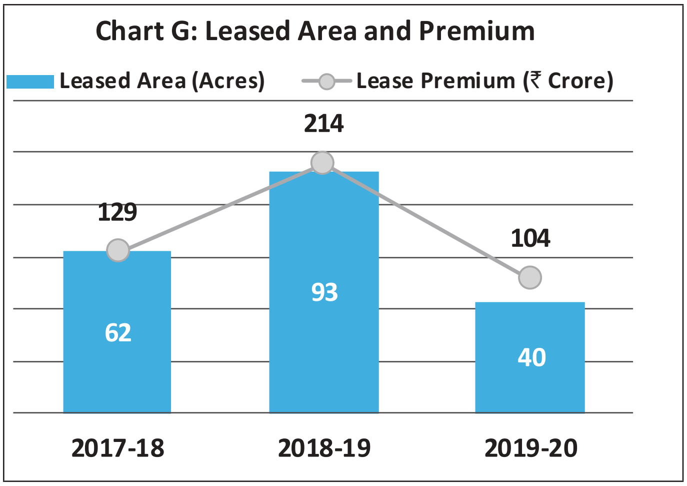
Integrated Cities and Industrial Clusters

In 2019-20, the integrated cities and industrial clusters business leased around 40 acres[4] of land, compared to 93 acres[5] in 2018-19 and 62 acres in 2017-18 (See Chart G). This included two customers in Origins, Chennai — the Company's new industrial cluster project. Total lease premium generated in 2019-20 was ₹104 crore, compared to ₹214 in the previous year.

[3] Completed area includes projects/phases where construction is complete and occupancy certificate has been received.

[4] Figures for land leased in 2019-20 excludes lease of 7.7 acres which was outside the boundary of MWC, Chennai, as per the master plan but held by Mahindra World City Developers Limited (MWCDL). Out of this 7.7 acres, lease of 3.4 acres was an inter-company sale to Mahindra Industrial Park Chennai Limited (MIPCL).

[5] Figures for land leased in 2018-19 excludes lease of 22 acres to Mahindra Industrial Park Chennai Limited (MIPCL) being an inter-company sale transaction.



As the industrial land inventory in MWC Chennai is exhausted, Origins (Chennai) and MWC Jaipur drive industrial leasing activity in this segment. The Company is also developing its second industrial cluster project — Origins (Ahmedabad), Gujarat. Further details are discussed in the next section that provides project-level updates.

OPERATIONS – PROJECTS UPDATE

Residential

Table 1 provides a snapshot of the Company's project portfolio across different markets. As of 31st March 2020, Mahindra Lifespaces and its subsidiaries have completed projects covering 17.46 million square feet (msft)[6] in the residential segment, including 1.07 msft completed during the year.

Table 1: Projects Snapshot as on 31st March 2020 (million square feet#)

Location	Completed Development	Current Development	Future Development
MMR*	3.49	1.51	1.26
Pune	3.15	0.50	0.68
Nagpur	0.99	0.56	0.00
NCR**	3.41	0.41	0.37
Bengaluru	0.87	0.00	0.74
Chennai^	4.07	0.62	1.18
Hyderabad	1.08	0.00	0.00
Jaipur^	0.40	0.00	0.00
Total	**17.46**	**3.60**	**4.23**

 # Estimated saleable area
** MMR includes Mumbai, Boisar, Palghar, Thane, Kalyan and Alibaug*
*** NCR includes Delhi, Gurugram and Faridabad*
^ Includes residential and commercial developments inside MWC Chennai and Jaipur

Mahindra Lifespaces is currently developing 3.60 million square feet with another 4.23 million square feet available in the form of future projects of which 1.42 million square feet are new phases of ongoing projects and 2.81 million square feet are fresh projects for which design development or approvals are underway. In addition, the Company has a landbank with a development potential of around 10.44 msft — 91 per cent of which is within MWC Chennai.

[6] Completed developments includes projects/phases where construction is complete and occupancy certificate has been received. Does not include selected projects that were completed by GESCO. Includes commercial development inside residential complexes.

Table 2: Project-wise Status of sales and construction in ongoing projects & details of new projects as on 31 March 2020

Market	Project	Area (million square feet)				Status (% of Ongoing)	
		Total	Launched	Ongoing	Forth-coming phases of existing projects	Sales#	Completion@
Ongoing Projects							
MMR	The Serenes	0.16	0.06	0.06	0.10	15%	83%
MMR	Roots	0.14	0.14	0.14	-	66%	59%
MMR	Vicino	0.26	0.07	0.07	0.19	43%	64%
MMR	Happinest Palghar 1^	0.41	0.41	0.41	-	83%	66%
MMR	Happinest Kalyan^	0.83	0.83	0.83	-	71%	33%
Pune	Antheia	1.64	1.64	0.16	-	85%	89%
Pune	Centralis	0.34	0.34	0.34	-	100%	28%
Nagpur	Bloomdale^	1.55	1.55	0.56	-	55%	55%
NCR	Luminare^	1.14	0.77	0.41	0.37	37%	75%
Chennai	Aqualily^	1.58	1.51	0.16	0.07	Nil	46%
Chennai	Lakewoods^	0.90	0.28	0.28	0.62	61%	35%
Chennai	Happinest Avadi	0.73	0.66	0.18	0.07	86%	78%
Total		**9.68**	**8.26**	**3.60**	**1.42**		
New Forthcoming Projects$							
MMR		-	-		0.34		
Pune		-	-		0.68		
Bengaluru		-	-		0.74		
Chennai		-	-		0.41		
MMR (Happinest)		-	-		0.64		
Total		**-**	**-**		**2.81**		

\# Sales (%) based on area sold out of the ongoing development in such project

@ Completion shown is for ongoing phases and is based on total estimated project cost which includes land costs and construction related costs. Construction costs are based on management estimates.

^ Projects implemented by subsidiaries and JV companies.

$ The areas of the new forthcoming projects are estimated areas and are subject to change basis final approvals.

Integrated Cities and Industrial Clusters

The Company's interest in this segment comprises two operational Mahindra World Cities (MWCs) at Chennai and Jaipur, and two Origins projects in Chennai and Ahmedabad.

These industrial projects have a combined gross area of over 5,000 acres and a leasable potential[7] of over 3,500 acres. In 2019-20, it leased around 40 acres[8] of land, taking the cumulative area leased under these projects to 1,992 acres. Combined exports by the two operational MWCs in Chennai and Jaipur were over ₹12,000 crore; and their direct employment stood at around 53,000 persons.[9]

MWC Chennai is the Company's first integrated city project with gross area of 1,524 acres and a leasable potential of 1,145 acres across its Special Economic Zone (SEZ), Domestic Tariff Area (DTA) and Residential & Social Zone (R&S).[10]

In 2019-20, it leased 1.23 acres to both new and existing clients — taking the total leased area to 1,118 acres. With this, it has now leased 100 per cent of its land inventory in the SEZ and DTA, but continues to offer lease options in the R&S Zone. This leased area of 1.23 acres excludes lease of 7.7 acres which was outside the boundary of MWC, Chennai, as per the master plan but held by Mahindra World City Developers Limited (MWCDL). Out of this 7.7 acres, lease of 3.4 acres was an inter-company sale to Mahindra Industrial Park Chennai Limited (MIPCL).

At the end of 2019-20, the total number of industrial customers was 68 — 26 in the SEZ and 42 in the DTA. Of these, 57 companies are currently operational and another two are under construction. Completed residential projects at MWC Chennai saw an increase in occupancy to 2,100 families, whereas construction is in progress in two projects *viz.* Aqualily and Lakewoods. Details of these ongoing residential projects have already been provided in the section on residential development.

During the year, Mahindra World City Developers Limited (MWCDL), the developer of MWC, Chennai, received approval from the Ministry of Commerce and Industry for de-notification of 55.59 hectares (approximately 137 acres) in the SEZ's non-processing area. This de-notified land of 55.59 hectares is a part of 89.07 hectares (approximately 220 acres) that was leased earlier to another subsidiary of the Company, Mahindra Integrated Township Limited (MITL) for undertaking residential development. This de-notification will enable MITL to cater to a wider market.

[7] Leasable potential is based on management estimates.

[8] Figures for land leased in 2019-20 excludes lease of 7.7 acres which was outside the boundary of MWC, Chennai, as per the master plan but held by Mahindra World City Developers Limited (MWCDL). Out of this 7.7 acres, lease of 3.4 acres was an inter-company sale to Mahindra Industrial Park Chennai Limited (MIPCL).

[9] For 2019-20, data on exports for MWC, Chennai is for the first three quarters i.e. upto 31 Dec 2019, whereas for MWC, Jaipur is for full financial year i.e. upto 31 March 2020.

[10] Leasable potential is based on management estimates.

MWC Chennai has all key infrastructure and amenities for its residents such as retail and commercial centre, health and education. As a mature project, the focus is on community building and other initiatives that enhances the liveability quotient of the City and promote it as a destination of choice.

During the year, the MWC Marathon, which has become an extremely successful annual event, received participation of over 8,000 runners including professional and international athletes. In the journey towards creating a sustainable environment, MWCC initiated a 'Urban Forest 2.0' drive which involved planting over 1.5 lakh saplings to make the city greener and healthier for its residents. ***In 2019-20, MWC Chennai received the "fDi Global Free Zones of the Year 2019 - Bespoke Award in Deployment of Technology". In recognition of its efforts in the area of sustainability, it also received "Sustain Award 2019" by Indo-German Chamber of Commerce.***

MWC Jaipur is the Company's largest integrated city project with gross area of 2,913 acres and a leasable potential of 2,011 acres across its SEZ, DTA and the R&S Zone.[11]

In 2019-20, it leased around 23 acres to six new and one existing customer — taking the cumulative leased area to 836 acres. MWC Jaipur ended the year with 93 industrial customers — 54 in the SEZ and 39 in the DTA. Of these, 64 companies are operational and another nine are expected to start operations in 2020-21. With recent sign-ups, it is now the only player in this space to have presence of the three biggest e-commerce players — Flipkart, Delhivery and Amazon — for their warehouse and sort-centres through built-to-suit models.

In addition to industrial areas, it has also finalised the master plan for its R&S Zone and is awaiting regulatory approvals. MWC, Jaipur has also partnered with International Finance Corporation (IFC), a member of the World Bank Group for the development of this project.

With increase in its customer base, MWC Jaipur has institutionalised a customer engagement platform called 'Coalesce' to discuss operational matters and collaborate on new initiatives. Four such events were carried out during 2019-20.

MWC Jaipur is committed to sustainable development. It is Asia's first and world's largest project to reach C40 Climate Positive Development Program (CPDP) Stage 2. Some of the initiatives carried out during the year include '*Swacchhata Pakhwada*' campaign with the mission of #SayNoToPlastic; installation of LED and street lights in rural homes and villages; and, educating school children on conservation of natural resources. ***In 2019-20, it received three awards: "fDi Global Free Zones of the Year 2019 - Bespoke Award in Sustainability", "Best CSR Impact" award by UBS Forum and "Jury Commendation Certificate" by FICCI CSR Awards.***

Origins, Chennai, is the Company's first industrial cluster, which is being developed through its subsidiary Mahindra Industrial Park Chennai Limited (MIPCL), a JV with Sumitomo Corporation. This project in North Chennai currently has a gross area of 289 acre with a leasable potential[12] of 209 acres. ***In 2019-20, MIPCL leased out 15 acres of land to two new customers — Nissei Electric (Japan) and Usui Susira (Japan) — taking the total leased area to 38 acres.***

Origins, Ahmedabad, is the Company's second industrial cluster near Ahmedabad, Gujarat, with gross area of around 340 acres and a leasable potential[13] of 221 acres. It is being developed through its subsidiary, Mahindra Industrial Park Private Limited (MIPPL), which is a strategic partnership with International Finance Corporation. During the year, the Company obtained all major approvals for the project and the onsite development of the core infrastructure has already started.

OPERATIONS – STRATEGIC PRIORITIES

Mahindra Lifespaces has identified its strategic priorities through careful analysis of its long-term and intermediate growth objectives, which align its activities in key areas with its core beliefs: *sell genuinely, build responsibly and deliver on time*. During the year, the Company setup a program management office (PMO) to address these strategic priorities and build operational effectiveness across functions. As a result, a stringent review cadence has been institutionalised across functions to ensure adherence to processes and updated standard operating procedures (SOPs). Box 2 presents a summary of initiatives and improvements in key areas.

Box 2: Program Management Office (PMO) — Initiatives and Improvements

- Business Development: changed deal evaluation model incorporating construction cost matrix, introduced automated lead tracking and usage of risk framework, brought in acceleration in deal closing.
- New Product Development: redefined SOP with revised scope and process corrections with the rapidly changing environment to achieve readiness for launch of new projects.
- Sales and Launch: improved channel partner management; better digital and direct lead generation, process automation through SFDC; empanelled vendor, instituted processes and implemented digital booking platform; increase in site visits and sustenance sales.
- Business by Design: implementation of standardisation catalogue including automation of design brief; instituted governance to monitor work in progress.
- Delivery Effectiveness: savings identified through improvements in budgeting process and best practices in procurement and contracting
- Customer Experience: Improvements across six areas including payment process, sales personnel, customer relationship personnel, apartment fit-out, flat quality and handover; increased customer satisfaction scores.

Customer Acquisition and Engagement

Mahindra Lifespaces' activities in this area encompass marketing and brand building efforts to generate enquiries and convert them into actionable leads to drive sales. During the year, it continued its efforts to improve lead quality, with increased focus on digital and referral sources. At the same time, significant

[11] Leasable potential is based on management estimates.

[12] Leasable potential is based on management estimates.

[13] Leasable potential is based on management estimates.

efforts were made to improve the effectiveness and reach of its channel partner network, which is more relevant when it comes to sustenance sales in ongoing projects.

During the year, the Company's affordable housing brand Mahindra Happinest was given a complete makeover to make it more relevant to the target customer segment, which comes alive through unique product features such as low maintenance, co-created amenities, water and power saving features for sustainable living. It extends Mahindra Group's philosophy of "Rise for good" to define the core promise of the brand as "the Happiest place to grow", manifested in "Live, Smile, Prosper" as the overall experience.

During 2019-20, the Company upgraded its mobile website to make it faster and more user friendly. Micro-sites for premium projects were refreshed to give a more exclusive feel and at the same time, to highlight services for enabling site visits by prospective customers. It is also working on a website for Mahindra Happinest for a complete digital product experience. Special efforts were made to reach out to prospective customers and showcase the Company's focus on sustainability and benefits of Green Homes.

To generate greater visibility for the brand beyond launches and media events, it introduced an innovative media outreach initiative called 'Mahindra Life-Slices', where interesting research insights on home ownership were periodically shared with press and media.

Mahindra Lifespaces continues to innovatively use social media for brand building, engagement and generating high-quality leads. In a short span of time, its newer brand Mahindra Happinest, too, has generated considerable reach and engagement levels on leading social media platforms. During the year, the Company carried out several successful campaigns.

- "*Shower Ki Sacchhai*" campaign for water conservation, encouraging people to bring in behavioural change in their life and be a part of #IAmGreenArmy, which had a total reach of 10.5 million and generated 44 million impressions.
- #IAmGreenArmy Anthem to generate awareness among people to join the movement, which had a total reach of 3.6 million and generated 42 million impressions.
- It also executed two social media campaigns on 'Joyful Homecomings' — its brand proposition — which had a total reach of 38.7 million and generated around 104 million impressions on Facebook, Instagram and Twitter.

The Company's #IamGreenArmy campaign received the Gold for 'Best Sustainable Green Initiative' by the Asian Customer Engagement Forum & Awards.

Customer Centricity

The Customer Relations (CR) function at Mahindra Lifespaces endeavours to service its customers during the entire lifecycle — from booking to post-handover facilitation. The Company's robust systems supported by deployment of latest technology enhances its ability to handle scale.

During the year, focus was on consolidating and taking forward the work done by the Company over the past few years. Some of these are discussed below:

- 'Customer Assist' — a single contact number for customer from sales to post-handover that logs and tracks all queries until these are resolved. It now receives over 95 per cent of customer queries and service requests. This has paved the way for effective tracking through customised MIS and reports, and help decrease turnaround time.
- 'Back Office' — a dedicated centralised team to carry out important administrative tasks such as invoicing and payments, documents despatch. Piloted in 2018-19 has been a huge success. This has brought about significant efficiencies including standardisation of customer experience and allowing front-end CRM associates more time to focus on assisting customers and building relationships.
- 'M-Life' — the mobile app for customers was upgraded. Further development is in process to enhance the services offered and improve their effectiveness.
- The Company's integrated sales and service technology platform has evolved with the needs of the customers, offering seamless interactions across all key functions — pre-sales, sales, CRM, marketing, facilities management. In 2019-20, automated feedback mechanisms were introduced at key milestones.
- Handover documentation was fully digitised through a customised application. This not only made the process more efficient, but also enabled getting structured feedback from customers regarding the product and handover services.

With increase in handovers, post-handover services and facility management (FM) have been key areas of focus. Post-possession value added services such as complete interior solutions, electrical fittings, lighting solutions and modular kitchens have been well received by customers.

Execution Excellence

Continuous process improvements are critical to build a sustainable and scalable operations.

During the year, the Company revamped the procurement and contracting processes, institutionalised standardisation, setup project scheduling and cost review practices to have a better visibility on costs and savings potential.

Similarly, advance procurement planning has helped pool demand across locations and make sourcing effective. Long-term rate contracts with vendors, introduced in the previous year, aided in greater integration along with more effective involvement of both parties. At the same time, adherence to standard operating procedures (SOPs) in prequalification criteria for contractors, standard contractual formats and frequencies, invoice certifications have ensured greater objectivity and improved contractor management.

The Company's strong quality management system based on Plan-Do-Check-Act (PDCA) approach has been instrumental in improving the quality of its products and processes, thereby leading to defect free delivery and enhanced customer satisfaction. This is discussed further in Box 3.

Box 3: Product Quality and Consumer Satisfaction

During the year, the Company formed a cross functional team to review and upgrade customer experience in all stages of customer's journey — purchase, waiting, possession and post-possession. Specific focus was on improving the quality of final products. Some of the key initiatives taken are outlined below:

- Streamlining of the unit handover process.
- Increased technical training by almost three times.
- Revision of technical work procedures and inspection plans.
- Technical quality audits at all residential projects by a renowned independent agency.
- Use of innovative materials such as ready mix plaster, adhesives for tile flooring and waste plastic in internal roads.
- Development of a quality module for in-process checking using electronic medium ensuring correct sequencing of activities at site.

Mahindra Lifespaces has constantly worked to instil a 'safety culture' in its operations. Conscious and calculated actions have been adopted by the organisation to build, maintain and improve the safety culture. Its projects have reached a maturity level in use of personal protective equipment, housekeeping and adherence to systems. Engagement of management on safety-related activities, where senior management repeatedly demonstrate their commitment to safety has created a shared vision on its importance.

The Company's unique safety concept called 'Safe Methods and Risk Reduction Techniques' implements international best practices and aims to eliminate unsafe acts by proactive reporting of incidents. ***During the year, overall outcome of safety related efforts are zero reportable and non-reportable accidents, drop in first aid cases and suitable awareness among operatives at all levels paving the way for good safety culture in the organisation.***

Land and Capital

Mahindra Lifespaces is focused on growing its current project portfolio. Given the current market conditions, the Company sees opportunities for the acquisition of stressed assets, redevelopment projects and asset light models through joint-development, JVs and development management routes with land owners. The Company has dedicated teams in place to evaluate opportunities in this respect.

During the year, it made progress on three land parcels across geographies:

1. Kalyan: Conveyance executed, and project launched during the year
2. Pune: Conveyance executed, and project ready for launch; launch postponed due to Covid
3. Bengaluru: Agreement for sale executed and registered; approval of development plan postponed due to Covid

Mahindra Lifespaces has also been successful in raising resources to scale up its presence, through partnerships. It has four such partnerships spanning all its business segments:

1. With Actis GP LLP ("Actis"), a private equity firm, for residential projects in the premium segment. The JV company, Mahindra Homes Private Limited, is currently developing two projects — Luminare in the National Capital Region (NCR) and Windchimes in Bengaluru.
2. With a fund managed by HDFC Capital Advisors Limited for projects in the affordable housing segment, with a joint commitment of ₹500 crore in the JV company — Mahindra Happinest Developers Limited. Happinest Palghar 1 and Happinest Kalyan are being developed under this partnership, taking the total footprint under this JV to 1.24 million square feet.
3. With Sumitomo Corporation, Japan for development of its industrial cluster project Origins, Chennai — which is being developed under a 60:40 JV between Mahindra World City Developers Limited and Sumitomo Corporation.
4. With International Finance Corporation (IFC), a member of the World Bank Group, for the development of industrial parks with an investment commitment of up to USD 50 million. So far, IFC has invested in Origins, Ahmedabad, and MWC Jaipur.

INFORMATION TECHNOLOGY (IT)

Mahindra Lifespaces sees technology not just as a tool for increasing efficiency, but also as an important source of competitive advantage. It has consistently invested significant resources in developing a strong IT and communication infrastructure which encompasses all key business and administrative functions as well as project sites.

The Company's IT infrastructure includes SAP ERP for its core and peripheral business functions, which is now fully integrated with SFDC — the Company's integrated sales and servicing platform. It also includes primary and disaster recovery data centres, best-in-class remote audio-visual communication and productivity tools, and access to specialised industry-specific software.

Over the years, IT is being leveraged to ensure efficient business operations, real-time insights for decision making and strong governance. During 2019-20, the Company implemented several innovative initiatives leveraging its IT infrastructure.

- **Booking Platform for New Launch**: This unique platform which automates the entire process of recording a sale — customer interest, application, confirmation, accept payments and allocation of inventory. This was successfully utilised for launch of Happinest Kalyan during the year. As a response to the Covid-19 crisis, the plan is to introduce enhancements such as virtual walkthroughs, online assisted buying and e-KYC for enabling 100 per cent digital property launches in the future.
- **Document Management System (DMS)**: The cloud-based DMS enables seamless collaboration and drives data based sequential decision making, SOP adherence and accountability. Adoption is being driven aggressively

throughout the organisation, with all projects related and budgetary approval processes becoming completely paperless.

- **E-Tendering**: The tendering system has been completely automated, where contractors bid online for packages and bid-optimiser workflows are used to award work contracts. This has made the entire process transparent and seamless.
- **Project Lifecycle Management (PLCM)**: This tool is under deployment to digitally monitor the entire construction value chain. The application will help in optimising construction schedules and monitor costs vis-à-vis construction progress. It will also help in linking quality and safety parameters to work completion and contractor payments. Pilot implementation of the tool started in 2019-20 with the onboarding of affordable housing projects and will be extended to other projects in 2020-21.
- **Channel Partner Engagement App:** An industry-first engagement and loyalty mobile app for channel partners which provides project details, lead management tools as well as information on their pay-outs and rewards at the click of button. This was launched for Mahindra Happinest under the label 'HappiEdge' in 2019-20 and will be extended to other segments in the future. Over 700 channel partners are currently active on the platform.

These initiatives have significantly strengthened the Company's business intelligence, analytics and collaboration capabilities to generate real-time reports and dashboards to review business performance and draw insights for decision making. Today, almost all reporting is done through these automated real-time applications.

At the same time, this technology and digital infrastructure has considerably enhanced the ability of the Company to automate transactions, make them paperless and manage operations remotely, which has special significance in a post-Covid environment.

HUMAN RESOURCES

Mahindra Lifespaces believes that people determine success of an organisation and play a pivotal role in accelerating its growth. During the year, it continued to strengthen its HR policies and processes to attract and retain the best talent in the industry.

Learning and development of our associates is a key focus area. The Company organises structured training programmes in sales, marketing, customer service and project management. Training workshops were conducted for the entire team of our customer relationship managers as well as facilities managers with the objective to gain a deeper understanding of service excellence, managing conflict and action steps to enhancing customer satisfaction. It continues to digitise its standard operating procedures (SOPs) which enables faster anytime learning for associates, ensures consistency and reduces the carbon footprint. ***Overall, each associate of Mahindra Lifespaces received an average of 20 manhours of training in 2019-20.***

The Company endeavours to keep its workplaces safe, transparent and friendly for people to work in. It has a policy which is aligned to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There is a 'Diversity Council' with the objective of creating an inclusive environment in the workplace, with a special focus on gender and generational diversity. ***As on 31st March 2020, the percentage of women as full-time associates stood at 18.3 per cent.***

Employee engagement continues to be an important area. Several programmes are in place to seek employee participation and reward good performance. In 2019-20, it celebrated team days across locations — designed for associates to experience and understand our credo, encourage team work and communication. Such engagement activities along with an open transparent culture have led to improved engagement scores. ***The Company ranked 17th in the 'Great Places to Work' in India in the mid-size category thus improving from its last years rank of being 22nd in the same category.***

As on 31st March 2020, the Company together with its subsidiaries had 415 associates on its rolls.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Mahindra Lifespaces' CSR strategy is to contribute to the local communities that it operates in by focusing, amongst others, on key areas of intervention: education, skill development, health, environment and sustainability. Every year, in line with the Companies Act, 2013, it pledges to spend minimum two per cent of the average net profits made during the three immediately preceding financial years towards CSR initiatives. Some of the key initiatives during 2019-20 are given below.

- **Education & Skill Development:** The Company sponsored education of over 2,300 girls and renewed sponsorship of another 1,548 girls under the 'Nanhi Kali' project of KC Mahindra Education Trust. It also contributed for education of underprivileged children, vocational skill development programmes, formation of self-help groups and building toilets for government schools in villages.
- **Environment & Sustainability:** The Company contributed to Mahindra-TERI Centre of Excellence, its joint research facility with The Energy and Resources Institute (TERI) to create innovative energy efficient solutions. Around 5,000 trees were planted under the Mahindra Group's tree plantation initiative called "Mahindra Hariyali". Under the "Green Army" initiative, it also promoted education to children on sustainable living habits and encourages them to spread awareness in their communities.
- **Health:** The Company supported (i) Mumbai Mobile Creches, an organisation working for the right of marginalised children to early childhood development, and (ii) ENT Research Society for implantation of cochlear devices in underprivileged deaf and mute children. It has also adopted three *Anganwadis* and conducted health camps in schools and colleges.

During the year, the Company received Corporate Governance and Sustainability Vision Award 2020 in two categories viz. Sustainable Performance and Corporate Social Responsibility at Indian Chamber of Commerce.

Box 4: Adoption of IND AS 116 and its Impact

With effect from 1st April 2019, Mahindra Lifespaces adopted IND AS 116 (Leases), which requires the lessee to recognise lease Right of Use (ROU) assets and corresponding lease liabilities in its Balance Sheet for the entire period of the lease. The Company has applied the retrospective approach to its existing leases and recognised the cumulative impact of the transition in its books on 1st April 2019. Further, for charging costs to the Profit & Loss Account, actual lease rentals are substituted with amortization of the ROU asset as well as a notional finance cost on the lease liability. Although the nature of expenses under leases has changed, this does not impact the Company's business or cash flows, which remains the same.

For 2019-20, adoption of Ind AS 116 resulted into a decrease in operating lease rent cost of ₹4.92 crore and an increase of ₹4.59 crore in depreciation for the ROU assets and ₹0.58 crore in notional finance costs on lease liability for MLDL as a standalone entity. To that extent, the results for 2019-20 and the previous year are not strictly comparable.

Table 3 gives the abridged profit and loss statement of Mahindra Lifespaces. Note that the results for 2019-20 are after adoption of IND AS 116 as explained in Box 4.

Table 3: Abridged Profit and Loss Statement

(₹ in Crore)

	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Operating Income	439.9	486.0	610.9	592.9
Other Income	80.8	68.8	35.0	61.0
Total Income	**520.7**	**554.8**	**645.9**	**653.9**
Project and Operating Expenses	356.3	336.6	483.0	409.6
Employee and Other Expenses	147.8	125.0	184.7	157.4
Financial Expenses	1.8	5.5	7.6	12.5
Depreciation & Amortisation	7.3	3.1	7.7	3.8
Total Expenditure	**513.2**	**470.2**	**683.0**	**583.3**
PBDIT	16.6	93.2	-21.8	86.9
PBDT	14.8	87.7	-29.4	74.4
PBIT	9.3	90.1	-29.5	83.1
Share in Net Profit/Loss of Associates			-24.5	72.6
PBT	**7.5**	**84.6**	**-61.6**	**143.2**
Exceptional Item	-237.3	-	-134.6	-
PBT after Exceptional Item	-229.8	84.6	-196.2	143.2
Tax	-3.8	26.0	-1.7	24.6
Profit After Taxes (PAT)	**-226.0**	**58.6**	**-194.5**	**118.6**
Non-Controlling Interest (NCI)	-	-	-1.1	-1.1
PAT (After NCI)	**-226.0**	**58.6**	**-193.4**	**119.7**
Other Comprehensive Income^	0.9	-0.8	0.7	-0.8
Total Comprehensive Income (After NCI)	**-225.1**	**57.8**	**-192.7**	**118.9**
Diluted EPS (₹)	**-43.9**	**11.4**	**-37.6**	**23.3**

^ Other Comprehensive Income figures are after Non-Controlling Interest and Net of Tax.

Standalone Financial Highlights

Total Income of the standalone entity stood at ₹520.7 crore in 2019-20. Operating profits (PBDIT) were ₹16.6 crore in 2019-20, compared to ₹93.2 crore in 2018-19. PBT of the standalone entity before Exceptional Item was ₹7.5 crore in 2019-20.

Mahindra Homes Private Limited (MHPL), a Joint Venture of the Company, is executing residential projects at NCR and Bengaluru. Luminare, its residential project in NCR, is a Joint Development with the land owner. The project saw a successful launch in 2015 in a buoyant market. The market has thereafter seen muted demand and declining prices. During the year, MHPL also saw significant cancellations of earlier bookings. MLDL has evaluated the carrying value of its investment in MHPL and based on estimated Net Present Value of forecasted cash flows provided for an aggregate impairment loss of ₹237.3 crore. This has been done as a matter of prudence in an uncertain market environment.

After accounting for this one-time exceptional loss of ₹237.3 crore, PBT was ₹(-) 229.8 crore and PAT was ₹(-) 226.0 crore in 2019-20.

Consolidated Financial Highlights

Consolidated total revenue stood at ₹645.9 crore in 2019-20 compared to ₹653.9 crore in 2018-19.[14] Operating profits (PBDIT) were ₹(-) 21.8 crore in 2019-20.

On account of muted demand, declining prices and consequent significant cancellations of earlier bookings in the residential project Luminare of MHPL as explained above in the Standalone financial highlights paragraph, MHPL has valued its balance inventory as per its accounting policies. Similarly, MLDL has in turn, based on estimated Net Present Value of forecasted cash flows, provided for impairment of its equity value in MHPL. On a consolidated basis, the impact of impairment is ₹134.6 crore,

[14] Following the adoption of Indian Accounting Standards (IND AS) by the Company, classification of subsidiary is now based on control and not just shareholding. As a result, four entities including the two operating integrated cities in Chennai and Jaipur, which were formerly being consolidated as subsidiaries as per erstwhile Accounting Standards, are now treated as JVs. As per IND AS, for all JVs, equity method of accounting is applicable, whereby MLDL's share of profit in joint ventures is directly credited to profit and loss account instead of proportional line-by-line consolidation. Further details are provided in Table 5.

in addition to an impact of ₹64.7 crore as Share of Loss from MHPL JV.

After accounting for share of loss from JVs and one-time exceptional loss, PBT was ₹(-) 196.2 crore in 2019-20. PAT after non-controlling interest was ₹(-) 193.4 crore in 2019-20.

Table 4: Key Financial Ratios (Standalone)

	2019-20	2018-19
Debtors Turnover	5.14	4.80
Inventory Turnover	0.55	0.64
Current Ratio	2.86	2.52
Interest Coverage Ratio^	0.84	7.58
Debt Equity Ratio	0.08	0.07
Operating Profit Margin (%)^	3.2%	16.8%
Net Profit Margin (%)^	-43.4%	10.6%
Return on Net Worth^	-15.1%	3.3%

^ Ratios where change is significant (over 25% compared to previous year)

Table 4 presents key financial ratios for MLDL as a standalone entity.

- The liquidity situation during the year remained comfortable. Surplus funds available from time to time have been invested in credit worthy instruments, including deposits with banks.
- Standalone debt equity ratio increased marginally from 0.07 in 2018-19 to 0.08 in 2019-20. This combined with reduction in profitability during the year led to a decline in interest coverage from 7.58 in 2018-19 to 0.08 in 2019-20. The Company continues to be robust in terms of its ability to generate cash and service its debt obligations in the future.
- While revenues in 2019-20 came down in a tough macroeconomic environment, higher operating costs and overheads led to disproportionate decline in profits. As a result, operating profit margins declined from 16.8% in 2018-19 to 3.2% in 2019-20.
- As mentioned earlier, as a matter of prudence in an uncertain market environment, the Company has provided for a one-time aggregate impairment loss of ₹ 237.3 crore for its investment in the JV entity MHPL. This resulted into a Net Loss of ₹ 226 crore and consequently a significant decline in its Net Profit Margin and Return on Net Worth.

Under IND AS, line-by-line consolidation is not followed for some of the operating entities. To facilitate better understanding of the size of their operations, Table 5 provides information on revenues of legal entities operating in the Residential and IC&IC businesses. These are drawn from standalone financial statements of these entities and represent 100 per cent of their respective revenues. Moreover, inter-company transactions have not been eliminated and a simple aggregation of numbers is shown as “Total”. Accordingly, the “Total” of Revenues for the two key businesses are indicative in nature and aimed at providing a more complete picture of their contribution to the Company’s performance.

Table 5: Revenues of Key Operating Entities in Residential and IC&IC Businesses

(₹ Crore)

Legal/Operating Entity	MLDL’s Economic Interest	2019-20	2018-19
Residential			
Mahindra Lifespace Developers Limited	NA	520.7	554.8
Mahindra Homes Private Limited ^	50.0%	425.7	393.6
Mahindra Bloomdale Developers Limited	100.0%	99.3	93.5
Mahindra Integrated Township Limited [15]	97.1%	3.3	13.2
Mahindra Residential Developers Limited [15]	97.1%	56.8	37.5
Mahindra Happinest Developers Limited ^	25.0%	1.4	0.1
Total Residential		**1,107.1**	**1,092.8**
Industrial Cities & Industrial Clusters			
Mahindra World City Developers Limited ^	89.0%	43.6	135.8
Mahindra World City Jaipur Limited ^	74.0%	109.6	135.2
Mahindra Industrial Park Chennai Limited ^	53.4%	40.5	47.8
Mahindra Industrial Park Private Limited ^	50.0%	0.2	0.5
Total Industrial Cities & Industrial Clusters		**193.9**	**319.2**
Share (%)			
Residential	-	85.1%	77.4%
Industrial Cities & Clusters	-	14.9%	22.6%
Total		**100.0%**	**100.0%**

^ Entities not considered for line-by-line consolidation

INTERNAL CONTROLS

The Company has adequate internal control systems, commensurate with the size and nature of its business. Well documented policies, guidelines and procedures to monitor business and operational performance are supported by IT systems, all of which are aimed at ensuring business integrity and promoting operational efficiency.

An independent internal audit and assurance firm appointed by the Company conducts periodic audits to ensure adequacy of internal control systems, adherence to management policies and compliance with laws and regulations. Their scope of work includes internal controls on accounting, efficiency and

[15] During 2019-20, Mahindra Integrated Township Limited (MITL) bought back 4,35,000 equity shares allotted to its ESOP Shareholders at a price of ₹ 28.60 per share. As a result, MLDL’s holding in MITL increased from 96.3 per cent to 97.1 per cent and consequently MLDL’s holding in Mahindra Residential Developers Limited, which is a 100 per cent subsidiary of MITL, now also stands at 97.1 per cent.

economy of operations. The internal auditors also report on the implementation of their recommendations.

Reports of the internal auditors are regularly reviewed at the Audit Committee meetings. The Audit Committee of the Board also reviews the adequacy and effectiveness of the internal control systems and suggests improvements, when so required.

THREATS, RISKS AND CONCERNS

Mahindra Lifespaces has appropriate risk management systems in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. It has a Risk Management Committee consisting of Ms. Sangeeta Prasad, Managing Director & CEO, Mr. Arvind Subramanian, Chief Operating Officer & CEO-Happinest, Mr. Vimal Agarwal, Chief Financial Officer and Mr. Suhas Kulkarni, Chief Legal Officer & Company Secretary to review the risk management plan and oversee the complete process. The Board also periodically reviews risk assessment and minimization procedures.

Box 5: Covid-19 — Risks, their Mitigation and Opportunities

The Covid-19 pandemic is causing unprecedented upheaval to economies and business, exposing them to uncertainties which make it difficult to assess the extent of eventual impact or the timeline for normalcy. However, what is clear is that the risks that businesses face are wide ranging, affecting all aspects ranging from day-to-day operations to longer term planning and strategy.

Mahindra Lifespaces has formed a cross-functional Rapid Action Force which is responsible for constantly monitoring the situation, suggesting swift and effective actions. It has taken a two-pronged approach to mitigate the risks associated with the crisis.

First, to ensure business continuity under lockdown and readiness to ramp-up operations as restrictions are gradually lifted. This includes using best-in-class technology and digital solutions to interact within the organisation and aligning business processes such as prospect reach out, showcasing product and effecting sales and servicing remotely using technology. It has also developed and circulated 'Back to Office' guidelines that covers aspects like behaviour at workplace, maintaining hygiene and safe practices, usage of masks, cafeterias and other common facilities as well as guidelines in case of sickness and health emergency. At project sites, workmen have been supported with essential supplies and educated on social distancing, hygiene and use of masks. Besides, comprehensive protocols have been put in place to ensure safety of workmen as construction activity resumes.

Second, to prepare for longer term changes in behaviour and expectations of customers through reimagining product design. For instance, touch-free mechanisms and well ventilated common areas, work-from-home spaces in residential units, local provisioning of essential supplies will feature more prominently in customer needs in a post-Covid world. The Company also believes that its focus on innovative solutions, sustainability and green features holds it in good stead in effecting some of these changes.

Economic Risks

Both global output growth and India's GDP growth decelerated significantly during the year. With the Covid crisis, the global economy is projected to contract by (-) 3 per cent assuming the pandemic fades in the second half of 2020. India is expected to do relatively better but will be lucky to avoid a contraction in GDP. These can have a direct impact on the performance of the real estate sector and, hence, of the Company.

The fiscal stimulus and policy measures announced by the Government and RBI are expected to enhance liquidity and ease the pressures faced by the industry. Mahindra Lifespaces is also taking measures to mitigate these risks (See Box 5). Its focus on both residential and industrial sectors has been a significant source of comfort during periods of slow economic performance. It will benefit from demand for industrial land if global corporations move facilities to diversify their geographic risks. Similarly, the affordable housing segment has enhanced its capabilities to deploy innovative technologies and mitigated risks associated with poor outlook in the luxury housing segment. Prudent financial management has also kept the Company relatively insulated from economic downturns.

Operational Risks

Key operational risks include: (i) inability to sell the project as per plan, (ii) inability to complete and deliver projects according to the schedule leading to additional cost of construction and maintenance, (iii) erosion of brand value, (iv) difficulties in the appointment and retention of quality contractors and manpower, (v) inability to attract and retain talent, (vi) poor customer satisfaction, (vii) fraud and unethical practices, (viii) failure to comply with laws and regulations leading to fines, (ix) penalties, and (x) lengthy litigations. Some of these risks have become more pertinent due to the Covid crisis.

The Company addresses these risks through a well-structured framework which identifies desired controls and assigns ownership to monitor and mitigate the risks. It has invested significant resources in transparent customer friendly processes and an enabling IT infrastructure, which are expected to effectively mitigate some of these risks. It also has a Code of Conduct for all its associates. The Company's corporate governance policies ensure transparency in operations, timely disclosures and adherence to regulatory compliances.

Policy and Regulatory Risks

The real estate industry is often affected by changes in government policies and regulations. There are considerable procedural delays with respect to approvals related to acquisition and use of land. Unfavourable changes in the government policies and the regulatory environment may adversely impact the performance of the Company.

The Company attempts to mitigate these risks through its approach towards acquisition of land based on thorough due diligence and its transparent processes in developing the projects. Besides, its focus on environment friendly and sustainable practices also help in mitigating risks associated with environmental regulations.

OUTLOOK

India witnessed a significant deceleration in economic growth in 2019-20. The real estate sector, too, was affected. The Covid-19 crisis exacerbates this decline. The severe uncertainties around the duration and intensity of the crisis make it difficult to assess the eventual impact, not just on India's economic prospects or the real estate sector, but also disruptions in business processes, long-term changes in consumer behaviour and in fact all aspects of our lives.

There is little doubt that there will be considerable stress till the restrictions on economic activity are lifted and the pandemic starts to fade. What is also true, though, is that this will present opportunities. From a real estate sector's standpoint, this range from demand for thoughtfully designed homes to industrial land for businesses looking to relocate. Besides, the ability to deploy right technology solutions to facilitate business processes and transactions will be key to efficient functioning and scaling-up of operations.

Mahindra Lifespaces is well placed to benefit from these opportunities. It has a proven track-record in both residential and industrial developments. It has successfully expanded its capabilities in both these segments with affordable housing and smaller industrial clusters. It is among the top real estate companies in India when it comes to investments in technology and digitisation as well as their large-scale adoption across business functions.

The Company has strong fundamentals and is favourably placed to raise funds on competitive terms. It also has in place strong partnerships that allow it to access capital for its projects. Finally, it benefits from the Mahindra brand — a name associated with honesty, transparency, fairness and trust — which makes it attractive for consumers as well as investors, especially in these trying times. Therefore, while the outlook for 2020-21 remains cautious, Mahindra Lifespaces believes that it remains well-positioned in the Indian real estate sector.

CAUTIONARY STATEMENT

Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

DISCLAIMER

The Company shall be registering its forthcoming projects at an appropriate time in the applicable jurisdictions / States under the Real Estate (Regulation and Development) Act, 2016 (RERA) and Rules thereunder. Till such time, the forthcoming projects are registered under RERA, none of the images, material, projections, details, descriptions and other information that are mentioned in the Annual Report for the year 2019-20, should be deemed to be or constitute advertisements, solicitations, marketing, offer for sale, invitation to offer, or invitation to acquire within the purview of the RERA.

The Company uses carpet areas as per RERA in its customer communication. However, the data in saleable area terms has been presented in the Annual Report for 2019-20 to enable continuity of information to investors and shall not be construed to be of any relevance to home buyers / customers.

RESIDENTIAL PROJECTS


Actual image

LUMINARE

Location : Gurugram
Development : Mahindra Homes Private Limited.

Saleable Area:	1.14 million sq. ft.
Completed Area:	0.36 million sq. ft.
Ongoing development:	0.41 million sq. ft.
Forthcoming phases:	0.37 million sq. ft.
*Percentage sold:	37%
*Percentage completed:	75%


Artist's impression

ROOTS

Location : Mumbai
Development : Mahindra Lifespace Developers Limited.

Saleable Area:	0.14 million sq. ft.
Ongoing development:	0.14 million sq. ft.
*Percentage sold:	66%
*Percentage completed:	59%


Artist's impression

VICINO

Location : Mumbai
Development : Mahindra Lifespace Developers Limited.

Saleable Area:	0.26 million sq. ft.
Ongoing development:	0.07 million sq. ft.
Forthcoming phases:	0.19 million sq. ft.
*Percentage sold:	43%
*Percentage completed:	64%


Artist's impression

HAPPINEST PALGHAR 1

Location : Palghar, Mumbai
Development : Mahindra Happinest Developers Limited.

Saleable Area:	0.41 million sq. ft.
Ongoing development:	0.41 million sq. ft.
*Percentage sold:	83%
*Percentage completed:	66%

*Percentage of Sales is based on area sold out of the ongoing development in such project. Percentage of completion is for ongoing phases and is based on total estimated project cost which includes land costs and construction related costs. Construction costs are based on management estimates. Data is as on 31st March, 2020

RESIDENTIAL PROJECTS


Artist's impression

HAPPINEST KALYAN

Location : Kalyan, Mumbai
Development : Mahindra Happinest Developers Limited.

Saleable Area:	0.83 million sq. ft.
Ongoing development:	0.83 million sq. ft.
*Percentage sold:	71%
*Percentage completed:	33%


Actual image

ANTHEIA

Location : Pimpri, Pune
Development : Mahindra Lifespace Developers Limited.

Saleable Area:	1.64 million sq. ft.
Completed Area:	1.48 million sq. ft.
Ongoing development:	0.16 million sq. ft.
*Percentage sold:	85%
*Percentage completed:	89%


Artist's impression

CENTRALIS

Location : Pimpri, Pune
Development : Mahindra Lifespace Developers Limited.

Saleable Area:	0.34 million sq. ft.
Ongoing development:	0.34 million sq. ft.
*Percentage sold:	100%
*Percentage completed:	28%


Actual image

BLOOMDALE

Location : Nagpur
Development : Mahindra Bloomdale Developers Limited.

Saleable Area:	1.55 million sq. ft.
Completed Area:	0.99 million sq. ft.
Ongoing development:	0.56 million sq. ft.
*Percentage sold:	55%
*Percentage completed:	55%

*Percentage of Sales is based on area sold out of the ongoing development in such project. Percentage of completion is for ongoing phases and is based on total estimated project cost which includes land costs and construction related costs. Construction costs are based on management estimates. Data is as on 31st March, 2020

RESIDENTIAL PROJECTS

Artist's impression

THE SERENES

Location : Alibaug

Development : Mahindra Lifespace Developers Limited.

Saleable Area:	0.16 million sq. ft.
Ongoing development:	0.06 million sq. ft.
Forthcoming phases:	0.10 million sq. ft.
*Percentage sold:	15%
*Percentage completed:	83%

Artist's impression

LAKEWOODS

Location : Chennai

Development : Mahindra Integrated Township Limited.

Saleable Area:	0.90 million sq. ft.
Ongoing development:	0.28 million sq. ft.
Forthcoming phases:	0.62 million sq. ft.
*Percentage sold:	61%
*Percentage completed:	35%

Artist's impression

HAPPINEST AVADI

Location : Chennai

Development : Mahindra Lifespace Developers Limited.

Saleable Area:	0.73 million sq. ft.
ft.Completed Area:	0.48 million sq. ft.
Ongoing development:	0.18 million sq. ft.
Forthcoming phases:	0.07 million sq. ft.
*Percentage sold:	86%
*Percentage completed:	78%

Actual image

AQUALILY

Location : Chennai

Development : Mahindra Residential Developers Limited.

Saleable Area:	1.58 million sq. ft.
Completed Area:	1.35 million sq. ft.
Ongoing development:	0.16 million sq. ft.
Forthcoming phases:	0.07 million sq. ft.
*Percentage sold:	Nil
*Percentage completed:	46%

*Percentage of Sales is based on area sold out of the ongoing development in such project. Percentage of completion is for ongoing phases and is based on total estimated project cost which includes land costs and construction related costs. Construction costs are based on management estimates. Data is as on 31st March, 2020

INTEGRATED CITIES & INDUSTRIAL CLUSTERS


Actual image

MAHINDRA WORLD CITY, JAIPUR

Location : Jaipur
Development : Mahindra World City (Jaipur) Limited.

Total Area Procured: 2913 acres

Total Leasable Area: 2011 acres

Area leased: SEZ – 412 acres | DTA - 374 acres
Social & Residential Infra – 50 acres

Balance Inventory: SEZ – 614 acres | DTA – 321 acres
Social & Residential Infra – 240 acres


Actual image

MAHINDRA WORLD CITY, CHENNAI

Location : Chennai
Development : Mahindra World City Developers Limited.

Total Area Procured: 1524 acres

Total Leasable Area: 1145 acres

Area leased: SEZ – 425 acres | DTA - 420 acres
Social & Residential Infra – 273 acres

Balance Inventory: SEZ – NIL | | DTA - NIL
Social & Residential Infra – 25 acres


Artist's impression

ORIGINS BY MAHINDRA WORLD CITY

Location : Ahmedabad
Development : Mahindra Industrial Park Private Limited.

Total Area Procured: 340 acres

Total Leasable Area: 221 acres

Area leased: NIL

Artist's impression

ORIGINS BY MAHINDRA WORLD CITY

Location : Chennai
Development : Mahindra Industrial Park Chennai Limited.

Total Area Procured: 289 acres

Leasable Area: 209 acres

Total Leased Area: 38 acres

Balance Inventory: 171 acres

*Data is as on 31st March, 2020.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY

Mahindra Lifespaces is committed to good corporate governance and endeavors to implement the Code of Corporate Governance in its true spirit. The philosophy of the Company on corporate governance is to ensure transparency in all its operations, provide disclosures, and enhance stakeholder value without compromising in any way on compliance with the laws and regulations. The Company believes that good governance brings sustained corporate growth and long-term benefits for all its stakeholders.

Mahindra Lifespaces believes in implementing corporate governance practices in letter and in spirit, has adopted practices mandated by the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and has established procedures and systems to remain compliant with it. This report provides the Company's compliance with these provisions as on 31st March, 2020.

1. BOARD OF DIRECTORS

Mr. Arun Nanda is the Non-Executive Chairman and Ms. Sangeeta Prasad is the Managing Director and Chief Executive Officer (MD & CEO) of the Company. The remaining Non-Executive Directors comprises of three Independent Directors including a Woman Director; and one Non-Independent Director. As on 31st March, 2020, the Directors collectively have the desired diversity and optimal mix of knowledge and expertise from diverse fields, possess the requisite qualifications and experience which enables them to discharge their responsibilities, provide effective leadership to the business and enhance the quality of the Board's decision making process.

Mr. Shailesh Haribhakti resigned as an Independent Director of the Company with effect from the conclusion of the 20th Annual General Meeting held on 26th July, 2019. In his resignation, he has stated that the reason for resigning is due to increase in his professional work, leaving less time for him to continue on the Board. He has also confirmed that there is no other material reason other than as stated in his resignation.

The Board has effective 13th August, 2019, appointed Ms. Amrita Chowdhury, as an Additional Director in the category of Independent Director of the Company.

The MD & CEO is an executive of the Company and draws remuneration from the Company. The Non-Executive Chairman and Independent Directors receive sitting fees for attending the meetings of the Board, the Committees (except Corporate Social Responsibility Committee) thereof and meetings of Independent Directors and would also be entitled to commission under the Act, as may be approved by the Board.

Mr. Arun Nanda - Non-Executive Chairman and Mr. Bharat Shah - Independent Director, both of whom are also on the Board of Mahindra World City Developers Limited (MWCDL), a subsidiary of the Company, receives sitting fees for attending the meetings of its Board and would be entitled to the commission under the Act, as may be approved by MWCDL. Mr. Ameet Hariani, Independent Director who is also on the Board of Mahindra World City (Jaipur) Limited (MWCJL), a subsidiary of the Company receives sitting fees for attending meetings of its Board and would be entitled to commission under the Act, as may be approved by MWCJL. Dr. Anish Shah, Non-Executive Non-Independent Director is the Deputy Managing Director and Group Chief Financial Officer at Mahindra and Mahindra Limited (M&M) and receives remuneration from M&M. Dr. Anish Shah does not receive any sitting fees or remuneration from the Company.

Apart from the above and the reimbursement of expenses incurred in discharge of their duties, and the remuneration that a Non-Executive Director may receive for professional services rendered to the Company through a firm in which he is a partner, none of the Non-Executive Directors have any pecuniary relationship or transaction with the Company, its Holding company, Subsidiaries and Associate companies, their Promoters or Directors or its Senior Management, which in their judgment would affect their independence.

Professional fees for FY 2019-20 payable by Mahindra Homes Private Limited, a subsidiary of the Company to M/s. Hariani & Co., Advocates and Solicitors, in which Mr. Ameet Hariani is a Partner amounted to ₹ 2 lakh (including out of pocket expenses).

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of SEBI LODR and Section 149(6) of the Act. The Board, basis declarations received from Independent Directors, is of the opinion that each of them fulfils the prescribed independence criteria stipulated under the Act, and SEBI LODR and that they are independent from the management of the Company. The Directors of the Company are not inter-se related to each other.

The Board has adopted a Policy on appointment of Directors and Senior Management and Succession Planning for orderly succession to the Board and the Senior Management. The Senior Management has made disclosures to the Board confirming that there is no material, financial and/or commercial transaction between them and the Company, which could have potential conflict of interest with the Company at large.

The Management of the Company is entrusted in the hands of the Senior Management Personnel who are members of the Leadership Team headed by the MD & CEO, who operates under the overall guidance, supervision and control of the Board. The Board guides the Management on its strategic direction and oversees the actions and results to ensure that the long-term objective of enhancing value of the stakeholders is achieved.

Ms. Sangeeta Prasad has submitted her resignation on 7th February, 2020 from the position of the Managing Director & CEO and as a Director of the Company effective 30th June, 2020 to pursue other interests. At the request of the Board she has consented to continue till 30th June, 2020 to ensure seamless and smooth transition. Consequent thereto and on recommendation of Nomination and Remuneration Committee, the Board of

Directors at its meeting held on 17th February 2020, has appointed Mr. Arvind Subramanian, as the Chief Operating Officer (COO) of the Company with effect from even date in addition to his role as CEO – Happinest, the affordable housing business of the Company. Thereafter, the Board at its meeting held on 14th May, 2020 has subject to the requisite approvals, appointed Mr. Subramanian as the Managing Director & Chief Executive Officer (MD & CEO) with effect from 1st July, 2020. Ms. Sangeeta Prasad and Mr. Arvind Subramanian have been working together to ensure a smooth transition.

a) Composition, Status, Attendance at Board Meetings and at the last Annual General Meeting

As on 31st March, 2020, the Company's Board comprised of six members. The Chairman of the Board is a Non-Executive Non-Independent Director. The Managing Director & Chief Executive Officer is an Executive of the Company. One member of the Board is a Non-Executive Non-Independent Director and other remaining three members are Independent Directors. The names and categories of Directors, their attendance at Board Meetings held during the year and at the last Annual General Meeting are given below:

Name of Directors	DIN	Category	Number of Board Meetings held and attended during the respective tenure of Directors in FY 2019-20		Attendance at the last AGM
			Held	Attended	
Mr. Arun Nanda, Chairman	00010029	Non-Executive Non-Independent	9	9	Yes
Mr. Shailesh Haribhakti	00007347	Non- Executive Independent	4*	4	Yes
Mr. Bharat Shah	00136969	Non- Executive Independent	9	8	Yes
Mr. Ameet Hariani	00087866	Non- Executive Independent	9	9	Yes
Ms. Amrita Chowdhury	02178520	Non- Executive Independent	5**	5	Not applicable
Dr. Anish Shah	02719429	Non- Executive Non-Independent	9	7	Yes
Ms. Sangeeta Prasad, Managing Director and Chief Executive Officer	02791944	Executive	9	8	Yes

* Mr. Shailesh Haribhakti has resigned as an Independent Director w.e.f. 26th July, 2019.

** Ms. Amrita Chowdhury was appointed as an Additional Director in the category of Independent Director by the Board with effect from 13th August, 2019.

b) Details of Directorships / Committee Memberships as of 31st March, 2020

None of the Director is a director in more than ten Public Limited Companies (as specified in Section 165 of the Act) and Director in more than seven listed entities (as specified in Regulation 17A of SEBI LODR). None of the Independent Directors of the Company is serving as an Independent Director in more than seven listed entities or serving as a whole-time director in any listed entity. Further, in terms of Regulation 26 of SEBI LODR, none of the Directors is a member of more than ten committees or acting as a Chairperson of more than five committees across all Indian Public Limited companies, in which they are Directors. The number of directorships and committee positions held by them in Indian Public Limited Companies as of 31st March, 2020 are given below:

Name of the Director	Category	Directorship held in Indian public limited companies*	Membership in Committees of public limited companies, whether listed or not**	Chairmanship in Committees of public limited companies, whether listed or not**
Mr. Arun Nanda	Chairman – Non-Executive Non-Independent	6	Nil	2
Mr. Bharat Shah	Non- Executive Independent	8	7	1
Mr. Ameet Hariani	Non- Executive Independent	8	4	2
Ms. Amrita Chowdhury	Non- Executive Independent	3	3	Nil
Dr. Anish Shah	Non- Executive Non-Independent	4	2	Nil
Ms. Sangeeta Prasad	Managing Director and Chief Executive Officer	10	2	Nil

* Includes Directorship in Mahindra Lifespace Developers Limited and private company which is subsidiary / holding company of a public company but excludes private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

** Committees considered are Audit Committee and Stakeholders Relationship Committee including that of Mahindra Lifespace Developers Limited. Committee Membership(s) and Chairmanship are counted separately.

In terms of Schedule V – Part C (2) (c) of SEBI LODR, the details of listed entities where Directors of the Company are Directors along with category of Directorship as on 31st March, 2020 are given below:

Name of the Director	Names of listed entities	Category of Directorship
Mr. Arun Nanda	Mahindra Lifespace Developers Limited	Chairman, Non-Executive Non-Independent Director
	Mahindra Holidays & Resorts (India) Limited	Chairman, Non-Executive Non-Independent Director
Mr. Bharat Shah	Mahindra Lifespace Developers Limited	Independent Director
	Spandana Sphoorty Financial Limited	Independent Director
	3M India Limited	Chairman, Independent Director
	Strides Pharma Science Limited	Independent Director
	Exide Industries Limited	Chairman, Independent Director
Mr. Ameet Hariani	Ras Resorts and Apart Hotels Limited	Independent Director
	Batliboi Limited	Independent Director
	Mahindra Lifespace Developers Limited	Independent Director
Dr. Anish Shah	Mahindra Lifespace Developers Limited	Non-Executive Non-Independent Director
	Mahindra and Mahindra Financial Services Limited	Non-Executive Non-Independent Director
	Tech Mahindra Limited	Non-Executive Non-Independent Director
Ms. Amrita Chowdhury	Mahindra Lifespace Developers Limited	Additional Director in the category of Independent Director
	NESCO Limited	Independent Director
	Simmonds Marshall Limited	Independent Director
Ms. Sangeeta Prasad, Managing Director and Chief Executive Officer	Mahindra Lifespace Developers Limited	Managing Director & CEO
	Mahindra EPC Irrigation Limited	Non-Executive Non-Independent Director

c) Number of Board Meetings

Nine Board meetings were held during the year, on the following dates: 15th April, 2019, 22nd April, 2019; 12th June, 2019, 26th July, 2019; 12th September, 2019, 21st October, 2019; 13th December, 2019, 27th January, 2020 and 7th February, 2020. The maximum gap between any two meetings did not exceed one hundred and twenty days.

d) Meeting of Independent Directors

The Independent Directors of the Company meet without the presence of the Chairman, Managing Director / Chief Executive Officer, other Non-Independent Director, Chief Financial Officer, Company Secretary and any other Management Personnel. This Meeting is conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board, that is necessary for the Board to effectively and reasonably perform its duties.

As a part of social distancing measures adopted by the Company in the current pandemic situation and considering restrictions on travel, one Meeting of Independent Directors was held on 20th March, 2020 through Video conferencing. The said meeting was attended by all Independent Directors of the Company.

e) Board Procedure

A detailed agenda is sent to each Director in advance of the meetings of Board and Committees. A soft copy of the agenda is sent by e-mail and / or uploaded on the Board App Portal to facilitate digital access. To enable the Board to discharge its responsibility effectively, the Managing Director & Chief Executive Officer of the Company briefs the Board at every meeting on the overall performance of the Company. A detailed report on operations is also presented at quarterly Meetings of the Board. The Board also reviews strategy and business plans, annual operating and capital expenditure budgets, remuneration of Non-Executive Directors, compliance with Statutory/ Regulatory requirements and review of major legal issues, adoption of quarterly / half-yearly / annual results, risk management policies, investors' grievances, borrowings and investments, issue of securities, use of capital issue proceeds, major accounting provisions and write-offs, corporate restructuring, minutes of meetings of the Committees of the Board, sustainability plans and its performance, and CSR spends, plan and its review, etc. The Board reviews the compliance certificate issued by the Managing Director & Chief Executive Officer regarding compliance with the requirements of various Statutes, Regulations and Rules applicable to the business of the Company.

2. DIRECTOR(S) SEEKING APPOINTMENT / REAPPOINTMENT

Pursuant to Section 152 of the Act, Dr. Anish Shah retires by rotation at the forthcoming Annual General Meeting of the Company and being eligible, has offered himself for re-appointment for the office of the Director. Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on 14th May, 2020 has approved and recommended for the approval of the shareholders reappointment of Dr. Anish Shah as a Director of the Company liable to retire by rotation.

Pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors, has appointed Ms. Amrita Chowdhury as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 13th August, 2019. Pursuant to Section 161 of the Act and Article 128 of the Articles of

Association of the Company, Ms. Chowdhury holds office upto the date of forthcoming Annual General Meeting. Further, in terms of Section 149 and Section 152 of the Companies Act, 2013 read with Rules made thereunder, and pursuant to the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on 14th May, 2020 has approved and recommended for the approval of the shareholders that, Ms. Amrita Chowdhury who meets the criteria of Independence, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 13th August, 2019.

Pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 14th May, 2020, has subject to requisite approvals, appointed Mr. Arvind Subramanian, who has been serving as the Chief Executive Officer – Happinest, of the affordable housing business of the Company since September 2018 and as the Chief Operating Officer of the Company since 17th February 2020, as an Additional Director and as the "Managing Director & Chief Executive Officer" (MD & CEO) of the Company with effect from 1st July, 2020. Pursuant to Section 161 of the Act and Article 128 of the Articles of Association of the Company, Mr. Subramanian will hold office upto the date of forthcoming Annual General Meeting. Further, in terms of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board has, basis the recommendation of the Nomination & Remuneration Committee, at its meeting held on 14th May, 2020 approved and recommended to the Shareholders, the appointment of Mr. Subramanian as a Director of the Company and also the appointment of Mr. Subramanian as the Managing Director & Chief Executive Officer (MD & CEO) who shall also be a Key Managerial Personnel (KMP) under the Companies Act, 2013, for a period of five years with effect from 1st July, 2020 to 30th June, 2025 (both days inclusive).

None of the above mentioned Directors are related to any of the Directors or Key Managerial Personnel of the Company. None of them are disqualified from being appointed / re-appointed as Directors by virtue of the provisions of Section 164 of the Act. The Board is of the view that the knowledge, expertise and experience of Dr. Anish Shah, Ms. Amrita Choudhury and Mr. Arvind Subramanian will be of benefit and value to the Company.

Brief resumes and other details of Directors seeking appointment / reappointment are given below:

Dr. Anish Shah

Dr. Shah aged 50 years holds a Ph.D from Carnegie Mellon's Tepper School of Business where his doctoral thesis was in the field of Corporate Governance. He also received a Masters degree from Carnegie Mellon and has a post-graduate diploma in Management from the Indian Institute of Management, Ahmedabad. He has received various scholarships, including the William Latimer Mellon Scholarship, Industry Scholarship at IIMA, National Talent Search and Sir Dorabji Tata Trust. Dr. Shah has wide expertise in strategy, Risk Management, Data Sciences and Payment Technology.

With effect from 1st April, 2020, Dr. Shah is the Deputy Managing Director and Group Chief Financial Officer of Mahindra & Mahindra Ltd. with responsibility for the Group Corporate Office and full oversight of all businesses other than the Auto and Farm sectors. He is also the Managing Director and CEO designate for the Mahindra Group, effective 2nd April, 2021. His prior role was Group President (Strategy), where he led strategy development, build capabilities such as digitization, Data Sciences, enabled synergies across Group companies and managed the Risk and performance review organizations

In the past, he was the President and CEO of GE Capital India from 2009-2014, where he led the transformation of the business including a turnaround of its SBI Card joint venture. His career at GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global units. As Director, Global Mortgage, he worked across 33 countries to drive growth and manage risk. As Senior Vice President (Marketing and Product Development) at GE Mortgage Insurance, he led various growth initiatives and played a key role in preparing the business for an IPO, as a spinoff from GE. In his initial years with GE, Dr. Shah also led Strategy, eCommerce and Sales Force Effectiveness and had the unique experience of running a dot-com business within GE. He has also received GE's prestigious Lewis Latimer Award for outstanding utilization of Six Sigma in developing a "Digital Cockpit."

He has also led Bank of America's US Debit Products business, where he launched an innovative rewards program, led numerous initiatives in payment technology and worked closely with various teams across the Bank to enhance value for the customer. As a strategy consultant at Bain & Company in Boston, he worked across multiple industries, including banking, oil rigs, paper, paint, steam boilers and medical equipment. His first role was with Citibank in Mumbai, where he issued bank guarantees and letters of credit as Assistant Manager, Trade Services.

Dr. Shah does not hold any shares in the Company. As on 31st March, 2020, Dr. Shah holds Directorships and Committee positions in the following listed companies:

Name of Company	Designation	Name of Committee	Position held
Mahindra & Mahindra Financial Services Limited	Non- Executive Non-Independent Director	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Strategic Investment Committee	Member
Mahindra Lifespace Developers Limited	Non- Executive Non-Independent Director	Audit Committee	Member
		Loans & Investment Committee	Member
		Nomination & Remuneration Committee	Member
		Share Transfer and Allotment Committee	Member
Tech Mahindra Limited	Non- Executive Non-Independent Director	Investment Committee	Member
		Risk Management Committee	Member

Dr. Shah is a member of the Risk Management Committee of Mahindra and Mahindra Limited.

Ms. Amrita Chowdhury

Ms. Amrita Chowdhury, aged 49 years, holds degrees in B.Tech. from IIT Kanpur, MS from UC Berkeley, and MBA from Carnegie Mellon - Tepper Business School. She is a business strategist, engineer & innovator. She brings a unique understanding of business growth, technology, digital spaces and branding.

She is currently a Director of Gaia, an Urban Tech firm providing insights-as-a-service for Smart Sites and Smart Cities. Previously, she has served as President of DY Works (Future Group), where she expanded the business with special focus on market research and brand led strategy for government, townships and realty, and digital platforms segments. Prior to that, she was Country Head South Asia for Harlequin (Torstar), where she significantly grew the India portfolio; and Associate Director, Education for South Asia for Harvard Business School.

Prior to moving to India, she has provided Board advisory and strategy consulting for Fortune 100 clients with AT Kearney in USA and Oppeus in Australia. She has worked with clients across a variety of industries including mining, manufacturing, engineering, legal and professional services, insurance, technology, government, education, auto ancillaries, waste management, and more to provide strategic planning for new business and business growth, Board evaluations, and Board level strategy workshops.

Ms. Amrita Chowdhury started her journey in product development with Applied Materials in California, where her work led to innovations that enabled next-gen chip manufacturing.

She holds 7 US patents for semi-conductor manufacturing. She is the author of two books. She has written multiple whitepapers and contributed to policy documents on Smart Cities, Design Thinking, Systems Thinking, and Future of Jobs for various Ministries and industry bodies.

Ms. Chowdhury does not hold any shares in the Company. As on 31st March, 2020, she holds Directorships and Committee positions in the following companies:

Name of Company	Designation	Name of Committee	Position held
Simmonds Marshall Limited	Independent Director	Audit Committee	Member
		CSR Committee	Member
NESCO Limited	Independent Director	Audit Committee	Member
Mahindra Lifespace Developers Limited	Additional Independent Director	Audit Committee	Member
		CSR Committee	Member
		Nomination and Remuneration Committee	Member
Drishtant Consultancy Services Private Limited	Director	-	-
GAIA Smart Cities Solutions Private Limited	Director	-	-
Techcrew Solutions Private Limited	Director	-	-

Mr. Arvind Subramanian

Mr. Arvind Subramanian, aged 47 years has over 23 years of experience and has been serving as the Chief Executive Officer – Happinest, the affordable housing business of the Company since September 2018 and also as the Chief Operating Officer of the Company since 17th February 2020.

Under his leadership, Happinest – the affordable housing business of the Company, has established itself as an innovator and as an emerging leader in the affordable housing sector in India. Mr. Subramanian led successful new sales launches and ahead-of-time project completions. Mr. Subramanian has been an advocate of the power of digital and the Company has been a front-runner in embracing technology in sales, customer service, project management and property management.

Mr. Subramanian's interest in the intersection between business growth and social impact dates to his time as a Partner & Managing Director at Boston Consulting Group (BCG). At BCG, he was the global topic leader for the 'Next Billion Consumers', picked by Financial Times as one of The Fifty Ideas That Shaped Business Today. He was also tasked with setting up and leading BCG's Centre for Customer Insight. Mr. Subramanian led the Technology Media and Telecom practice at BCG in India for several years. He has been a frequent speaker at industry events and conferences, has authored several op-eds, articles and reports on 'Digital India', the 'Next Billion Consumers' and 'Future of Real Estate'.

Mr. Subramanian started his professional career with the Tata Administrative Service, the central management cadre of the Tata Group. He was Regional CEO at a leading real estate developer prior to joining the Mahindra Group. He holds an MBA from the Indian Institute of Management, Ahmedabad and a B.Tech. from the Indian Institute of Technology, Madras.

Mr. Subramanian does not hold any shares in the Company. As on 31st March, 2020, he holds Directorship and Committee position in the following company:

Name of Company	Designation	Name of Committee	Position held
Mahindra Happinest Developers Limited	Non- Executive Non-Independent Director	Allotment Committee	Member

3. FAMILIARISATION OF INDEPENDENT DIRECTORS

The details of familiarisation program for Independent Directors have been uploaded on website of the Company and is available at the link https://www.mahindralifespaces.com/wp-content/uploads/2020/05/Details_of_Familirisation-FY2019-20.pdf

4. SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

Following is the list of core skills / expertise / competencies identified by the Board of Directors required in the context of the Company's business for it to function effectively and those available with the Individual Board members:

Core skills / expertise /competencies	Name of the Directors					
	Mr. Arun Nanda	Mr. Bharat Shah	Mr. Ameet Hariani	Ms. Amrita Chowdhury	Dr. Anish shah	Ms. Sangeeta Prasad
• **Industry knowledge / experience**						
1) Experience of the real estate business and the Market dynamics	Y	Y	Y	Y	-	Y
2) Awareness of the applicable laws	Y	Y	Y	Y	-	Y
3) International experience in managing businesses	Y	-	-	Y	Y	-
4) Experience in managing risks associated with the business	Y	Y	-	Y	Y	Y
• **Governance Skills:**						
1) Practical experience in best practices pertaining to transparency, accountability and corporate governance	Y	Y	Y	Y	Y	Y
• **Technical skills/ expertise:**						
1) Specialized knowledge in an area or subject such as accounts, finance, auditing, marketing, construction, legal, strategy, engineering, etc	Y	Y	Y	Y	Y	Y
2) Knowledge of the relevant Technology and Innovations	Y	-	-	Y	Y	Y
• **Behavioural Competencies:**						
1) Values, mentoring abilities, ability to positively influence people and situations, leadership skills, communication and interpersonal skills, decision making abilities, conflict resolution, adaptability, etc.	Y	Y	Y	Y	Y	Y

5. CODES OF CONDUCT AND POLICIES

The Board of Directors of the Company has laid down two separate Codes of Conduct — one for Directors and another for Senior Management and Employees. It has also adopted Code for Independent Directors as per Schedule IV to the Act.

These codes are posted on the Company's website at https://www.mahindralifespaces.com/investors/codes-and-policies

All Board Members including Independent Directors and Senior Management Personnel have affirmed compliance with the respective Codes of Conduct for the year under review. A declaration signed by Managing Director & Chief Executive Officer to this effect is annexed to this report.

In accordance with the requirement of SEBI LODR, the Company has formulated and adopted policy for determining material subsidiaries and policy on materiality of and dealing with related party transactions. These policies have been amended, from time to time, in alignment with the amendments to SEBI LODR. These policies are posted on the Company's website at: https://www.mahindralifespaces.com/investors/codes-and-policies

6. CEO AND CFO CERTIFICATION

As required under Regulation 17(8) read with Part B of Schedule II of SEBI LODR, the Managing Director & Chief Executive Officer and the Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended on 31st March, 2020.

7. REMUNERATION TO DIRECTORS

Remuneration Policy

The objective of the Remuneration Policy of the Company for Directors and Senior Management is to focus on enhancing the value of the Company by attracting and retaining Directors and Senior Management for achieving objectives of the Company and to place the Company in leading position. The Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under Section 178 of the Act and principles pertaining to qualifications, positive attributes, integrity and independence of Directors, etc.

While reviewing the Company's remuneration policies and deciding on the remuneration for Directors, the Nomination and Remuneration Committee (NRC) and the Board considers the performance of the Company, the current trends in the industry, the qualifications of the appointee(s), their experience, past performance, responsibilities shouldered by them, the Statutory provisions and other relevant factors.

The Non-Executive Chairman and Independent Directors are paid sitting fees and reimbursement of expenses incurred in attending the Board, Committee meetings and meeting of Independent Directors. The Directors have voluntarily waived sitting fees for attending meetings of Corporate Social Responsibility Committee. The Board determines the remuneration, if any, to Non-Executive Directors, subject to requisite approvals, if any. At the 16th Annual General Meeting of the Company held on 31st July, 2015, the shareholders had approved the payment of commission, at a rate not exceeding one percent (1%) per annum or such percentage as may be specified by the Act, from time to time in this regard, of annual net profit of the Company computed in accordance with the provisions of the Act or Rules framed thereunder from time to time, to such Directors of the Company (other than the Managing Director and / or Whole-time Director, Executive Directors 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 this 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 1st April, 2015. However, in view of loss in the FY 2019-20 and at the request made by all Non-Executive Directors, the Board of Directors at its meeting held on 14th May, 2020, has determined that no commission be paid to the Non-Executive Non-Independent Chairman and to Non-Executive Independent Directors for the financial year ended on 31st March, 2020.

Performance Evaluation

The performance evaluation of Non-Independent Directors and the Board as a whole, Committees thereof and Chairman of the Company was carried out by the Independent Directors.

Pursuant to the provisions of the Act, the NRC specified the manner of effective evaluation of the performance of the Board, its Committees and individual Directors. In terms of manner of performance evaluation specified by the NRC, the performance evaluation of the Board, its Committees and individual Directors was carried by NRC and the Board of Directors. Further, pursuant to Schedule IV to the Act and Regulation 17(10) of the SEBI (LODR), the evaluation of independent directors was done by the Board of Directors. For the purpose of performance evaluation, structured questionnaires, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity, attendance and adequacy of time given by the Directors to discharge their duties, Corporate Governance practices, ability to challenge view of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc. were circulated to the Directors for the evaluation process. The Directors unanimously expressed that the evaluation outcome reflected a high level of engagement of the Board of Directors and its Committees amongst its members with the Company and its management and that they are fully satisfied with the same.

Criteria for making payments to Non-Executive Directors

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board, Committee of the Board (except Corporate Social Responsibility Committee) and meeting of Independent Directors attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

ii. A Non-Executive Director will also be entitled to receive commission on an annual basis of such sum as may be approved by the Board within the limits approved by the shareholders in accordance with statutory provisions in this regard. The total commission payable to all Non-Executive Directors shall not exceed 1 (one) percent of the net profit of the Company calculated in the prescribed manner. The Board in determining the quantum of commission payable to the Directors, takes into consideration the remuneration policy of the Company and performance evaluation of the Directors. Subject to requisite approval in this regard, the Board may approve a higher commission for the Chairman of the Board of Directors taking into consideration his overall responsibility. The Commission shall be payable on pro-rata basis to Directors who occupy office for part of the year and;

iii. As per provisions of the Act, the Independent Directors are not entitled to grant of any Stock Options.

Detailed information of Directors' remuneration for the FY 2019-20 is set forth below:

(₹ In lakh)

Name of the Director	Status	Sitting Fees (Note a)	Commission	Salary, Performance Pay, Gratuity, Exgratia, Leave encashment, and Perquisites	Aggregate of Company's contribution to Superannuation, Provident, Gratuity and Pension Fund	Total
Mr. Arun Nanda, Chairman	Non-Executive Non- Independent	11,40,000	Nil	NA	NA	11,40,000
Mr. Shailesh Haribhakti*	Non- Executive Independent	5,20,000	Nil	NA	NA	5,20,000
Mr. Bharat Shah	Non- Executive Independent	12,30,000	Nil	NA	NA	12,30,000
Mr. Ameet Hariani	Non- Executive Independent	12,10,000	Nil	NA	NA	12,10,000
Ms. Amrita Chowdhury**	Non- Executive Independent	7,20,000	Nil	NA	NA	7,20,000
Dr. Anish Shah	Non- Executive Non-Independent	Nil	NA	NA	NA	Nil
Ms. Sangeeta Prasad (Note b)	Managing Director and Chief Executive Officer	NA	NA	290.45	13.86	304.31

* Mr. Shailesh Haribhakti has resigned as an Independent Director w.e.f. 26th July, 2019.

** Ms. Amrita Chowdhury was appointed as an Additional Director in the category of Independent Director by the Board with effect from 13th August, 2019.

Notes:

a. Non-Executive Non-Independent Chairman and Non-Executive Independent Directors were paid sitting fees for attending meetings of Board, various committees and meeting of Independent Directors as under:

Meeting	Sitting Fees per meeting (in ₹)
Board	100,000
Independent Directors Meeting	100,000
Share Transfer & Allotment Committee	5,000
Corporate Social Responsibility (CSR) Committee	Nil
All other Committees	30,000

The Managing Director & CEO and Non-Executive Non- Independent Director (not being the Chairman) do not receive sitting fees for attending meetings of the Board / Committees of the Board of the Company.

b. (i) Ms. Sangeeta Prasad, prior to her appointment as Managing Director & CEO of the Company, in her capacity as an employee of the Company, was in receipt of 6,000 Stock Options under Employee Stock Options Scheme-2012 (ESOS-2012) granted on 4th August, 2012, all of which have been exercised by her.

(ii) The nature of employment of Ms. Sangeeta Prasad – "Managing Director & CEO" with the Company is contractual. The contract does not provide for any severance fee. Ms. Sangeeta Prasad has submitted her resignation on 7th February, 2020 from the position of the Managing Director & CEO and as a Director of the Company effective 30th June, 2020 to pursue other interests. At the request of the Board, she has consented to continue till 30th June, 2020 to ensure seamless and smooth transition.

c. The Company has not advanced any loan to any Director.

d. **ESOS-2006:** Except 5,000 Stock Options granted on 4th August, 2012, which are vested and to be exercised before 3rd August, 2021 at an exercise price of ₹ 325 per stock option, all other Options granted under ESOS-2006 but not exercised have lapsed on 24th April, 2017. During the year, none of the Stock Options granted under ESOS-2006 were exercised.

e. **ESOS-2012:** As of 31st March, 2020, a total of 1,09,100 Stock Options have been exercised by the grantees at an exercise price of ₹ 10 per Stock Option, out of which 6,000 Stock Options have been exercised by Ms. Sangeeta Prasad, Managing Director & CEO and 1,03,100 Stock Options have been exercised by other grantees under ESOS-2012.

Details of Vesting period is as below:

Year	Entitlement	Vesting Schedule
1	20%	12 months from the date of grant
2	20%	24 months from the date of grant
3	30%	36 months from the date of grant
4	30%	48 months from the date of grant

The Options are to be exercised within a period of five years from the respective dates of vesting.

f. Besides Stock Options, in case of Managing Director & CEO, the performance pay in accordance with 'The Policy for Remuneration of the Directors' is the only component which is performance linked and variable. All other components are fixed.

g. In case of other Directors, Employee Stock Option and Commission are the only components of Remuneration that are performance linked and variable. In view of loss in the FY 2019-20 and at the request made by all Non-Executive Directors, the Board of Directors at its meeting held on 14th May, 2020, has determined that no commission be paid to the Non-Executive Non-Independent Chairman and to Non-Executive Independent Directors for the financial year ended on 31st March, 2020.

Shares and Convertible Instruments held by Non-Executive Directors:

The details of the Stock Options granted to the Directors are given under Note (b) of the previous section on Remuneration Policy.

As on 31st March, 2020, the details of equity shares held by the Directors are as follows:

- Mr. Arun Nanda, Chairman holds 1,66,212 shares of the Company (Out of 1,66,212 Equity Shares, 142 Equity Shares are held jointly with Ms. Neerja Nanda, being the second holder, 750 Equity Shares are held jointly with Ms. Neerja Nanda, being the first holder and 437 equity Shares are held jointly with Mr. Uday Nanda and Ms. Neerja Nanda, Mr. Arun Nanda being the third holder)
- Ms. Sangeeta Prasad holds 7,500 Equity shares in the Company.
- Mr. Bharat Shah, Dr. Anish Shah, Ms. Amrita Chowdhury and Mr. Ameet Hariani do not hold any equity share in the Company either on their own or for any other person on a beneficial basis.

8. COMMITTEES OF THE BOARD

Audit Committee

As on 31st March, 2020, the Audit Committee of the Company comprises three Independent Directors, namely Mr. Ameet Hariani, Ms. Amrita Chowdhury and Mr. Bharat Shah, and one Non-Executive Non- Independent Director, Dr. Anish Shah. Mr. Ameet Hariani is the Chairman of the Audit Committee.

All members of the Audit Committee possess strong knowledge of accounting and financial management. During the year, Mr. Shailesh Haribhakti ceased to be a member of the Committee consequent to his resignation as an Independent Director of the Company effective 26th July, 2019. The Board at its meeting held on 21st October, 2019 appointed Ms. Amrita Chowdhury as a member of the Committee with effect from 27th January, 2020.

The terms of reference of this Committee are in line with the regulatory requirements mandated by Section 177 of the Companies Act, 2013 read with Rules made thereunder and Regulation 18(3) read with Part C of Schedule II of SEBI LODR, which, inter-alia, includes:

- Review and Monitor the auditor's independence, performance, and effectiveness of audit process;
- Overview of the 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, re-appointment 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, Internal Financial Controls 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 Auditors; Approval or any subsequent modification of transactions of the Company with related parties and 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 and background, etc. of the candidate;

- Review of financial statements and investment of unlisted subsidiary companies;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

During the year under review, five meetings of the committee were held on the following dates: 22nd April, 2019; 26th July, 2019; 12th September, 2019; 21st October, 2019 and 27th January, 2020. The maximum gap between any two meetings did not exceed one hundred and twenty days. The details of attendance at the Audit Committee meetings held during the year are as under:

Name of the Members	Category	No. of Audit Committee Meetings held and attended during the respective tenure of members	
		Held	Attended
Mr. Ameet Hariani	Chairman, Non-Executive Independent	5	5
Mr. Shailesh Haribhakti	Non- Executive Independent	2*	2
Mr. Bharat Shah	Non- Executive Independent	5	5
Ms. Amrita Chowdhury	Non- Executive Independent	1**	1
Dr. Anish Shah	Non- Executive Non-Independent	5	2

* Resigned as Director w.e.f. 26th July, 2019.

** Appointed as Additional Director in the category of Independent Director w.e.f. 13th August, 2019 and as a member of the Committee w.e.f. 27th January, 2020.

Mr. Ameet Hariani, the Chairman of the Audit Committee, was present at the Annual General Meeting of the Company held on 26th July, 2019.The Chairman of the Company, the Managing Director & CEO, Chief Operating Officer, Chief Financial Officer, the Internal Auditors and Statutory Auditors are invited to attend the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee. The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Stakeholders including Directors and employees and their representative bodies to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of stakeholders including employees and Directors and their representative bodies. Whistle Blower Policy is a mechanism to address any complaint(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting / operational process followed. It provides a mechanism to approach the Chairman of Audit Committee or Chairman of the Company or the Corporate Governance Cell. During the year, no personnel were denied access to the Chairman of the Audit Committee or Chairman of the Company or the Corporate Governance Cell. The Boards' Report also provides details on the Whistle Blower Policy of the Company and the Policy is available at web link: https://www.mahindralifespaces.com/media/investor/codes-and-policies/Whistle%20Blower%20Policy.pdf

Stakeholders Relationship Committee

As on 31st March, 2020, the Stakeholders Relationship Committee of the Company comprises Non-Executive Non-Independent Director, Mr. Arun Nanda and Non- Executive Independent Director, Mr. Ameet Hariani and Managing Director & CEO, Ms. Sangeeta Prasad. Mr. Arun Nanda is the Chairman of the Committee. Mr. Suhas Kulkarni, Chief Legal Officer & Company Secretary, is the Compliance Officer for the Committee. The role of the Committee is to attend the investors' complaints pertaining to transfers / transmission of shares, non-receipt of annual report, non-receipt of dividends/ interest, issue of new/duplicate certificates, general meetings, review of measures for effective exercise of voting rights, review of adherence to the service standards in respect of various services being rendered by the Registrar & Share Transfer Agent, review of the various measures and initiatives for reducing the quantum of unclaimed dividends and timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company and any other related matter. Mr. Arun Nanda attended the Annual General Meeting of the Company held on 26th July, 2019. During the year, the Committee met once on 21st October, 2019 and all members attended the meeting.

Status of Investors Complaints received during the period 1st April, 2019 to 31st March, 2020:

1	Number of complaints received from the investors comprising non-receipt of dividend, non-receipt of shares lodged for transfer, non-receipt of Annual Report, etc.	63
2	Number of complaints resolved	63
3	Complaints pending as at 31st March, 2020	0

Nomination and Remuneration Committee

As on 31st March, 2020, the Nomination and Remuneration Committee of the Company comprises two Independent Directors, Mr. Bharat Shah and Ms. Amrita Chowdhury and two Non-Executive Non-Independent Directors, Mr. Arun Nanda and Dr. Anish Shah. Mr. Bharat Shah is the Chairman of the Committee. During the year, Mr. Shailesh Haribhakti ceased to be a member of the Committee consequent to his resignation as an Independent Director of the Company effective 26th July, 2019. The Board at its meeting held on 12th September, 2019, appointed Ms. Amrita Chowdhury, a non-executive Independent Director as a member of the Committee with effect from even date.

During the year, the Committee met five times on the following dates: 22nd April, 2019; 26th July, 2019; 21st October, 2019, 7th February, 2020 and 17th February, 2020. Mr. Bharat Shah, the Chairman of the Committee, was present at the Annual General Meeting of the Company held on 26th July, 2019.

The details of attendance at the NRC meetings held during the year are as under:

Name of the Members	Category	No. of NRC Meetings held and attended during the respective tenure of members	
Mr. Bharat Shah	Non- Executive Independent	5	4
Mr. Shailesh Haribhakti	Non- Executive Independent	2*	2
Ms. Amrita Chowdhury	Non- Executive Independent	3**	3
Mr. Arun Nanda	Non-Executive Non-Independent	5	5
Dr. Anish Shah	Non-Executive Non-Independent	5	3

* Resigned as Director w.e.f. 26th July, 2019.

** Appointed as Additional Director in the category of Independent Director w.e.f. 13th August, 2019 and as a member of the Committee w.e.f. 12th September, 2019.

The role of the Committee, inter-alia, includes:

- 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 the Company from time to time;
- To formulate and administer the Employee Stock Option Scheme ("the Scheme");
- To formulate 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, Key Managerial Personnel 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;
- Devising a policy on Board Diversity;
- To specify the manner for effective evaluation of performance of Board, its committees and individual directors and review its implementation and compliance;
- To attend to such other matters and functions as may be prescribed from time to time.

Corporate Social Responsibility Committee

As on 31st March, 2020, the Committee comprises Non-Executive Non-Independent Director Mr. Arun Nanda, Independent Director, Ms. Amrita Chowdhury and the Managing Director & CEO, Ms. Sangeeta Prasad. Mr. Arun Nanda is the Chairman of the Committee. During the year, Mr. Shailesh Haribhakti ceased to be a member of the Committee consequent to his resignation as an Independent Director of the Company effective 26th July, 2019. The Board at its meeting held on 12th September, 2019 appointed Ms. Amrita Chowdhury, a Non-Executive Independent Director as a member of the Committee effective 12th September, 2019.

During the year under review, the Committee met twice on 22nd April, 2019 and 21st October, 2019. All members attended both the meetings.

Loans & Investment Committee

As on 31st March, 2020, the Loans & Investment Committee of the Board of the Company comprises two Non-Executive Non-Independent Directors, Mr. Arun Nanda and Dr. Anish Shah and Non-Executive Independent Director, Mr. Ameet Hariani. Mr. Arun Nanda is the Chairman of the Committee. The Committee's objective is to finalise within the parameters set by the Board, the terms on which the borrowings/ investments would be made by the Company from time to time.

Share Transfer and Allotment Committee

As on 31st March, 2020, the Committee comprises two Non-Executive Non-Independent Directors, Mr. Arun Nanda and Dr. Anish Shah and the Managing Director & CEO, Ms. Sangeeta Prasad.

The role of the Committee, inter-alia, covers the following:

- to issue duplicate share certificates in lieu of original certificates, which are lost or misplaced against an Indemnity Bond;
- to issue duplicate share certificates in lieu of original certificates, which are lost or misplaced against an Indemnity Bond without insisting on an advertisement or notification being published in the newspaper / Maharashtra Government Gazette, if the face value of shares involved is not more than ₹ 10,000 and the market value is not more than ₹ 5,00,000;
- to approve in physical mode transfers in excess of 5,000 equity shares per transfer;
- to approve transmission in physical mode of equity shares of a market value exceeding ₹ 5,00,000;
- to allot equity shares arising out of exercise of Stock Options pursuant to the Employee Stock Option Scheme - 2006 (ESOS- 2006) and Employee Stock Option Scheme - 2012 (ESOS - 2012), or any other Employee Stock Option Scheme that may be in vogue from time to time, and allot equity shares / preference shares / securities / convertible instruments as per the terms of any other issue of shares / securities / convertible instruments as may be approved by the Board / shareholders from time to time.

During the year, the Committee has approved issue of duplicate share certificates cum transfer / transmission of shares through circular resolutions.

Committee for Investment in Residential Joint Venture / Large Format Developments

As on 31st March, 2020, the Committee for Residential Projects in Joint Ventures / Large Format Developments comprises Non-Executive Non-Independent Director, Mr. Arun Nanda, Independent Director, Mr. Bharat Shah and the Managing Director & CEO, Ms. Sangeeta Prasad. During the year, Mr. Shailesh Haribhakti ceased to be a member of the Committee consequent to his resignation as an Independent Director of the Company effective 26th July, 2019. The Board at its meeting held on 12th September, 2019 appointed Mr. Bharat Shah, Independent Director as a member of the Committee effective 12th September, 2019. The objective of the Committee is to evaluate business plans and investments in Residential projects to be undertaken in Joint Venture and in large format development. During the year, the Committee met once on 27th January, 2020 and all members attended the meeting.

Risk Management Committee

The Company already has in place a procedure to inform the Board about the risk assessment and minimization procedures. Presently, in terms of Regulation 21 of the SEBI LODR, the requirement of Risk Management Committee is not applicable to the Company. However, the Board has constituted Risk Management Committee.

As on 31st March, 2020, the Committee comprises Managing Director & CEO, Ms. Sangeeta Prasad, Chief Operating Officer and CEO-Happinest Mr. Arvind Subramanian, Chief Financial Officer, Mr. Vimal Agarwal and Mr. Suhas Kulkarni, Chief Legal Officer and Company Secretary. Ms. Sangeeta Prasad is the Chairperson of the Committee. During the year, Mr. Shailesh Haribhakti ceased to be a member of the Committee consequent to his resignation as an Independent Director of the Company effective 26th July, 2019. Further, Mr. Jayant Manmadkar, who was the Chief Financial Officer ceased to be a member consequent to his resignation with effect from 30th April, 2019. The Board at its meeting held on 12th September, 2019 appointed Mr. Vimal Agarwal, Chief Financial Officer, Mr. Arvind Subramanian, Chief Operating Officer and CEO-Happinest and Mr. Suhas Kulkarni, Chief Legal Officer and Company Secretary, as members of the Committee.

The role of the Committee is to monitor and review the risk assessment, mitigation and risk management plan for the Company from time to time.

Committee for Land Acquisition

The Board at its meeting held on 13th December, 2019 has constituted a Committee for Land Acquisition. As on 31st March, 2020, the Committee comprises Non-executive non-Independent Director Mr. Arun Nanda, Non-executive Independent Directors Mr. Bharat Shah and Mr. Ameet Hariani. Mr. Arun Nanda is the Chairman of the Committee. The role of the Committee is to evaluate and approve proposals for developing residential projects under outright purchase of land parcels, joint venture, joint development and development management for fee or any other proposal for development of residential projects. During the year, the Committee met once on 27th January, 2020 and all members attended the meeting.

9. GENERAL SHAREHOLDER INFORMATION

Twenty-first Annual General Meeting – Financial year 2019-20

Day / Date : Friday, 28 August, 2020

Time : 3:00 p.m. (IST)

Venue : Since the AGM is held through VC / OAVM, Registered office of the Company will be the deemed venue for the meeting.

Details of Annual / Extra-ordinary General Meetings held during past three years

Year	Date	Time	Venue	Special Resolutions passed
2017	18th AGM, 25th July, 2017	3:00 p.m.	Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021	Private Placement of Non-Convertible Debentures and/ or other Debt Securities upto an aggregate amount of ₹ 750 crore
2018	19th AGM, 30th July, 2018	3:00 p.m.	Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021	• Private Placement of Non-Convertible Debentures and/or other Debt Securities upto an aggregate amount of ₹ 750 crore
2019	20th AGM, 26th July, 2019	3:00 p.m.	Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021	• Appointment and Remuneration of Ms. Sangeeta Prasad as the Managing Director & Chief Executive Officer

No Extra-Ordinary General Meeting (EGM) was held during last three years and no special resolution was passed in the previous year through Postal Ballot.

Financial Year

The financial year covers the period from 1st April to 31st March.

Financial reporting for FY 2020-21 (Tentative)

For Quarter ending– 30th June, 2020	By end of July, 2020
For Half Year ending – 30th September, 2020	By end of October, 2020
For Quarter ending – 31st December, 2020	By end of January, 2021
For year ending – 31st March, 2021	By end of April, 2021

10. LISTING ON STOCK EXCHANGES

The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Listing fees have been paid to the Stock Exchanges for the period up to 31st March, 2021.

The Company's Stock Exchange Codes and address:

Name and Address of the Stock Exchanges	Type of Security / Scrip Code	International Security Identification Number (ISIN)
BSE Limited Piroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	Equity Shares: Scrip Code – 532313	INE813A01018
National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	Equity Shares: Scrip Code – MAHLIFE	INE813A01018

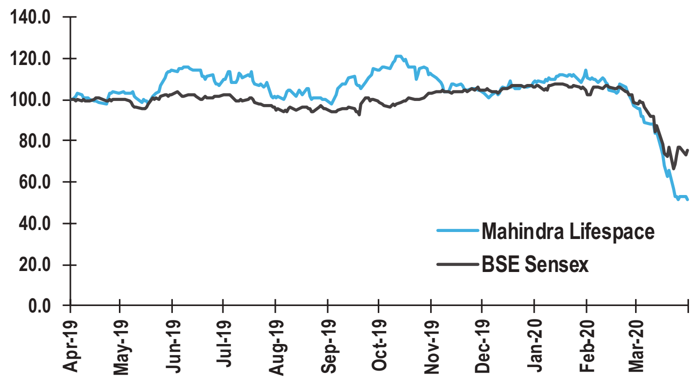
BSE and NSE – Monthly High / Low and Volumes

Year	Month	BSE			NSE		
		High (₹)	Low (₹)	Monthly Volume	High (₹)	Low (₹)	Monthly Volume
2019	April	384.95	357.80	3,99,373	384.45	357.15	20,30,486
2019	May	427.60	357.85	36,605	429.95	356.00	5,89,128
2019	June	435.00	389.25	35,324	435.30	388.40	4,55,581
2019	July	427.75	361.10	38,546	427.00	359.95	5,89,710
2019	August	404.45	359.50	33,503	405.90	358.65	4,96,090
2019	September	445.45	358.45	33,794	447.90	361.35	11,50,439
2019	October	454.15	397.50	58,194	454.80	398.60	12,25,599
2019	November	425.25	372.00	30,148	417.00	374.35	15,45,061
2019	December	405.75	364.90	2,67,791	406.70	365.10	7,55,497
2020	January	425.00	381.00	50,019	425.00	390.00	21,01,790
2020	February	428.25	355.00	56,096	429.00	355.00	11,19,592
2020	March	367.75	181.35	1,05,207	367.15	182.00	11,87,866

Performance in comparison to BSE – Sensex, NSE Nifty, BSE 500 Index and BSE Realty Index

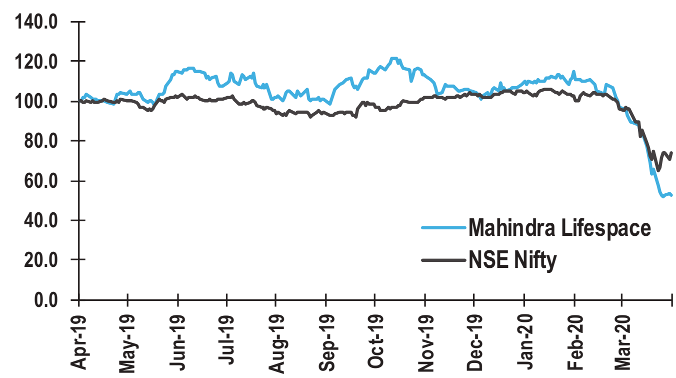
Year	Month	Closing Price on Last Trading Day of the Month				
		MLDL at BSE	BSE Sensex	Nifty 500	BSE 500	BSE Realty
2019	April	379.10	39,031.55	9,664.30	15,293.75	2,008.64
2019	May	420.70	39,714.20	9,805.05	15,517.90	2,200.74
2019	June	393.85	39,394.64	9,657.95	15,291.70	2,201.44
2019	July	372.60	37,481.12	9,044.95	14,324.12	2,067.13
2019	August	368.25	37,332.79	8,977.55	14,234.07	2,047.65
2019	September	419.95	38,667.33	9,340.90	14,810.02	1,978.01
2019	October	414.95	40,129.05	9,689.65	15,387.13	2,062.95
2019	November	384.00	40,793.81	9,813.65	15,567.67	2,166.53
2019	December	399.30	41,253.74	9,872.55	15,667.44	2,280.54
2020	January	419.55	40,723.49	9,861.45	15,649.81	2,526.17
2020	February	355.85	38,297.29	9,236.05	14,627.62	2,123.91
2020	March	190.80	29,468.49	6,996.75	11,098.23	1,353.65

Chart A: Mahindra Lifespaces' Share Performance versus BSE Sensex



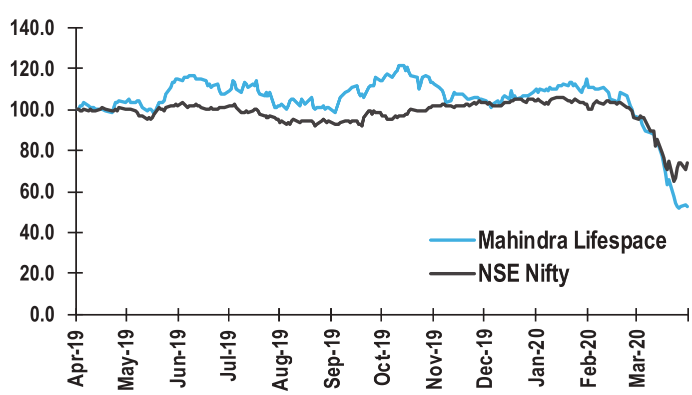
Note: Share price of Mahindra Lifespaces and BSE Sensex have been indexed to 100 on 1st April 2019

Chart B: Mahindra Lifespaces' Share Performance versus NSE NIFTY



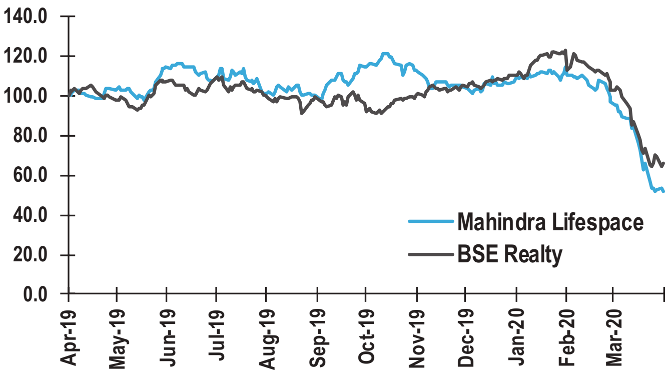
Note: Share price of Mahindra Lifespaces and NSE NIFTY have been indexed to 100 on 1st April 2019

Chart C: Mahindra Lifespaces' Share Performance versus BSE 500



Note: Share price of Mahindra Lifespaces and BSE 500 have been indexed to 100 on 1st April 2019

Chart D: Mahindra Lifespaces' Share Performance versus BSE Realty



Note: Share price of Mahindra Lifespaces and BSE Realty have been indexed to 100 on 1st April 2019

Registrar and Share Transfer Agent

KFin Technologies Private Limited
(formerly known as Karvy Fintech Private Limited)

Corporate Office:

Selenium, Tower B, Plot Nos. 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032.
Tel: 91 40-67162222
Email Id: einward.ris@kfintech.com
Website: www.kfintech.com

Investor Relation Centre:

KFin Technologies Private Limited
24 B, Rajabahadur Mansion Ground Floor,
Ambalal Doshi Marg Fort, Mumbai – 400 023
Tel: 022-66235454 / 412 / 427

Share Transfer System

Pursuant to Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, during the year, share transfer requests lodged prior to 1st April, 2019 were processed and approved within a period of fifteen days from the date of receipt of documents, provided the documents are valid and complete in all respect. Share transfer request received after 1st April, 2020 were not accepted and returned to the Shareholders. As of date of this Report, there are no pending share transfers pertaining to the financial year 2019-20.

Distribution of Shareholding as on 31st March, 2020

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
1-100	48,290	83.04	11,01,256	2.14
101-200	4,560	7.84	6,76,196	1.32
201-300	1,635	2.81	4,10,264	0.80
301-400	946	1.63	3,30,907	0.64
401-500	604	1.04	2,79,968	0.55
501-1000	1,099	1.89	7,88,408	1.54
1001-2000	505	0.87	7,04,979	1.37
2001-3000	180	0.31	4,49,970	0.88
3001-4000	64	0.11	2,24,874	0.44
4001-5000	53	0.09	2,42,021	0.47
5001-10000	92	0.16	6,56,790	1.28
10001 & above	124	0.21	4,54,95,755	88.58
Total	**58,152**	**100.00**	**5,13,61,388**	**100.00**

Shareholding Pattern

Category	As on 31st March, 2020		As on 31st March, 2019	
	No. of Equity Shares Held	% of Shareholding	No. of Equity Shares Held	% of Shareholding
Promoter's and Promoter Group	2,64,39,850	51.48	2,64,39,850	51.49
Insurance Companies, Banks and Indian Financial Institutions	21,065	0.04	35,950	0.07
UTI and Mutual Funds	51,45,536	10.02	33,56,234	6.54
FIIs / FPIs	68,88,019	13.41	81,52,530	15.88
NRIs / OCB	19,58,250	3.81	3,96,676	0.77
Bank of New York Mellon (for GDR Holders)	43,040	0.08	43,040	0.08
Domestic Companies	15,62,844	3.04	41,75,190	8.13
Trust	58,904	0.11	9,663	0.02
Resident Individuals	80,97,543	15.78	77,70,974	15.13
Alternate Investment Fund	81,813	0.16	20,000	0.04
Others – Clearing members	1,97,623	0.38	18,263	0.04
Others – HUF	6,98,847	1.36	7,74,882	1.51
Others – IEPF	1,68,054	0.33	1,55,836	0.30
Total	**5,13,61,388**	**100.00**	**5,13,49,088**	**100.00**

Dematerialisation of Shares

As of 31st March, 2020, 5,09,74,519 shares (99.25% of total paid-up equity capital) were held in electronic form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The trading in the equity shares of the Company is permitted only in dematerialized form.

Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity

As of 31st March, 2020, outstanding GDR's represent 43,040 equity shares. Since the underlying equity shares represented by GDRs have been issued and allotted in full in favour of the Depository, there are no outstanding shares to be issued and there will be no impact on the equity share capital of the Company.

In terms of the Deposit Agreement with the Depository, The Bank of New York Mellon, the Company has initiated the process for termination of 8,608 GDRs equivalent to 43,040 equity shares and the Depository is taking the necessary steps in this regard.

Credit Ratings

The Company has not issued any debt instruments which necessitates any credit rating.

However, India Ratings and Research (Ind-Ra) has affirmed Company's Long-Term Issuer ratings at 'IND AA'. The Outlook is stable. The Instrument-wise rating actions are as follows:

Particulars	Ratings
Bank Loan - fund based limits – 1250 million	IND AA/stable IND A1+
Bank Loan – non fund based limits – 500 million	IND AA/stable IND A1+
Proposed bank facilities – 750 million	Provisional IND AA/ stable provisional IND A1+

Apart from above, the Company does not have any other debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad.

Mahindra Lifespace Developers Limited – Unclaimed Suspense Account

The unclaimed / undelivered shares lying in the possession of the Company are required to be dematerialized and transferred into a "Unclaimed Suspense Account" held by the Company. The Company had sent three reminder letters to such shareholders whose share certificates returned undelivered and hence remained unclaimed, by requesting them to update correct details viz. postal addresses, PAN details, etc. registered with the Company to avoid transfer of such unclaimed shares to the "Unclaimed Suspense Account." The Company has in March, 2014 transferred 49,854 of such unclaimed shares to the "Mahindra Lifespace Developers Limited – Unclaimed Suspense Account". Any corporate benefits in terms of securities accruing on such shares viz. bonus shares, split, etc., are being and will be credited to such Demat Suspense Account. The Suspense Account is held by the Company on behalf of the allottees who are entitled for the shares and the shares held in such Suspense Account shall not be transferred in any manner whatsoever except for the purpose of allotting / delivering the shares as and when the shareholders approach the Company. The voting rights on such shares shall remain frozen till the rightful owner claims the shares. As and when the allottee approaches the Company, the Company credits the shares lying in the Suspense Account to the demat account of the allottee to the extent of the allottee's entitlement, after proper verification of the identity of the allottee.

Details of Unclaimed Suspense Account as of 31st March, 2020:

1	Aggregate number of shareholders and the outstanding shares in the suspense account as on the beginning of the year i.e. as on 1st April, 2019	Number of shareholders: 612 Outstanding shares: 13,717
2	Number of shareholders who approached the issuer for transfer of shares from suspense account during the year	No. of requests: 54 No. of shares: 659
3	Number of shareholders to whom shares were transferred from suspense account during the year*	No. of transfers from the account: 3 No. of shares: 15
4	Number of shares and the corresponding no. of shareholders whose shares were transferred from the suspense account to Investor Education and Protection Fund in terms of Investor Education & Protection fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	No. of transfers from the account: 50 No. of shares: 636
5	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Number of shareholders: 559 Outstanding shares: 13,066

*Only valid requests are considered.

Address for Correspondence:

Registered Office & Corporate Office
Mahindra Lifespace Developers Limited
CIN: L45200MH1999PLC118949
5th Floor, Mahindra Towers, Worli, Mumbai 400 018
Tel: 022- 67478600 / 67478601

Shareholders may correspond with the Company at its Registered Office and /or with the Registrars and Share Transfer Agent, **KFin Technologies Private Limited** at 24 B, Rajabahadur Mansion, Ground Floor, Ambalal Doshi Marg, Fort, Mumbai 400 023. Tel: 022-66235454 / 412 / 427 Email Id: einward.ris@kfintech.com

Compliance Officer
Mr. Suhas Kulkarni
Company Secretary
Mahindra Lifespace Developers Limited
5th Floor, Mahindra Towers,
Worli, Mumbai 400 018
Tel: 022-67478600 / 67478601
Fax: 022-24975084
E-mail: kulkarni.suhas2@mahindra.com

Company's investor email ID

investor.mldl@mahindra.com

Company's website

www.mahindralifespaces.com

11. DISCLOSURE OF ACCOUNTING TREATMENT

The standalone and consolidated financial statements for financial year 2019-20 have been prepared in accordance with the applicable Indian Accounting Standards (INDAS) and the provisions of the Companies Act, 2013 and the Rules framed thereunder.

12. RELATED PARTY TRANSACTIONS

The Company has formulated a 'Policy on materiality of and on dealing with Related Party Transactions', which has been amended, from time to time, in alignment with amendments in SEBI LODR. The policy has been uploaded on the website of the Company and is available at the link: https://www.mahindralifespaces.com/media/1322/policy-on-materiality-of-and-dealing-with-related-party-transactions.pdf

All related party transactions are entered with prior approval of the Audit Committee. During 2019-20, there were no materially significant related party transactions entered between the Company and its Promoters, Directors or Key Managerial Personnel, Senior Management, or their relatives, subsidiaries, etc. that may have potential conflict with the interests of the Company at large. Details of Related Party transactions are presented in Note No. 36 to the standalone financial statement.

13. COMPLIANCE WITH MANDATORY REQUIREMENTS

As of 31st March, 2020, the Company was fully compliant with all applicable mandatory requirements of the provisions of SEBI LODR.

14. NON-MANDATORY REQUIREMENTS

The status of compliance with non-mandatory recommendations of Part E of Schedule II of SEBI LODR is provided below:

- Non-Executive Chairman's Office: The Company at its expense partially maintains office of the Non-Executive Chairman of the Company and reimburses expenses incurred in performance of his duties.
- Shareholders' Rights: As the quarterly and half yearly, financial performance are posted on the Company's website, the same are not sent to the shareholders.
- Audit Qualifications: The Company's financial statement for 2019-20 does not contain any audit qualification.
- Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report (MDA) has been attached to the Board's Report and forms part of this Annual Report.

16. OTHER DISCLOSURES

Details of Non-compliance relating to Capital Markets during the past 3 years:

The Company has complied with all requirements of the Regulatory Authorities. No penalties / strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market since the listing of the Company's equity shares.

Compliance with the requirements of Corporate Governance Report:

The Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) mentioned in Para C of Schedule V of SEBI LODR and disclosed necessary information as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of SEBI LODR at the respective places in this report.

Code for Prevention of Insider Trading Practices

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Regulations), the Company has on 30th April, 2014 approved the "Code for Prohibition of Insider Trading and to regulate, monitor and report trading by Insiders and designated persons" and "Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)" ("these Codes") which are effective from 15th May, 2015. The Code for Prohibition of Insider Trading and to regulate, monitor and report trading by Insiders and designated persons was further modified, from time to time, to align with the amendments to the Regulations. These Codes lays down guidelines and procedures to be followed and disclosures to be made while dealing with securities of the Company and caution about the consequences of violations. These Codes have been formulated to regulate, monitor and ensure reporting of trading by the Employees and Connected Persons designated on the basis of their functional roles in the Company towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable.

Risk Assessment and Minimization

The Company has appropriate risk management systems in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. Presently, in terms of Regulation 21 of SEBI LODR, the requirement of Risk Management Committee is not applicable to the Company. However, the Board has constituted Risk Management Committee comprising MD & CEO, Chief Operating Officer, Chief Financial Officer and Chief Legal Officer & Company Secretary, for monitoring and reviewing risk assessment, mitigation and risk management plan from time to time. The Board periodically reviews implementation and monitoring of the risk management plan for the Company.

Commodity Price Risk / Foreign Exchange Risk and Hedging Activities

In compliance with the Reserve Bank of India guidelines, the Company proactively manages foreign exchange risk to protect value of exposures, if any, with an objective to manage financial statement volatility. Currently, the Company is only an importer and has in place appropriate risk hedging strategy. Foreign exchange exposures are periodically reviewed and if necessary, hedged while avoiding trading and speculative positions. The Board periodically reviews foreign exchange exposure, if any, and hedges undertaken by the Company.

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer for commodity price risks and commodity hedging activities in terms of SEBI Circular dated November 15, 2018 read with Schedule V of SEBI LODR.

Certificate from a Company Secretary in Practice

Certificate from M/s. Martinho Ferrao & Associates, Practicing Company Secretaries (Membership No.: FCS 6221) confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or from continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached herewith and marked as **Annexure 1** to this Report.

Recommendation of the Committees

During the year, the Board has accepted all recommendations made by various Committees of Board of Directors of the Company.

Consolidated Fees paid to Statutory Auditors

During the year, total fees of ₹ 145.06 Lakh was paid by the Company and its subsidiaries to M/s. Deloitte Haskins & Sells LLP, Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The number of complaints received during the year 2019-20 and their status is given below:

Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	0
Number of complaints pending as on end of the financial year	0

Material Non-Listed Subsidiary Company

The Company has formulated a "Policy for determining Material Subsidiaries". The Policy has been amended effective 1st April, 2019, to align with the amended SEBI LODR and such policy is uploaded on the Company's website and a web link for the same is: https://www.mahindralifespaces.com/wp-content/uploads/2019/04/policy-for-determining-material-subsidiaries.pdf

During the FY 2019-20, Mahindra World City (Jaipur) Limited, Mahindra Homes Private Limited, Mahindra Bloomdale Developers Limited and Mahindra World City Developers Limited were the only material non-listed subsidiary companies under Regulation 16(1)(c) of SEBI LODR read with the Company's 'Policy for determining material subsidiaries' (the Policy). Effective 1st April, 2020, Mahindra Homes Private Limited, Mahindra Bloomdale Developers Limited and Mahindra World City (Jaipur) Limited are the only 'material non-listed subsidiary companies' in terms of Regulation 16 (1)(c) of SEBI LODR read with the Company's amended 'Policy for determining material subsidiaries'.

The requirements of Regulation 24 and 24A of SEBI LODR with regard to Corporate Governance requirements for Subsidiary Companies have been complied with.

Means of Communication

During the financial year 2019-20, the quarterly, half-yearly and yearly results were published in the Economics Times (English newspaper) and Maharashtra Times (Marathi newspaper) within prescribed timelines. The Company also informs stock exchanges in a prompt manner, about all price sensitive information or such other matters which in its opinion, are material and relevant to the shareholders and subsequently issues a press release on the said matters.

Further, the Company has also been complying with the listing requirement for filing of its financial results with BSE Ltd. and National Stock Exchange of India Ltd. The Company's results, earnings call transcripts, corporate and investor presentations, news and press releases are displayed on the Company's website www.mahindralifespaces.com

Declaration on Codes of Conduct

As required by Regulation 34(3) read with Schedule V(D) of SEBI LODR, the Declaration on Codes of Conduct is given below:

To,
The Members
Mahindra Lifespace Developers Limited

I, Sangeeta Prasad, Managing Director & Chief Executive Officer of the Company declare that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Codes of Conduct for Board of Directors and Senior Management for the year ended 31st March, 2020.

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

Sangeeta Prasad
Managing Director & CEO
(DIN: 02791944)

Mumbai, 14th May, 2020

Annexure 1

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Mahindra Lifespace Developers Limited
Mahindra Towers, 5th Floor
Worli, Mumbai 400018

We have examined the relevant registers, records, forms, returns and disclosures, from the Directors of **Mahindra Lifespace Developers Limited** having CIN L45200MH1999PLC118949 and having registered office at Mahindra Towers, 5th Floor, Worli, Mumbai - 400018 (hereinafter referred to as 'the Company'), produced before us by the Company in electronic mode, for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. No physical verification of any document / record was possible due to the current nationwide lockdown owing to the outbreak of COVID-19 pandemic.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continues as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Arun Kumar Nanda	00010029	04/04/2001
2.	Ameet Pratapsinh Hariani	00087866	04/09/2017
3.	Bharat Dhirajlal Shah	00136969	01/08/2016
4.	Amrita Verma Chowdhury	02178520	13/08/2019
5.	Anish Dilip Shah	02719429	28/08/2015
6.	Sangeeta Prasad	02791944	01/10/2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR **MARTINHO FERRAO & ASSOCIATES**
COMPANY SECRETARIES

MARTINHO FERRAO
PROPRIETOR
F.C.S. No. 6221
C.P. No. 5676
UDIN: F006221B000235637

Place: Mumbai
Date: 13th May, 2020

Auditor's Certificate on Corporate Governance

To the members of
Mahindra Lifespace Developers Limited
Independent Auditor's Certificate on Corporate Governance

Independent Auditor's Certificate on Corporate Governance

1. This certificate is issued in accordance with the terms of our engagement letter dated 3rd August, 2018.

2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Mahindra Lifespace Developers Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2020, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended 31st March, 2020.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deloitte Haskins and Sells LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Ketan Vora
Partner
(Membership No. 100459)
UDIN: 20100459AAAAJU3360

Place: Mumbai

Date: 14th May, 2020

Independent Auditor's Report

To The Members of Mahindra Lifespace Developers Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Mahindra Lifespace Developers Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 39 of the standalone financial statements, which describes that the potential impact of COVID-19 pandemic on the financial statements of the Company are dependent on future developments, which remain uncertain.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Revenue Recognition of Construction Contracts** The application of the accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised at a point in time. Refer Notes 2.4.1 and 23 to the Standalone Financial Statements	**Principal audit procedures** Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: ● Evaluated the design of the internal controls relating to the measurement of revenue recognition at a point in time. ● Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. ● Selected a sample of continuing and new contracts and performed the following procedures: ● Read, analysed and identified the distinct performance obligations in these contracts. ● Compared these performance obligations with that identified and recorded by the Company. ● Verified the progress towards satisfaction of performance obligations used to compute recorded revenue with contractual obligations, necessary approvals pertaining to the completion of the project, third-party certifications and the collectability of an amount of consideration. ● Performed project wise analytical procedures for reasonableness of revenues.
2	**Carrying values of Inventories (Construction work in Progress and Stock in Trade)** There is a risk that the valuation of inventory may be misstated as it involves the determination of net realizable value (NRV) and estimated total construction cost of completion of each of the projects which is an area of judgement. Refer Notes 2.17 and 11 to the Standalone Financial Statements	**Principal audit procedures** We assessed the Company's process for the valuation of inventories. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: ● Evaluated the design of the internal controls relating to the valuation of inventories. ● Tested the operating effectiveness of controls for the review of estimates involved for the expected cost of completion of projects including construction cost incurred, construction budgets and net realizable value. We carried out a combination of procedures involving enquiry and observation, and inspection of evidence in respect of operation of these controls. Additionally we carried out site visits for a number of projects in the year. Selected a sample of project specific inventories and performed the procedures around: ● Construction costs incurred for the project specific inventories by tracing to the supporting documents, estimated total construction cost to be incurred for completing the construction of the project and corroborated the same with the reports from external supervising engineers, where applicable. Obtained the company's assessment of NRV for the project specific inventories. ● Observed the detailed project reviews to support the estimates and challenged the judgements underlying those reviews with senior operational and financial management. We focused on the significant judgements adopted by the Company, we critically assessed the forecast costs to complete. ● The expected net amounts to be realized from the sale of inventories in the ordinary course of business by critically evaluating the estimates used by the Company for NRV of such inventory.

3	**Recoverability of Company's investment in a Joint venture Company:** The Company annually carries out an impairment assessment of investments in Joint Venture companies to determine whether the investments are impaired in respect of the Company's investments in its joint venture companies. There is a risk that the company's investment in a joint venture entity is not recoverable and should be impaired. The impairment of Company's investment in unquoted equity instruments of a joint venture company is considered to be a risk area due to the size of the balances as well as the inherent uncertainty involved in forecasting and discounting future cash flows, which are the basis of the assessment of recoverability of the investment, this is one of the key judgement areas for our audit. Refer Notes 2.20.4 and 8 to the Standalone Financial Statements	**Principal audit procedures** We assessed the Company's process with regard to testing the investments for impairment. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: ● Evaluated the design of the internal controls relating to testing the investments for impairment. ● Tested the operating effectiveness of controls for the review of assumptions and estimates used in evaluation of inputs for the purpose of fair valuation. We carried out a combination of procedures involving enquiry and observation, and inspection of evidence in respect of operation of these controls. We performed the following procedures: ● Understood the methodology applied by the Company in performing its impairment test for the investment at cost. ● Compared the Company's assumption with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rate. ● Challenged the assumptions used by the Company in the calculation of the discount rate, including comparisons with external data sources and by involving internal valuation specialist to assist us in evaluating the valuation methodology used by the Company, as well as the discount rate assumption applied data sources. ● Assessed the appropriateness of the forecast cash flows within the budgeted period based on the understanding of the business and sector experience. ● Performed sensitivity analysis, including a reasonably possible reduction in assumed growth rates and margins to identify areas on which to focus our procedures

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, Management Discussion and Analysis Report, Corporate Governance Report and Business Responsibility Report, but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and the reports.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins and Sells LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Ketan Vora
Partner
(Membership No. 100459)
(UDIN: 20100459AAAAJS9169)

Place : Mumbai
Date : 14th May, 2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Mahindra Lifespace Developers Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins and Sells LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Ketan Vora
Partner
(Membership No. 100459)
(UDIN: 20100459AAAAJS9169)

Place : Mumbai
Date : 14^{th} May, 2020

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Mahindra Lifespace Developers Limited of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets (Property, Plant and Equipment).

(b) The fixed assets (Property, Plant and Equipment) were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets (Property, Plant and Equipment) at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) With respect to immovable properties of acquired land and buildings, according to the information and explanations given to us and the records examined by us and based on the examination of the court orders approving schemes of arrangements provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date. According to the information and explanation given to us, the Company does not have any other land or building other than administrative block and project facilities, temporarily constructed at the project sites and capitalised as Building.

(ii) In our opinion and according to the information and explanations given to us, having regard to the nature of inventory, the physical verification by way of verification of title deeds, site visits by the Management and certification of extent of work completion by competent persons, are at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) According to the information and explanations given to us, the Company has granted unsecured loans to companies covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:

(a) The terms and conditions of the grant of such loans are, in our opinion, *prima facie,* not prejudicial to the Company's interest.

(b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.

(c) There is no overdue amount remaining outstanding as at the year-end.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposits during the year and the provisions of sections 73 to 76 of the Act are not applicable and hence reporting under clause 3 (v) of the Order is also not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie,* the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Goods and Service Tax, Sales Tax, Service Tax, Customs Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities. The provisions of Employees' State Insurance and Excise Duty are not applicable to the operations of the Company.

(b) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Goods and Service Tax, Sales Tax, Service Tax, Customs Duty, Value Added Tax, cess and other material statutory dues in arrears as at 31st March, 2020 for a period of more than six months from the date they became payable.

(c) There are no dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax which have not been deposited as on 31st March, 2020 on account of disputes except as given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (₹ in lakh)
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	AY 2006-2007	240.23
		Commissioner of Income tax (Appeals)	AY 2007-2008	453.63
			AY 2011-2012	10.55
Finance Act, 1994	Service Tax	Appellate Authority- up to Commissioners/ Revisional authorities level	FY 2005 to 2010*	71.72
			FY 2010	339.72
			FY 2009 to 2014	67.70
			FY 2014 to 2016	41.54
Sales Tax and Value Added Tax Laws	Sales Tax and VAT	Appellate Authority- up to Commissioners/ Revisional authorities level	FY 2007 to 2010	2.89
			FY 2016 to 2017	51.08
		High Court	FY 2006 to 2010	276.59

*net of ₹ 5.82 lakhs paid under protest

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company has not taken any loans or borrowings from debenture holders, financial institutions and government.

(ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer/ further public offer (including debt instruments). The money raised by way of the term loans have been applied by the Company during the year for the purposes for which they were raised.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Ind AS financial statements etc. as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Deloitte Haskins and Sells LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Ketan Vora
Partner
(Membership No. 100459)
(UDIN: 20100459AAAAJS9169)

Place : Mumbai
Date : 14th May, 2020

Balance Sheet as at 31st March, 2020

(₹ in lakh)

	Note No.	As at 31st March, 2020	As at 31st March, 2019
I ASSETS			
1 NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	**449.89**	600.70
(b) Right of Use Assets	5	**514.55**	-
(c) Capital Work-in-Progress		**1,223.94**	981.32
(d) Investment Property	6	**2,094.82**	2,140.83
(e) Intangible Assets	7	**17.91**	32.18
(f) Financial Assets			
(i) Investments	8	**46,702.34**	65,067.92
(g) Deferred Tax Asset (Net)	9	**1,886.57**	1,532.90
(h) Other Non Current Assets	10	**4,113.49**	3,347.49
TOTAL NON-CURRENT ASSETS		**57,003.51**	73,703.34
2 CURRENT ASSETS			
(a) Inventories	11	**91,250.73**	99,778.51
(b) Financial Assets			
(i) Trade Receivables	12	**8,963.72**	11,287.36
(ii) Cash and Cash Equivalents	13	**7,331.34**	10,900.65
(iii) Bank balances other than (ii) above	13	**2,209.55**	10,788.35
(iv) Loans	14	**8,306.08**	5,194.96
(v) Other Financial Assets	15	**16,017.09**	19,644.12
(c) Other Current Assets	10	**8,908.49**	11,303.85
TOTAL CURRENT ASSETS		**142,987.00**	168,897.80
TOTAL ASSETS (1+2)		**199,990.51**	242,601.14
II EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	16	**5,136.14**	5,134.91
(b) Other Equity	17	**144,492.51**	169,996.34
TOTAL EQUITY		**149,628.65**	175,131.25
LIABILITIES			
2 NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Lease Liabilities		**96.17**	-
(b) Provisions	18	**272.18**	384.73
TOTAL NON-CURRENT LIABILITIES		**368.35**	384.73
3 CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	19	**11,891.55**	11,954.49
(ii) Lease Liabilities		**443.38**	
(iii) Trade Payables			
Total Outstanding Dues of Micro Enterprises and Small Enterprises	20	**153.98**	-
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	20	**9,004.49**	12,314.19
(iv) Other Financial Liabilities	21	**3,637.02**	3,527.87
(b) Other Current Liabilities	22	**22,787.03**	37,120.90
(c) Provisions	18	**696.95**	788.59
(d) Current Tax Liabilities (Net)		**1,379.11**	1,379.12
TOTAL CURRENT LIABILITIES		**49,993.51**	67,085.16
TOTAL EQUITY AND LIABILITIES (1+2+3)		**199,990.51**	242,601.14
Summary of Significant Accounting Policies	2		

The accompanying notes 1 to 45 are an integral part of these financial statements

As per our Report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

Ketan Vora
Partner
Membership No. 100459

Mumbai : 14th May, 2020

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN:00010029
Anish Shah Director - DIN:02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Suhas Kulkarni
Company Secretary

Vimal Agarwal
Chief Financial Officer

Mumbai : 14th May, 2020

Statement of Profit and Loss for the year ended 31st March, 2020

(₹ in lakh)

			Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
I	INCOME				
	(a)	Revenue from Operations	23	**43,988.47**	48,603.21
	(b)	Other Income	24	**8,080.93**	6,881.02
	TOTAL INCOME (a + b)			**52,069.40**	55,484.23
II	EXPENSES				
	(a)	Cost of Sales			
		- Cost of Projects	25	**35,064.64**	33,283.67
		- Operating Expenses	25	**563.27**	375.97
	(b)	Employee Benefits Expense	26	**7,162.01**	6,633.54
	(c)	Finance Costs	27	**183.71**	548.49
	(d)	Depreciation and Amortisation Expense	4 to 7	**725.98**	306.12
	(e)	Other Expenses	28	**7,621.43**	5,878.32
	TOTAL EXPENSES (a+b+c+d+e)			**51,321.04**	47,026.11
III	PROFIT BEFORE TAX AND EXCEPTIONAL ITEM (I - II)			**748.36**	8,458.12
IV	EXCEPTIONAL ITEM		8	**(23,731.31)**	-
V	(LOSS)/PROFIT BEFORE TAX (III - IV)			**(22,982.95)**	8,458.12
VI	TAX (CREDIT)/EXPENSE				
	(a)	Current tax	29 (a)	**-**	-
	(b)	Deferred tax	29 (a)	**(382.44)**	2,598.67
	TOTAL TAX (CREDIT)/EXPENSE (a+b)			**(382.44)**	2,598.67
VII	(LOSS)/PROFIT AFTER TAX (V - VI)			**(22,600.51)**	5,859.45
VIII	OTHER COMPREHENSIVE INCOME/(LOSS)				
	Items that will not be reclassified to profit or loss				
		(a) Remeasurements of the defined benefit plans		**114.30**	(118.38)
		(b) Income tax relating to Items that will not be reclassified to profit or loss	29 (b)	**(28.77)**	41.37
	TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR (a+b)			**85.53**	(77.01)
IX	TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR (VII + VIII)			**(22,514.98)**	5,782.44
X	EARNINGS PER EQUITY SHARE (face value of ₹ 10/- each) (₹)				
	(a)	Basic	30	**(44.01)**	11.41
	(b)	Diluted	30	**(43.90)**	11.39
Summary of Significant Accounting Policies			2		

The accompanying notes 1 to 45 are an integral part of these financial statements

As per our Report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

Ketan Vora
Partner
Membership No. 100459

Mumbai : 14th May, 2020

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN:00010029
Anish Shah Director - DIN:02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Suhas Kulkarni
Company Secretary

Vimal Agarwal
Chief Financial Officer

Mumbai : 14th May, 2020

Statement of Cash Flows for the year ended 31st March, 2020

(₹ in lakh)

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
A. Cash flows from operating activities:		
Profit before exceptional item and tax	**748.36**	8,458.12
Adjustments for:		
Finance Costs	**183.71**	548.49
Interest Income	**(1,293.08)**	(3,674.43)
Dividend Income	**(3,085.00)**	(2,229.25)
Loss/(Gain) on disposal of Property Plant & Equipment	**3.35**	(19.85)
Provision for diminition in value of investment	**230.77**	-
Reversal of diminution in value of Investment	**(1,800.00)**	-
Profit on sale of current investments	**-**	(67.57)
Depreciation and Amortisation Expense	**725.98**	306.12
Net gain arising on financial assets measured at fair value through profit or loss	**(1,157.99)**	(167.75)
Expense Recognised in respect of equity-settled-share-based-payments	**66.40**	62.84
Operating (Loss)/Profit before working capital changes	**(5,377.50)**	3,216.72
Changes in:		
Decrease in trade and other receivables	**5,050.37**	2,555.12
Decrease in inventories	**9,517.15**	16,990.79
Decrease in trade and other payables	**(17,427.54)**	(4,559.76)
Cash (used in)/generated from operations	**(8,237.52)**	18,202.87
Income taxes paid	**(766.99)**	(2,192.86)
Net cash (used in)/generated from operating activities	**(9,004.51)**	16,010.01
B. Cash flows from investing activities		
Payments to acquire financial assets	**-**	(43,139.51)
Proceeds from sale of financial assets	**-**	64,298.73
Bank deposits (net)	**8,437.89**	(5,932.38)
Changes in earmarked balances and margin accounts with banks	**140.91**	75.14
Interest received	**4,921.33**	733.22
Dividend received from Joint Ventures/Subsidiaries	**3,085.00**	2,090.50
Other dividend received	**-**	138.75
Inter-corporate Deposit Given	**(7,366.85)**	(1,332.30)
Inter-corporate Deposit Realised	**3,925.49**	6,408.15
Payment to acquire Property, Plant and Equipment and Other Intangible Assets	**(341.90)**	(315.77)
Proceeds from disposal of property, plant and equipment	**39.95**	53.22
Purchase of investment in subsidiaries and Joint Ventures	**(2,638.36)**	(400.00)
Payment to acquire other non-current Investments	**-**	(500.00)
Net cash generated from investing activities	**10,203.46**	22,177.75

(₹ in lakh)

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
C. Cash flows from financing activities		
Proceeds from issue of Equity shares of the Company	**1.17**	1.75
Proceeds from borrowings	**56,775.62**	22,469.50
Repayment of borrowings	**(56,838.56)**	(47,320.00)
Dividend Paid (including tax thereon)	**(3,087.33)**	(3,232.19)
Interest paid	**(1,127.16)**	(2,803.53)
Payment of lease liability	**(492.00)**	-
Net cash (used in) financing activities	**(4,768.26)**	(30,884.47)
Net (decrease)/increase in cash and cash equivalents	**(3,569.31)**	7,303.29
Cash and cash equivalents at the beginning of the year	**10,900.65**	3,597.36
Cash and cash equivalents at the end of the year	**7,331.34**	10,900.65

Summary of significant accounting policies (Refer Note 2)

The accompanying notes 1 to 45 are an integral part of these financial statements

Change in Liability arising from financing activities

(₹ in lakh)

Particulars	As at 1 April, 2019	Cashflow	As at 31 March, 2020
Borrowings (Refer Note 19)	11,954.49	(62.94)	**11,891.55**

Notes:

(a) The above Cash Flow Statement has been prepared under the “indirect method” as set out in ‘Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows’.

(b) Also refer note no. 13 - Cash and Bank Balances

As per our Report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm’s Registration Number:- 117366W/W-100018

Ketan Vora
Partner
Membership No. 100459

Mumbai : 14th May, 2020

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN:00010029
Anish Shah Director - DIN:02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Suhas Kulkarni
Company Secretary

Vimal Agarwal
Chief Financial Officer

Mumbai : 14th May, 2020

Statement of changes in Equity for the year ended 31st March, 2020

A. Equity share capital

(₹ in lakh)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
Balance at the Beginning of the year		**5,134.91**	5,132.81
Add: Stock options allotted during the year	16	**1.23**	2.10
Balance at the end of the year		**5,136.14**	5,134.91

B. Other Equity

(₹ in lakh)

	Share Application money pending allotment	Securities Premium	General Reserve	Other Reserves#	Retained Earnings	Total
As at 31st March, 2018	0.53	96,857.78	7,299.49	16,254.51	55,018.39	175,430.70
Profit for the year	-	-	-	-	5,859.45	5,859.45
Other Comprehensive Income / (Loss) net of taxes*	-	-	-	-	(77.01)	(77.01)
Total Comprehensive Income for the year	-	-	-	-	5,782.44	5,782.44
Dividend paid on Equity Shares	-	-	-	-	(3,080.02)	(3,080.02)
Dividend Distribution Tax	-	-	-	-	(162.81)	(162.81)
Allotment of Shares to Employees	(0.53)	76.99	-	(76.99)	-	(0.53)
Transfers to retained earnings	-	-	-	-	8,375.00	8,375.00
Transfers from Reserves	-	-	-	(8,375.00)	-	(8,375.00)
Adjustment relating to cumulative effect of applying IND AS 115 - Revenue from Contracts with Customers	-	-	-	-	(7,958.14)	(7,958.14)
Exercise of employee stock options	0.18	-	-	-	-	0.18
Arising on share based payment	-	-	-	(15.48)	-	(15.48)
As at 31st March, 2019	0.18	96,934.77	7,299.49	7,787.04	57,974.86	169,996.34
Loss for the year	-	-	-	-	(22,600.51)	(22,600.51)
Other Comprehensive Income / (Loss) net of taxes*	-	-	-	-	85.53	85.53
Total Comprehensive Loss for the year	-	-	-	-	(22,514.98)	(22,514.98)
Dividend paid on Equity Shares	-	-	-	-	(3,081.14)	(3,081.14)
Dividend Distribution Tax	-	-	-	-	-	-
Allotment of Shares to Employees	(0.18)	50.72	-	(50.72)	-	(0.18)
Exercise of employee stock options	0.12	-	-	-	-	0.12
Arising on share based payment	-	-	-	92.35	-	92.35
As at 31st March, 2020	0.12	96,985.49	7,299.49	7,828.67	32,378.74	144,492.51

* Remeasurement gains/ (losses) net of taxes on defined benefit plans during the year is recognised as part of retained earnings.

B. Other Equity (Cont…)

#Other Reserves

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
(I) Debenture Redemption Reserve :		
Balance as at the beginning of the year	-	8,375.00
Less :		
Transfer to Retained Earnings in Statement of Profit and Loss	-	(8,375.00)
Balance as at the end of the year	-	-
(II) Capital Redemption Reserve :		
Balance as at the beginning and at the end of the year	7,353.58	7,353.58
(III) Share Options Outstanding Account		
Balance as at the beginning of the year	433.46	525.93
Add/(Less):		
Arising on share based payment	41.63	(92.47)
Balance as at the end of the year	475.09	433.46
Total	7,828.67	7,787.04

Summary of Significant Accounting Policies (Refer note 2)

The accompanying notes 1 to 45 are an integral part of these financial statements

As per our Report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

Ketan Vora
Partner
Membership No. 100459

Mumbai : 14th May, 2020

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN:00010029
Anish Shah Director - DIN:02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Suhas Kulkarni
Company Secretary

Vimal Agarwal
Chief Financial Officer

Mumbai : 14th May, 2020

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2020

1. General Information

Mahindra Lifespace Developers Limited ('the Company') is a limited company incorporated in India. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). Its parent and ultimate holding company is Mahindra & Mahindra Limited.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report. The Company along with its subsidiary companies is engaged in the development of residential projects and large formats developments such as integrated cities and industrial clusters.

2. Significant Accounting Policies

2.1 Statement of compliance and basis of preparation and presentation

The Standalone Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Companies Act, 2013 (the 'Act') and other relevant provision of the act. The aforesaid financial statements have been approved by the Company's Board of Directors and authorised for issue in the meeting held on 14th May, 2020.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use

2.2 Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.3 Measurement of Fair Values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these standalone financial statements is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share based Payments and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 – Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 : Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 : Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2.4 Revenue from Contracts with Customers

2.4.1 Revenue from Projects

i. The Company develops and sells residential and commercial properties. Revenue from contracts is recognised when control over the property has been transferred to the customer. An enforceable right to payment does not arise until the development of the property is completed. Therefore, revenue is recognised at a point in time i.e. Completed contract method of accounting as per IND AS 115 when (a) the seller has transferred to the buyer all significant risks and rewards of ownership and the seller retains no effective control of the real estate to a degree usually associated with ownership, (b) The seller has effectively handed over possession of the real estate unit to the buyer forming part of the transaction; (c) No significant uncertainty exists regarding the amount of consideration that will be derived from real estate sales; and (d) It is not unreasonable to expect ultimate collection of revenue from buyers. The revenue is measured at the transaction price agreed under the contract.

ii. The Company invoices the customers for construction contracts based on achieving performance-related milestones.

iii. For certain contracts involving the sale of property under development, the Company offers deferred payment schemes to its customers. The Company adjusts the transaction price for the effects of the significant financing component.

iv. Costs to obtain contracts ("Contract costs") relate to fees paid for obtaining property sales contracts. Such costs are recognised as assets when incurred and amortised upon recognition of revenue from the related property sale contract.

v. Contract assets is the Company's right to consideration in exchange for goods or services that the Company has transferred to a customer when that right is conditioned on something other than the passage of time

2.4.2 Revenue from Sale of land and other rights

Revenue from Sale of land and other rights is generally a single performance obligation and the Company has determined that this is satisfied at the point in time when control transfers as per the terms of the contract entered into with the buyers, which generally are with the firmity of the sale contracts / agreements.

2.4.3 Revenue from Project Management fees and Rental Income

Revenue from Project Management Fees and Rental Income are recognized on accrual basis as per the terms and conditions of relevant agreements.

2.4.4 Dividend and interest income

Dividend income from investment in mutual funds is recognised when the unit holder's right to receive payment has been established

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.5 Current versus non-current classification

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Based on the nature of activity carried out by the company and the period between the 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 & liabilities.

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

— Expected to be realised or intended to be sold or consumed in normal operating cycle

— Held primarily for the purpose of trading

— Expected to be realised within twelve months after the reporting period, or

— Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

— It is expected to be settled in normal operating cycle

— It is held primarily for the purpose of trading

— It is due to be settled within twelve months after the reporting period, or

— There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Borrowings are classified as current if they are due to be settled within 12 months after the reporting period.

2.6 Leasing

With effect from 01st April 2019, the Company has applied Ind AS 116 using the modified prospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17. The impact of change in accounting policies is disclosed in Note no 33.

2.6.1 The Company as a Lessor

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as expense on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature. The Company did not need to make any adjustments to the accounting for assets held as a lessor as a result of adopting the new leasing standard

2.6.2 The Company as a Lessee

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term and a corresponding lease liability at the lease commencement date i.e. the date at which the leased asset is available for use by the Company. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

2.7 Foreign exchange transactions and translation

Transactions in foreign currencies i.e. other than the Company’s functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

2.8 Employee Benefits

2.8.1 Defined contribution plans

The Company's contribution paid/payable during the year to Superannuation Fund and Provident fund is recognised in profit or loss.

2.8.2 Defined benefit plan

The liability or assets recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of the plan assets. The defined benefit obligation is calculated by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows with reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in the employee benefit expenses in the Statement of Profit and Loss.

2.8.3 Remeasurement gains/losses

Remeasurement of defined benefit plans, comprising of actuarial gains or losses, return on plan assets excluding interest income are recognised immediately in balance sheet with corresponding debit or credit to other comprehensive income. They are included in Retained Earnings in the Statement of Changes in Equity and in the Balance Sheet. Remeasurements are not reclassified to profit or loss in subsequent period.

Remeasurement gains or losses on long term compensated absences that are classified as other long term benefits are recognised in profit or loss.

2.8.4 Short-term and other long-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of expected future payments to be made in respect of services provided by employees up the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Statement of Profit and Loss.

2.8.5 Employee Stock Option Scheme

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

At the end of each reporting period the Company revises its estimate of the No. of equity instruments expected to vest. The impact of revision of the original estimate, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate with the corresponding adjustments to the equity settled.

2.9 Cash and Cash Equivalents

Cash and cash equivalent in the Balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

2.10 Earnings per share

The Company reports basic and diluted earnings per share in accordance with Ind AS - 33 on 'Earnings per Share'. Basic earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all diluted potential equity shares except where the results are anti- dilutive.

2.11 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.12 Income Taxes

Income Tax expense represents the sum of tax currently payable and deferred tax

2.12.1 Current tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year. The Company's current tax is calculated using tax rate that has been enacted or substantially enacted by the end of the reporting period.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

2.12.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.12.3 Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.13 Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Furniture & Fixtures and Office equipment's are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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.

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.

Fixed Assets held for disposal are valued at estimated net realizable value.

2.14 Intangible Assets

2.14.1 Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

2.14.2 Derecognition of Intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in profit or loss when the asset is derecognised.

2.14.3 Useful lives of Intangible assets

Estimated useful lives of the intangible assets are as follows:

Computer Software	5 years

2.15 Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

Investment property includes freehold/leasehold land and building. Depreciation on investment property has been provided on pro-rata basis, on the straight-line method as per the useful life of such property. Buildings are depreciated over the period of 60 years considering this period as the useful life for the Company.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

2.16 Impairment of tangible and intangible asset other than Goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount, which is the higher of the value in use or fair value less cost to sell, of the asset or cash generating unit, as the case may be, is estimated and the impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.17 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.

2.18 Dividend Distribution

Dividends paid (including income tax thereon) is recognized in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

2.19 Provisions and contingent liabilities

2.19.1 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions and contingent liabilities are reviewed at each Balance Sheet date.

2.19.2 Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

2.19.3 Contingent liabilities

Contingent liability is disclosed in case of:

a) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and

b) a present obligation arising from past events, when no reliable estimate is possible.

2.20 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.20.1 Classification and subsequent measurement

2.20.1.1 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as - measured at:

— Amortised cost; or

— Fair Value through Other Comprehensive Income (FVTOCI) - debt investment; or

— Fair Value through Other Comprehensive Income (FVTOCI) - equity investment; or

— Fair Value Through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

All financial assets not classified as measured at amortised cost or FVTOCI are measured at FVTPL.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain and loss on derecognition is recognised in profit or loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Debt investment at FVTOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in Other Comprehensive Income (OCI). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVTOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for medium or long term strategic purpose.

Equity investments that are not designated as measured at FVTOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in profit or loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

2.20.1.2 Financial liabilities and equity instruments

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of directly attributable transaction costs.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

2.20.2 Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

2.20.3 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.20.4 Impairment of financial assets

The Company applies the expected credit loss (ECL) model for recognising impairment loss on financial assets. With respect to trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVTOCI, the loss allowance is recognised in OCI and is not reduced from the carrying amount of the financial asset in the balance sheet.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

2.20.5 Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and/or payable is recognised in profit or loss.

3. Use of estimates and judgements

In the application of the Company's accounting policies, which are described in note 2, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

In the process of applying the Company's accounting policies, management has made the following judgements based on estimates and assumptions, which have the significant effect on the amounts recognised in the financial statements:

A. Useful lives of property, plant and equipment, Investment Property and Intangible Asset

The Company reviews the useful life of property, plant and equipment, Investment Property and Intangible Asset at the end of each reporting period. This re-assessment may result in change in depreciation expense in future periods.

B. Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

C. Actuarial Valuation

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

D. Taxes

Deferred tax assets are recognised for temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

E. Determination of the timing of revenue recognition on the sale of completed and under development property

The Company has evaluated and generally concluded that the recognition of revenue over the period of time criteria are not met owing to non-enforceable right to payment for performance completed to date and, therefore, recognises revenue at a point in time. The Company has further evaluated and concluded that based on the analysis of the rights and obligations under the terms of the contracts relating to the sale of property, the revenue is to be recognised at a point in time when control transfers which coincides with receipt of Occupation Certificate.

F. Determination of performance obligations

With respect to the sale of property, the Company has evaluated and concluded that the goods and services transferred in each contract constitute a single performance obligation. In particular, the promised goods and services in contracts for the sale of property is to undertake development of property and obtaining the Occupation Certificate. Generally, the Company is responsible for all these goods and services and the overall management of the project. Although these goods and services are capable of being distinct, the Company accounts for them as a single performance obligation because they are not distinct in the context of the contract.

G. Impairment of investments

The Company assesses impairment of investments in subsidiaries, associates and joint ventures which are recorded at cost. At the time when there are any indications that such investments have suffered a loss, if any, is recognised in the statement of Profit and Loss. The recoverable amount requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate

H. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

4 - Property, Plant and Equipment

(₹ in lakh)

Description of Assets	Building	Leasehold Improvements	Office Equipments	Furniture and Fixtures	Vehicles	Computers	Total
I. Gross Carrying Amount							
Balance as at 1st April, 2019	477.02	588.63	228.82	106.77	421.54	548.71	2,371.49
Additions during the year	-	24.26	2.20	17.77	38.90	16.49	99.62
Deductions/Adjustments during the year	-	-	(33.01)	(18.33)	(230.46)	(23.33)	(305.13)
Balance as at 31st March, 2020	**477.02**	**612.89**	**198.01**	**106.21**	**229.98**	**541.87**	**2,165.98**
II. Accumulated depreciation and impairment							
Balance as at 1st April, 2019	394.40	366.01	203.00	71.87	259.17	476.34	1,770.79
Depreciation expense for the year	17.79	77.32	10.78	9.53	50.02	41.69	207.13
Deductions/Adjustments during the year	-	-	(32.00)	(16.58)	(189.93)	(23.32)	(261.83)
Balance as at 31st March, 2020	**412.19**	**443.33**	**181.78**	**64.82**	**119.26**	**494.71**	**1,716.09**
III. Net carrying amount (I-II)	**64.83**	**169.56**	**16.23**	**41.39**	**110.72**	**47.16**	**449.89**

Description of Assets	Building	Leasehold Improvements	Office Equipments	Furniture and Fixtures	Vehicles	Computers	Total
I. Gross Carrying Amount							
Balance as at 1st April, 2018	475.44	542.27	220.26	105.23	468.73	639.92	2,451.85
Additions during the year	39.19	46.36	12.25	2.24	128.57	52.88	281.49
Deductions/Adjustments during the year	(37.61)	-	(3.69)	(0.70)	(175.76)	(144.09)	(361.85)
Balance as at 31st March, 2019	**477.02**	**588.63**	**228.82**	**106.77**	**421.54**	**548.71**	**2,371.49**
II. Accumulated depreciation and impairment							
Balance as at 1st April, 2018	380.14	311.18	193.10	63.53	339.46	566.14	1,853.55
Depreciation expense for the year	51.87	54.83	13.53	9.04	62.25	54.20	245.72
Deductions/Adjustments during the year	(37.61)	-	(3.63)	(0.70)	(142.54)	(144.00)	(328.48)
Balance as at 31st March, 2019	**394.40**	**366.01**	**203.00**	**71.87**	**259.17**	**476.34**	**1,770.79**
III. Net carrying amount (I-II)	**82.62**	**222.62**	**25.82**	**34.90**	**162.37**	**72.37**	**600.70**

5 - Right of Use Assets

(₹ in lakh)

Description of Assets	Buildings
I. Gross Carrying Amount	
As at 1st April, 2019 (refer note no. 33)	973.12
Balance as at 31st March, 2020	**973.12**
II. Accumulated depreciation	
Depreciation expense for the year	458.57
Balance as at 31st March, 2020	**458.57**
III. Net carrying amount (I-II)	**514.55**

6 - Investment Property

(₹ in lakh)

Description of Assets	Land	Buildings	Total
I. Gross Carrying Amount			
Balance as at 1st April, 2019	1,766.17	1,189.01	2,955.18
Balance as at 31st March, 2020	**1,766.17**	**1,189.01**	**2,955.18**
II. Accumulated depreciation and impairment			
Balance as at 1st April, 2019	-	814.35	814.35
Depreciation expense for the year	-	46.01	46.01
Balance as at 31st March, 2020	**-**	**860.36**	**860.36**
III. Net carrying amount (I-II)	**1,766.17**	**328.65**	**2,094.82**

Description of Assets	Land	Buildings	Total
I. Gross Carrying Amount			
Balance as at 1st April, 2018	1,766.17	1,189.01	2,955.18
Balance as at 31st March, 2019	**1,766.17**	**1,189.01**	**2,955.18**
II. Accumulated depreciation and impairment			
Balance as at 1st April, 2018	-	768.31	768.31
Depreciation expense for the year	-	46.04	46.04
Balance as at 31st March, 2019	**-**	**814.35**	**814.35**
III. Net carrying amount (I-II)	**1,766.17**	**374.66**	**2,140.83**

Fair value disclosure on Company's investment properties

The Company's investment property consist of a commercial property constructed on land taken on perpetual lease in India, Mahindra Towers at Delhi. Management determined that the investment properties consist of two classes of assets – office and retail – based on the nature, characteristics and risks of each property.

Details of the investment properties and information about the fair value hierarchy:

Particulars	Mahindra Towers, Delhi #		
	Land	Buildings	Total
Opening balance as at 1st April, 2018	**14,139.17**	**1,133.82**	**15,272.99**
Fair value difference	141.72	(29.84)	111.88
Closing balance as at 31st March, 2019	**14,280.89**	**1,103.98**	**15,384.87**
Fair value difference	(1,760.89)	(33.98)	(1,794.87)
Closing balance as at 31st March, 2020	**12,520.00**	**1,070.00**	**13,590.00**

The fair values of the Mahindra Towers at Delhi have been arrived at on the basis of a valuation carried out by the independent valuers of Anarock Property Consultant Pvt. Ltd., not related to the Company who are registered with the authority which governs the valuers in India and have appropriate qualifications and experience in the valuation of properties in the relevant locations. The Fair value was determined using the market comparable approach based on recent market prices without any significant adjustments being made to the market observable data.

Information regarding income and expenditure of Investment property:

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Rental income derived from investment properties (included in 'Revenue from Operations')	**1,151.81**	1,437.09
Direct operating expenses (including repairs and maintenance) that generate rental income	**308.61**	277.87

7 - Intangible Assets

(₹ in lakh)

Description of Assets	Computer Software
I. Gross Carrying Amount	
Balance as at 1st April, 2019	361.00
Additions during the year	-
Balance as at 31st March, 2020	**361.00**
II. Accumulated depreciation and impairment	
Balance as at 1st April, 2019	328.82
Amortisation expense for the year	14.27
Balance as at 31st March, 2020	**343.09**
III. Net carrying amount (I-II)	**17.91**

Description of Assets	Computer Software
I. Gross Carrying Amount	
Balance as at 1st April, 2018	361.00
Additions during the year	-
Balance as at 31st March, 2019	**361.00**
II. Accumulated depreciation and impairment	
Balance as at 1st April, 2018	314.46
Amortisation expense for the year	14.36
Balance as at 31st March, 2019	**328.82**
III. Net carrying amount (I-II)	**32.18**

8 - Investments

(₹ in lakh)

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Face Value	QTY	Amounts* Non Current	Face Value	QTY	Amounts* Non Current
A. COST						
Unquoted Investments (all fully paid)						
Investments in Equity Instruments - of Subsidiaries						
Mahindra Infrastructure Developers Limited	10	18,000,000	1,800.00	10	18,000,000	1,800.00
Mahindra World City (Maharashtra) Limited	10	1,170,400	117.04	10	1,170,400	117.04
Mahindra Integrated Township Limited	10	37,000,000	3,700.00	10	37,000,000	3,700.00
Knowledge Township Limited	10	21,000,000	2,372.94	10	21,000,000	2,372.94
Industrial Township (Maharashtra) Limited	10	5,000,000	500.00	10	5,000,000	500.00
Mahindra Bloomdale Developers Limited (Earlier known as Mahindra Bebanco Developers Limited w.e.f. 29th May, 2018)	10	50,000	403.50	10	50,000	403.50
Anthurium Developers Limited	10	50,000	5.00	10	50,000	5.00
Deepmangal Developers Private Limited	10	177	284.61	10	177	284.61
- of Joint Ventures						
Mahindra World City (Jaipur) Limited	10	111,000,000	11,115.43	10	111,000,000	11,115.43
Mahindra Happinest Developers Limited	10	51,000	5.10	10	51,000	5.10
Mahindra Industrial Park Private Limited (Earlier known as Industrial Cluster Private Limited)	10	50,000	5.00	10	50,000	5.00
Mahindra World City Developers Limited	10	17,799,999	3,889.43	10	17,799,999	3,889.43
Mahindra Homes Private Limited						
Class A Equity Shares	10	616,879	61.69	10	616,879	61.69
Class C Equity Shares (Refer note 'a' below)	10	64,423	32,054.04	10	389	0.04
- of Associate						
Mahindra Knowledge Park (Mohali) Limited	10	6	0.00	10	6	0.00
TOTAL INVESTMENTS CARRIED AT COST [A]			56,313.78			24,259.78
B. AMORTISED COST						
Unquoted Investments (all Fully Paid)						
Investments in Preference Shares						
- of Subsidiaries						
Moonshine Construction Pvt Limited (7.00% Non-Cumulative Redeemable Participating Preference Shares)	10	5,000	0.50	10	5,000	0.50
Mahindra World City Maharashtra Limited (8.50% Non convertible Preference Shares)	10	175,000	17.50	10	175,000	17.50
- of Joint Ventures						
Mahindra Homes Private Limited (Series A 0.01% Optionally Convertible Redeemable Preference Shares)	10	1	0.00	10	1	0.00
TOTAL INVESTMENTS CARRIED AT AMORTISED COST [B]			18.00			18.00

8 - Investments

(₹ in lakh)

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Face Value	QTY	Amounts* Non Current	Face Value	QTY	Amounts* Non Current
C. Designated at Fair Value Through Profit and Loss						
Unquoted Investments (all fully paid)						
Investments in Preference Shares						
- of Joint Ventures						
Mahindra Happinest Developers Limited (0.01% Optionally Convertible Redeemable Preference Shares)	10	949,661	834.00	10	308,400	276.00
- of Other Entities						
Urban Stay Technologies Private Limited (0.0001% Cumulative Compulsorily Convertible Preference Shares)	10	45,000	437.85	10	45,000	481.05
Investments in Debentures						
- of Joint Ventures						
Mahindra Industrial Park Private Limited (Earlier known as Industrial Cluster Private Limited) (11% Optionally Convertible Debentures)	100,000	7,457	8,605.00	100,000	6,382	6,389.00
Mahindra Happinest Developers Limited (15% Optionally Convertible Redeemable Debentures)	10	16,121,060	1,915.72	10	6,900,000	787.00
Mahindra Homes Private Limited (Refer note 'a' below) (14% Optionally Convertible Debentures)	-	-	-	100	32,017,000	32,111.00
- of Subsidiaries						
Knowledge Township Limited # (11.00% Optionally Convertible Debentures)	100,000	2,637	2,637.00	100,000	2,637	2,641.53
Investments in Equity Instruments						
- of Other Entities						
New Tirupur Area Development Corporation Limited	10	500,000	0.00	10	500,000	0.00
Urban Stay Technologies Private Limited	10	1,550	15.08	10	1,550	16.57
Total Aggregate Unquoted Investments			14,444.65			42,702.15
TOTAL INVESTMENTS CARRIED AT FVTPL [C]			14,444.65			42,702.15
TOTAL INVESTMENTS (A) + (B)+ (C)			70,776.43			66,979.93
Total Impairment value for investment carried at cost (D) (Refer notes 'b' and 'c' below)			(24,074.09)			(1,912.01)
TOTAL INVESTMENTS CARRYING VALUE (A) + (B) + (C) + (D)			46,702.34			65,067.92
Other disclosures						
Aggregate carrying value of unquoted investments			70,776.43			66,979.93
Aggregate amount of impairment in value of unquoted investments			(24,074.09)			(1,912.01)

*₹ 0.00 lakhs denotes amount less than ₹ 500/-

Notes:

a. During the year ended 31st March, 2020, the Company has opted to convert its investment in 3,20,17,000 Series B Optionally Convertible Debentures (OCD's) in Mahindra Homes Private Limited and has received 64,034 fully paid-up Series C Equity Shares (non-voting rights) of the face value of ₹ 10 each.

b. Mahindra Homes Private Limited (MHPL), a Joint Venture of the Company, is executing residential projects at NCR and Bengaluru. The residential project in NCR is a Joint Development with the land owner. The project saw a successful launch in 2015 in a buoyant market. The market has thereafter seen muted demand and declining prices. During the year ended 31st March, 2020, the company also saw significant cancellations of earlier bookings. The Company has evaluated the carrying value of its investment and on the basis of estimated Net Present Value of forecasted cash flows provided for an aggregate impairment loss of ₹ 23,731.31 lakh. This has been done as a matter of prudence in an uncertain market environment.

c. During the year ended 31st March, 2020, the Company has assessed its investment in subsidiaries and have considered provision of ₹ 230.77 lakhs (31st March 2019: ₹ NIL) in Industrial Township (Maharashtra) Limited, and reversal of provision of ₹ 1,800.00 lakhs (31st March 2019: ₹ NIL) for investment in Mahindra Infrastructure Developers Limited considering the performance of these Companies and their future projections, which have been included in note no. 28 - Other Expenses and note no.24 - Other Income of the statment of Profit & Loss respectively.

9 - Deferred Tax Asset (Net)

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Deferred Tax Liabilities	**873.57**	905.39
Deferred Tax Assets	**(2,760.14)**	(2,438.29)
Total	**(1,886.57)**	(1,532.90)

Deferred Tax (assets)/liabilities in relation to:

Particulars	Opening Balance as at 1st April, 2019	Recognised in Statement of Profit and Loss*	Recognised in Other Comprehensive Income	Closing Balance as at 31st March, 2020
Fiscal allowance on Property, Plant and Equipment, Investment Property and Other Intangible Assets	631.87	(235.31)	-	**396.56**
Disallowance u/s 43(B) of the Income tax Act, 1961	(191.25)	83.57	-	**(107.68)**
Provision for Employee Benefits	(279.54)	159.37	28.77	**(91.40)**
Adjustment relating to cumulative effect of applying IND AS 115 - Revenue from Contracts with Customers	(1,806.59)	1,773.43	-	**(33.16)**
Carry forward of Business Loss	(160.91)	(2,366.99)	-	**(2,527.90)**
Other Temporary differences	273.52	203.49	-	**477.01**
Total	**(1,532.90)**	**(382.44)**	**28.77**	**(1,886.57)**

* The Taxation Laws (Amendment) Ordinance 2019 has inserted section 115BAA in the Income Tax Act 1961 providing existing domestic companies with an option to pay tax at a concessional rate of 22% plus applicable surcharge and cess. The Company has adopted the option as provided under section 115BAA in the Income Tax Act, 1961 for the financial year ended 31st March 2020. The Impact of such option on adjusting the opening deferred tax asset (net) is ₹451.65 lakhs which is recognised in the Profit and Loss statement for the year ended 31st March, 2020.

Deferred Tax (assets)/liabilities in relation to:

Particulars	Opening Balance as at 1st April, 2018	Adjusted in Opening Retained Earnings	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Closing Balance as at 31st March, 2019
Fiscal allowance on Property, Plant and Equipment, Investment Property and Other Intangible Assets	573.71	-	58.16	-	**631.87**
Disallowance u/s 43(B) of the Income tax Act, 1961	(419.95)	-	228.70	-	**(191.25)**
Provision for Employee Benefits	(191.87)	-	(46.30)	(41.37)	**(279.54)**
Adjustment relating to cumulative effect of applying IND AS 115 - Revenue from Contracts with Customers	-	(4,267.01)	2,460.42	-	**(1,806.59)**
Carry forward of Business Loss	-	-	(160.91)	-	**(160.91)**
Other Temporary differences	214.92	-	58.60	-	**273.52**
Total	**176.81**	**(4,267.01)**	**2,598.67**	**(41.37)**	**(1,532.90)**

10 - Other Assets

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Non Current	**Current**	Non Current	Current
(a) Capital Advances	**251.90**	**-**	251.90	-
(b) Advances other than capital advances				
(i) Advances to related parties *	**-**	**2,000.00**	-	2,000.00
(ii) Balances with government authorities (other than income taxes)	**-**	**549.97**	-	1,503.37
(iii) Prepaid Expenses	**-**	**1,688.30**	-	727.91
(iv) Income Tax Assets (Net)	**3,861.59**	**-**	3,095.59	-
(v) Security Deposits	**-**	**1,729.00**	-	1,425.00
(vi) Other Advances #	**-**	**2,941.22**	-	5,647.57
Total	**4,113.49**	**8,908.49**	3,347.49	11,303.85

Other Advances mainly includes Advance to Employees and Project Advances given to vendors.

Advance given to employees as per the Company's policy are not considered for the purposes of disclosure under section 186(4) of the Companies Act, 2013.

*The Company had entered into an agreement to acquire a parcel of land near Thane, Maharashtra, at a consideration of ₹ 2,000.00 lakhs. While full consideration was paid, the land was not conveyed pending completion of certain formalities. The Company has incurred additonal cost of ₹ 1,530.54 lakhs towards liasoning and other related costs upto 31st March 2020, ₹ 879.00 lakhs upto 31st March 2019 which has been included in inventories as construction work in progress in note no. 11. Tahsildar (Thane) has issued an order against the registered owner alleging non-adherence of certain conditions pertaining to Bombay Tenancy and Agricultural Lands Act, 1948 and changed the land records to reflect Government of Maharashtra as the holder of the land. The Company has been legally advised that the said order and the demand thereunder is grossly erroneous and not tenable. Accordingly, the Company has filed an appeal before Sub-Divisional Officer Thane (SDO). SDO after hearing and completing the process has issued an order dated 07th February, 2019 and set aside the order passed by Tahsildar (Thane) and has also directed Tahsildar (Thane) to delete the name of Government of Maharashtra from the land records of the aforesaid land.

11 - Inventories (at lower of cost and net realisable value)

(₹ in lakh)

Particulars	**As at 31st March, 2020**	As at 31st March, 2019
(a) Raw materials	**2,006.57**	2,449.90
(b) Construction Work-in-progress*	**80,457.45**	83,501.02
(c) Stock in Trade	**8,786.71**	13,827.59
Total	**91,250.73**	99,778.51

*Construction Work-in-Progress represents materials at site and construction cost incurred for the projects.

Notes:

1. 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. The amount of inventories recognised as an expense of ₹ 35,064.64 lakhs (31st March, 2019: ₹ 33,283.67 lakhs) include 31st March, 2020: ₹ NIL (31st March, 2019: ₹ 5.34 lakhs) in respect of write down of inventory to net realisable value.
2. The Company has availed cash credit facilities and short term loans, which are secured by hypothecation of inventories.
3. The Company had purchased land parcel at Alibaug and two GAT Numbers (1755 and 1756) out of this land parcel have been attached by Income Tax department by serving order of attachment dated 31st July 2017 on one of the erstwhile land owners in lieu of recovery proceedings of tax dues of ₹ 5,988.00 lakhs payable towards Income Tax department. The Company had lodged objections to the attachment of these two GAT Numbers with Income Tax Department.

   During the year ended 31st March, 2020, based on the Order Giving Effect received from the Income Tax Department, the income tax liability has been reduced to ₹ 24.12 lakhs and the wealth tax liability has been reduced to ₹6.06 lakhs.

12 - Trade receivables

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Trade receivables		
(a) Considered good - unsecured	**8,963.72**	11,287.36
(b) Credit impaired	**141.72**	286.16
	9,105.44	11,573.52
Less: Allowance for credit losses	**(141.72)**	(286.16)
Total	**8,963.72**	11,287.36

12 a - Movement in the allowance for credit loss

Particulars	As at 31st March, 2020	As at 31st March, 2019
Balance at beginning of the year	**286.16**	360.15
Reversal during the year	**(144.44)**	(73.99)
Balance at end of the year	**141.72**	286.16

Refer Note 31 for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related financial instrument disclosures.

13 - Cash and Bank Balances

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Cash and cash equivalents		
(a) Cash on hand	**0.94**	0.47
(b) Cheques on hand	**253.80**	1,101.70
(c) Balance with Banks:		
- On current accounts*	**887.13**	4,069.71
- Fixed Deposit with original maturity Less than 3 months	**6,189.47**	5,728.77
Total Cash and cash equivalent (considered in Statement of Cash Flows)	**7,331.34**	10,900.65
Bank Balances other than Cash and cash equivalents		
(a) Balances with Banks:		
(i) Earmarked balances	**1,555.14**	1,242.05
(ii) On Margin Accounts	**27.85**	481.84
(iii) Fixed Deposits with original maturity greater than 3 months	**626.56**	9,064.46
Total Other Bank balances	**2,209.55**	10,788.35

* Includes ₹ 12.79 lakhs (31st March, 2019: ₹ 9.34 lakhs) held in AED denominated bank accounts

14 - Loans

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Loans receivables considered good - unsecured		
a) Security Deposits	**1,709.17**	2,039.87
b) Loans to related parties (refer note 36)	**6,596.91**	3,155.09
Total (a+b)	**8,306.08**	5,194.96

15 - Other financial assets

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Financial assets at amortised cost		
a) Interest Accrued	**16,017.09**	19,644.12
Total	**16,017.09**	19,644.12

16 - Equity Share Capital

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	Amount	No. of shares	Amount
Authorised:				
Equity shares of ₹ 10 each with voting rights	**115,000,000**	**11,500.00**	115,000,000	11,500.00
Unclassified shares of ₹ 10 each	**6,000,000**	**600.00**	6,000,000	600.00
Issued:				
Equity shares of ₹ 10 each with voting rights	**51,412,451**	**5,141.25**	51,400,151	5,140.02
Subscribed and Fully Paid up:				
Equity shares of ₹ 10 each with voting rights	**51,361,388**	**5,136.14**	51,349,088	5,134.91
Total	**51,361,388**	**5,136.14**	51,349,088	5,134.91

(i) Reconciliation of the number of shares and outstanding amount

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	Amount ₹ in lakh	No. of Shares	Amount ₹ in lakh
Balance at the Beginning of the year	**51,349,088**	**5,134.91**	51,328,138	5,132.81
Add: Stock options allotted during the year	**12,300**	**1.23**	20,950	2.10
Balance at the end of the year	**51,361,388**	**5,136.14**	51,349,088	5,134.91

Terms/rights attached to equity shares with voting rights

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share and carry a right to dividends. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in ensuing Annual General Meeting.

(ii) Details of shares held by the holding company and its subsidiaries:

Particulars	Equity Shares with Voting rights
As at 31st March, 2020	
Mahindra & Mahindra Ltd. the Holding Company	26,439,850
As at 31st March, 2019	
Mahindra & Mahindra Ltd. the Holding Company	26,439,850

Other than the above shares, no shares are held by any subsidiaries or associates of the holding company

(iii) Details of shares held by each shareholder holding more than 5% shares

Class of shares / Name of shareholder	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares held	% holding	Number of shares held	% holding
Equity shares with voting rights				
Mahindra & Mahindra Limited	**26,439,850**	**51.48%**	26,439,850	51.49%
ICICI Prudential Life Insurance Company Limited*	**-**	**-**	2,633,709	5.13%

*The holding of ICICI Prudential Life Insurance Company Limited has reduced below 5% during the year hence not disclosed

iv) Shares reserved for issue under options

The Company has 126,350 (Previous Year 96,850) equity shares of ₹ 10/- each reserved for issue under options [Refer Note 26].

v) The allotment of 51,063 (Previous Year 51,063) 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 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).

17 - Other equity

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
General reserve	**7,299.49**	7,299.49
Securities premium	**96,985.49**	96,934.77
Share options outstanding account	**475.09**	433.46
Retained earnings	**32,378.74**	57,974.86
Capital redemption reserve	**7,353.58**	7,353.58
Share Application money pending allotment	**0.12**	0.18
	144,492.51	169,996.34

Description of the nature and purpose of Other Equity:

General Reserve: The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. Items included under General Reserve shall not be reclassified back into the Profit and Loss.

Securities Premium : The Securities Premium is created on issue of shares at a premium.

Share Options Outstanding Account: The Share Options Outstanding Account represents reserve in respect of equity settled share options granted to the Company's employees in pursuance of the Employee Stock Option Plan.

Retained Earnings: This reserve represents cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of Companies Act, 2013.

Capital Redemption Reserve: The Capital Redemption Reserve was created against redemption of Preference Shares.

Share Application Money Pending allotment- This represents share application money received from the eligible employees upon exercise of employee stock option. The same will be transferred to equity share capital account after the allotment of shares to the applicants. The share application money pending allotment of ₹ 0.18 lakhs pertaining to previous year has been transferred to equity share capital during the year upon allotment of shares.

Details of Dividends Proposed:

(₹ in lakh)

Particulars	For the year 31st March, 2020	For the year 31st March, 2019
Dividend per Equity Share (₹)	-	6.00
Dividend on Equity Shares	-	3,080.95
Dividend Distribution Tax	-	633.41
Total Dividend including Dividend Distribution Tax	-	3,714.36

Proposed dividends on equity shares are subject to approval in annual general meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as at 31st March 2019.

18 - Provisions

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non Current	Current	Non Current
(a) Provision for employee benefits				
-Gratuity	-	67.28	-	212.14
-Leave Encashment	61.02	204.90	375.36	172.59
(b) Other Provisions				
-Defect Liabilities	635.93	-	413.23	-
Total Provisions	696.95	272.18	788.59	384.73

Details of movement in provisions for Defect Liabilities are as follows:

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Opening Balance as at	413.23	553.23
Additional provisions recognised	249.00	-
Amounts utilised during the year	(26.30)	(140.00)
Closing Balance as at	635.93	413.23

Defect Liability Provisions:

Provision for defect liability represents present value of management's best estimate of the future outflow of economic resources that will be required in respect of residential units when control over the property has been transferred to the customer, the estimated cost of which is accrued during the period of construction, upon sale of units and recognition of related revenue. Management estimates the related provision for future defect liability claims based on historical cost of rectifications and is adjusted regularly to reflect new information. The residential units are generally covered under a the defect liability period limited to 5 year from the date when control over the property has been transferred to the customer.

19 - Borrowings

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
A. Secured Borrowings at amortised cost		
(a) Loans on cash credit account from Banks	87.85	3,994.37
Total	87.85	3,994.37
B. Unsecured Borrowings at amortised cost		
(a) Loans on cash credit account from Banks	31.71	460.12
(b) Other Loans from banks	11,771.99	7,500.00
Total	11,803.70	7,960.12
Total (A+B)	11,891.55	11,954.49

Secured Borrowing

(a) The cash credit facility carrying interest rate in the range of 8.65% p.a. to 9.20% p.a.(Previous Year 8.80% p.a. to 9.20% p.a.) is secured by first charge on all existing and future current assets excluding land and immovable properties.

Unsecured Borrowings

(a) The cash credit facility is carrying interest rate in the range of 8.10% p.a. to 8.70% p.a. (Previous Year 8.20% to 8.30% p.a.)

(b) Other loans from banks include short term loan carrying interest rate in the range of 8.05% p.a. to 9.20% p.a. (Previous Year 8.05% p.a. to 8.80% p.a.)

20 - Trade Payables

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Trade payable - Micro and small enterprises*	**153.98**	-
Trade payable - Other than micro and small enterprises	**9,004.49**	12,314.19
Total	**9,158.47**	12,314.19

Trade Payables are payables in respect of the amount due on account of goods purchased or services received in the normal course of business.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

*This information has been determined to the extent such parties have been identified on the basis of intimation received from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	31st March, 2020	31st March, 2019
Dues remaining unpaid		
Principal	**153.98**	-
Interest	**-**	-
Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year		
- Principal paid beyond the appointed date	**-**	-
- Interest paid in terms of Section 16 of the MSMED Act	**-**	-
Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	**-**	-
Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	**-**	-
Amount of interest accrued and remaining unpaid	**-**	-

21 - Other Financial Liabilities

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Carried at Amortised Cost		
(a) Interest accrued	**26.59**	38.57
(b) Unclaimed dividends	**144.68**	150.87
(c) Other liabilities#	**3,465.75**	3,338.43
Total	**3,637.02**	3,527.87

Other liabilities majorly includes Trade Deposits and Society Maintenance deposits.

22 - Other Current Liabilities

(₹ in lakh)

Particulars		As at 31st March, 2020	As at 31st March, 2019
a.	Advances received from customers	**22,490.89**	36,784.55
b.	Statutory dues payable*	**296.14**	336.35
Total		**22,787.03**	37,120.90

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

23 - Revenue from Operations

(₹ in lakh)

Particulars		For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a)	Revenue from Contracts with Customers		
	(i) Revenue from Projects	**42,103.00**	44,289.86
	(ii) Project Management Fees	**733.98**	2,876.26
(b)	Income from Operation of Commercial Complexes	**1,151.49**	1,437.09
Total		**43,988.47**	48,603.21

Notes:

(1) Contract Balances

(a) Amounts received before the related performance obligation is satisfied are included in the balance sheet (Contract liability) as "Advances received from Customers" in note no. 22- Other Current Liabilities. Amounts billed for development milestone achieved but not yet paid by the customer are included in the balance sheet under trade receivables in note no. 12.

(b) During the year, the Company recognised Revenue of ₹ 24,830.49 lakhs (April 1, 2019: ₹ 14,925.36 lakhs) from opening contract liability (after Ind AS 115 adoption) of ₹ 36,784.55 lakhs (April 1, 2019 : ₹ 32,095.47 lakhs).

(c) There were no significant changes in the composition of the contract liabilities and Trade receivable during the reporting period other than on account of periodic invoicing and revenue recognition.

(d) Amounts previously recorded as contract liabilities increased due to further milestone based invoices raised during the year and decreased due to revenue recognised during the year on completion of the construction.

(e) Amounts previously recorded as Trade receivables increased due to further milestone based invoices raised during the year and decreased due to collections during the year.

(f) There are no contract assets outstanding at the end of the year.

(g) The aggregate amount of the transaction price allocated to the performance obligations that are completely or partially unsatisfied as March 31, 2020, is ₹ 57,082.93 lakhs (March 31, 2019 : ₹ 78,615.64 lakhs). Out of this, the Company expects, based on current projections, to recognize revenue of around 35% within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience with a penalty as per the agreement since, based on current assessment, the occurrence of the same is expected to be remote.

(2) Reconciliation of revenue recognised with the contracted price is as follows:

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Contracted price	**42,103.00**	44,289.86
Adjustments on account of cash discounts or early payment rebates, etc.	**-**	-
Revenue recognised as per Statement of Profit & Loss	**42,103.00**	44,289.86

(3) Contract costs

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Contract costs included in Prepaid expenses in Note no. 10- Other Assets ..	**1,079.80**	117.78

(a) The Company incurs commissions that are incremental costs of obtaining a contract with a customer. Previously, all such costs were expensed as and when incurred. Under Ind AS 115, the Company recognises the incremental costs of obtaining a contract as assets under Prepaid Expenses under note no. 10 - Other Assets and amortises it upon completion of the related property sale contract.

(b) For the year ended 31 March 2020 amortisation amounting to ₹ 563.27 lakhs (31 March 2019: ₹ 375.97 lakhs) was recognised as Brokerage cost in note no. 25 - Cost of Sales. There were no impairment loss in relation to the costs capitalised.

24 - Other Income

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a) Interest Income on:		
(1) Inter Corporate Deposits	**681.60**	440.11
(2) Bank Deposits	**611.48**	420.22
(3) Optionally Convertible Debentures	**-**	2,700.27
(4) Others*	**0.01**	113.83
(b) Dividend Income from:		
(1) Joint Ventures and Subsidiaries	**3,085.00**	2,090.50
(2) Current investment - Non Trade	**-**	138.75
(c) Gain on sale of current investments	**-**	67.57
(d) Net gain on disposal of Property, Plant and Equipment and Investment Property	**-**	19.85
(e) Net Gain arising on Financial Assets measured at Fair Value through Profit and Loss	**1,158.14**	167.75
(f) Miscellaneous Income#	**2,544.70**	722.17
Total	**8,080.93**	6,881.02

* Other Interest Income includes interest income on account of financing component involved in contracts with customers and interest charged on late payment received from customers.

Miscellaneous Income includes reversal of provision for investment in a subsidiary viz. Mahindra Infrastructure Developers Limited amounting to ₹ 1,800.00 lakhs (31st March 2019: ₹ NIL) considering the performance of the Company and its future projections.

25 - Cost of Sales

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
A. Cost of Project		
Opening Stock:		
Construction work-in-progress	**83,501.02**	60,307.94
Raw Material	**2,449.90**	2,197.52
Stock in trade	**13,827.59**	11,370.94
Sub-Total (a)	**99,778.51**	73,876.40

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Adjustment relating to cumulative effect of applying IND AS 115 - Revenue from Contracts with Customers (b)	-	42,176.69
Add: Expenses incurred during the year		
Land Cost	**8,578.08**	731.32
Architect Fees	**408.70**	198.74
Civil Electricals, Contracting, etc.	**8,014.89**	10,246.14
Interest costs allocated	**988.90**	715.90
Employee benefits expense allocated	**1,345.68**	1,743.38
Liasioning costs	**6,240.67**	2,085.90
Insurance	**54.14**	12.48
Legal & Professional Fees	**905.80**	1,275.23
Sub-Total (c)	**26,536.86**	17,009.09
Less: Closing Stock:		
Construction work-in-progress	**80,457.45**	83,501.02
Raw Material	**2,006.57**	2,449.90
Stock in trade	**8,786.71**	13,827.59
Sub-Total (d)	**91,250.73**	99,778.51
Total A (a+b+c-d)	**35,064.64**	33,283.67
B. Operating Expenses		
Brokerage	**563.27**	375.97
Total B	**563.27**	375.97
Total (A+B)	**35,627.91**	33,659.64

26 - Employee Benefits Expense

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a) Salaries and wages, including bonus	**7,695.80**	7,592.18
(b) Contribution to provident and other funds	**453.32**	384.96
(c) Share based payment expenses	**66.40**	62.84
(d) Staff welfare expenses	**292.17**	336.94
Less : Allocated to projects	**(1,345.68)**	(1,743.38)
Total	**7,162.01**	6,633.54

Share based payment

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. Options granted under ESOP 2012 vest in 4 instalments bifurcated as 20% each on the expiry of 12 months & 24 months, 30% each on the expiry of 36 months & 48 months respectively from the date of grant. The options may be exercised on any day over a period of five years from the date of vesting.

The other details of the schemes are summarised below:

Details about Vesting Conditions:

	Particulars	Number of Options	Grant Date	Expiry Date	Exercise Price	Fair value per Option at Grant Date (₹)
	ESOS 2006					
1	Series 1 Granted on 25th April 2008	678,359	25-Apr-08	25-Apr-17	₹ 428 per share	443.79
2	Series 2 Granted on 4th August 2012	10,000	4-Aug-12	4-Aug-21	₹ 325 per share	294.06
	ESOS 2012					
1	Series 3 Granted on 4th August 2012	101,000	4-Aug-12	4-Aug-21	₹ 10 per share	294.06
2	Series 4 Granted on 24th July 2013	26,500	24-Jul-13	24-Jul-22	₹ 10 per share	409.27
3	Series 5 Granted on 17th October 2014	27,000	17-Oct-14	17-Oct-23	₹ 10 per share	461.87
4	Series 6 Granted on 30th April 2015	3,000	30-Apr-15	30-Apr-24	₹ 10 per share	402.60
5	Series 7 Granted on 28th January 2016	31,000	28-Jan-16	28-Jan-25	₹ 10 per share	417.10
6	Series 8 Granted on 28th July 2016	30,000	28-Jul-16	28-Jul-25	₹ 10 per share	420.53
7	Series 9 Granted on 25th July 2017	18,500	25-Jul-17	25-Jul-26	₹ 10 per share	393.45
8	Series 10 Granted on 30th Jan 2018	2,500	30-Jan-18	30-Jan-27	₹ 10 per share	453.81
9	Series 11 Granted on 30th July 2018	19,500	30-Jul-18	30-Jul-27	₹ 10 per share	532.67
10	Series 12 Granted on 14th Feb 2019	6,000	14-Feb-19	14-Feb-28	₹ 10 per share	341.88
11	Series 13 Granted on 26th July 2019	64,500	26-Jul-19	26-Jul-28	₹ 10 per share	353.37

Movement in Share Options

	Particulars	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
		Number of Options	**Weighted average exercise price (₹)**	Number of Options	Weighted average exercise price (₹)
1	The number and weighted average exercise prices of share options outstanding at the beginning of the year;	**96,850**	**23.46**	117,000	23.46
2	Granted during the year	**64,500**	**10.00**	25,500	10.00
3	Forfeited during the year	**21,300**	**10.00**	21,900	10.00
4	Exercised during the year	**12,300**	**10.00**	20,950	10.00
5	Expired during the year	**1,400**	**10.00**	2,800	10.00
6	Outstanding at the end of the year	**126,350**	**20.32**	96,850	23.46
7	Exercisable at the end of the year	**48,300**	**42.61**	49,350	35.20

Share Options Allotted during the Year

	Particulars	Number of Options Exercised	Exercise Date	Price per Share at Exercise Date (₹)
	Equity Settled			
1	Series 3 Granted on 4th August 2012	1,200	22-Aug-19	371.75
2	Series 5 Granted on 17th October 2014	450	28-Jun-19	394.38
3	Series 5 Granted on 17th October 2014	450	25-Apr-19	381.40
4	Series 5 Granted on 17th October 2014	450	25-Apr-19	381.40
5	Series 5 Granted on 17th October 2014	750	9-Apr-19	372.73
6	Series 7 Granted on 28th January 2016	300	2-Aug-19	369.28
7	Series 7 Granted on 28th January 2016	300	2-Aug-19	369.28

Particulars		Number of Options Exercised	Exercise Date	Price per Share at Exercise Date (₹)
8	Series 7 Granted on 28th January 2016	450	2-Aug-19	369.28
9	Series 7 Granted on 28th January 2016	300	31-Jan-19	390.20
10	Series 7 Granted on 28th January 2016	450	31-Jan-19	390.20
11	Series 7 Granted on 28th January 2016	450	28-Jan-19	409.63
12	Series 7 Granted on 28th January 2016	300	15-Feb-19	374.95
13	Series 7 Granted on 28th January 2016	300	30-May-19	417.90
14	Series 7 Granted on 28th January 2016	300	30-May-19	417.90
15	Series 7 Granted on 28th January 2016	450	30-May-19	417.90
16	Series 7 Granted on 28th January 2016	750	6-Mar-19	377.88
17	Series 8 Granted on 28th July 2016	450	1-Aug-19	370.53
18	Series 8 Granted on 28th July 2016	750	30-Jul-19	366.73
19	Series 8 Granted on 28th July 2016	500	10-Jan-20	406.23
20	Series 8 Granted on 28th July 2016	500	10-Jan-20	406.23
21	Series 8 Granted on 28th July 2016	650	10-Jan-20	406.23
22	Series 9 Granted on 25th July 2017	300	18-Feb-19	373.08
23	Series 9 Granted on 25th July 2017	500	28-Aug-19	368.45
24	Series 11 Granted on 30th July 2018	500	8-Aug-19	384.15
25	Series 11 Granted on 30th July 2018	500	31-Oct-19	419.93
		12,300		

Share Options outstanding at the end of the year

The share options outstanding at the end of the year had a range of exercise prices of ₹ 10 - ₹ 325 (as at March 31, 2019: ₹ 10 - ₹ 325), and weighted average remaining contractual life of 2,317 days (as at March 31, 2019: 2,135 days).

The Fair value has been calculated using the Black Scholes option pricing model and the significant inputs used for the valuation are as follows

Particulars	4th August 2012	4th August 2012	24th July 2013	17th October 2014	30th April 2015	28th January 2016	28th July 2016
Share price per Option at grant date (₹)....	324.14	324.14	454.09	516.08	467.60	482.25	450.60
Exercise price per Option (₹)	325.00	10.00	10.00	10.00	10.00	10.00	10.00
Expected volatility....................................	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 life / Option Life.........................	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 dividends yield..........................	1.38%	1.38%	1.31%	2.28%	2.57%	2.49%	1.31%
Risk-free interest rate..............................	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%

Particulars	25th July 2017	30th January 2018	30th July 2018	14th February 2019	26th July 2019
Share price per Option at grant date (₹)..........	393.45	453.81	532.67	341.88	353.37
Exercise price per Option (₹)	10.00	10.00	10.00	10.00	10.00
Expected volatility...	27.24% - 28.90%	27.77%-28.98%	27.95%-30.52%	28.39%-30.88%	28.40%-29.58%
Expected life / Option Life...............................	3.5 - 6.5 Years	3.5 - 6.5 Years	3.5 - 6.5 Years	3.5 - 6.5 Years	3.5 - 6.5 Years
Expected dividends yield................................	1.39%	1.22%	1.05%	1.58%	1.54%
Risk-free interest rate.....................................	6.37%-6.66%	7.11% - 7.56%	7.76% - 8.01%	6.97% - 7.29%	6.25% - 6.55%

In respect of Options granted under the Employee Stock Option Plan the accounting is done as per requirements of Ind AS 102 - 'Share Based Payments' after adjusting for reversals on account of options forfeited.

The risk-free interest rate being considered for the calculation is the interest rate applicable for maturity equal to the expected life of the options based on the zero-yield curve for Government Securities

27 - Finance Costs

(₹ in lakh)

Particulars		For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a)	Interest costs :		
	Interest expense for financial liabilities at amortised cost	**1,109.01**	1,188.90
	Less: Allocated to projects	**(988.90)**	(715.90)
(b)	Interest on lease liabilities	**58.43**	-
(c)	Interest on delayed payment of income tax	**-**	55.39
(d)	Other borrowing costs*	**5.17**	20.10
Total		**183.71**	548.49

* Other borrowing costs include guarantee charges and ancillary costs incurred in connection with borrowings.

28 - Other Expenses

(₹ in lakh)

Particulars		For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a)	Power & Fuel	**90.89**	93.43
(b)	Rent, Rates & Taxes	**501.53**	478.74
(c)	Insurance	**37.18**	26.17
(d)	Repairs and maintenance	**482.89**	502.06
(e)	Advertisement, Marketing & Business Development	**2,268.45**	2,169.16
(f)	Travelling and Conveyance Expenses	**292.05**	434.04
(g)	Expenditure on Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013	**124.85**	291.21
(h)	Donations and Contributions *	**50.00**	-
(i)	Payment to Auditors #	**90.22**	61.59
(j)	Legal and other professional costs	**1,614.56**	1,054.09
(k)	Printing & Stationery	**44.79**	54.51
(l)	Miscellaneous expenses	**2,024.02**	713.32
Total		**7,621.43**	5,878.32

* Given to New Democratic Electoral trust (Incorporated as a section 8 Company under the Companies Act, 2013)

Payments to Auditors

(₹ in lakh)

Particulars		For the year ended 31st March, 2020	For the year ended 31st March, 2019
(i)	**To Statutory auditors**		
	For Audit	**47.50**	43.25
	For Other Services	**39.75**	15.34
	Reimbursement of Expenses	**1.39**	1.16
(ii)	**To Cost auditors for cost audit**	**1.58**	1.84
Total		**90.22**	61.59

29 - Tax (Credit)/Expense

(₹ in lakh)

(a) Tax (Credit)/Expense recognised in profit or loss

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Current Tax:		
In respect of current year	-	-
Deferred Tax:		
In respect of current year origination and reversal of temporary differences	(382.44)	2,598.67
Total	(382.44)	2,598.67

(b) Tax (Credit)/Expense recognised in Other Comprehensive income

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Deferred tax related to items recognised in other comprehensive income during the year:		
Remeasurements of the defined benefit plans	(28.77)	41.37
Total	(28.77)	41.37

(c) Reconciliation of estimated income tax expense at tax rate to income tax expense reported in Profit or Loss is as follows:

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(Loss)/Profit before tax	22,982.95	8,458.12
Income tax expense calculated at 25.17% (2019: 34.608%)	(5,784.81)	2,955.61
Effect of income that is exempt from taxation	(776.49)	(778.99)
Effect of expenses that is non deductible in determining taxable profit	5,783.31	207.33
Effect of tax incentives and concessions (research and development and other allowances)	-	(61.15)
Deduction under Chapter VI A	-	(24.20)
Changes in recognised deductible temporary differences	395.55	300.07
Income tax expense recognised In profit or loss	(382.44)	2,598.69

30 - Earnings per Share

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
	₹	₹
Basic Earnings per share	(44.01)	11.41
Diluted earnings per share	(43.90)	11.39

Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(Loss)/Profit for the year	(22,600.51)	5,859.45
Weighted average number of equity shares	51,356,467	51,339,730

Diluted earnings per share

The diluted earnings per share has been computed by dividing the net (Loss)/Profit after tax available for equity shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding stock options for the respective periods.

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(Loss)/Profit for the year used in the calculation of diluted earnings per share	(22,600.51)	5,859.45

The weighted average number of ordinary shares for the purpose of diluted earnings per share reconciles to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Weighted average number of equity shares used in the calculation of Basic EPS	51,356,467	51,339,730
Add: Options outstanding under Employee Stock Option Plan	119,605	89,828
Weighted average number of equity shares used in the calculation of Diluted EPS	51,476,072	51,429,558

31 - Financial Instruments

Capital management

The Company's capital management objectives are:

- safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders
- maintain an optimal capital structure to reduce the cost of capital

The Management of the Company monitors the capital structure using debt equity ratio which is determined as the proportion of total debt to total equity.

Particulars	As at 31st March, 2020 (₹ in lakh)	As at 31st March, 2019 (₹ in lakh)
Debt	12,431.10	11,954.49
Cash and bank balances	(9,540.89)	(21,689.00)
Net Debt (A)	2,890.21	(9,734.51)
Equity (B)	149,628.65	175,131.25
Net Debt to Equity Ratio (A / B)	0.02	(0.06)

Categories of financial assets and financial liabilities

The following tables shows the carrying amount of financial assets and financial liabilities by category:

As at 31st March, 2020

(₹ in lakh)

Particulars	Amortised Costs	FVTPL	Total
Non-current Assets			
Investments	32,257.69	14,444.65	46,702.34
Current Assets			
Trade Receivables	8,963.72	-	8,963.72
Cash and Bank Balances	9,540.89	-	9,540.89
Loans	8,306.08	-	8,306.08

Particulars	Amortised Costs	FVTPL	Total
Other Financial Assets			
- Non Derivative Financial Assets	**16,017.09**	**-**	**16,017.09**
Non-current Liabilities			
Other Financial Liabilities			
- Lease Liabilities	**96.17**	**-**	**96.17**
Current Liabilities			
Borrowings	**11,891.55**	**-**	**11,891.55**
Lease Liabilities	**443.38**	**-**	**443.38**
Trade Payables	**9,158.47**	**-**	**9,158.47**
Other Financial Liabilities			
- Non Derivative Financial Liabilities	**3,637.02**	**-**	**3,637.02**

As at 31st March, 2019

(₹ in lakh)

Particulars	Amortised Costs	FVTPL	Total
Non-current Assets			
Investments	**22,365.77**	**42,702.15**	**65,067.92**
Current Assets			
Trade Receivables	**11,287.36**	**-**	**11,287.36**
Cash and Bank Balances	**21,689.00**	**-**	**21,689.00**
Loans	**5,194.96**	**-**	**5,194.96**
Other Financial Assets			
- Non Derivative Financial Assets	**19,644.12**	**-**	**19,644.12**
Current Liabilities			
Borrowings	**11,954.49**	**-**	**11,954.49**
Trade Payables	**12,314.19**	**-**	**12,314.19**
Other Financial Liabilities			
- Non Derivative Financial Liabilities	**3,527.87**	**-**	**3,527.87**

Financial Risk Management Framework

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. In order to manage the aforementioned risks, the Company operates a risk management policy and a program that performs close monitoring of and responding to each risk factor.

CREDIT RISK

(i) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises from trade receivables, cash and cash equivalents & other financial assets.

Trade Receivables:

The Company's trade receivables include receivables on sale of residential flats and rent receivable. As per the Company's flat handover policy, a flat is handed over to a customer only upon payment of entire amount of consideration. The rent receivables are secured by security deposits obtained under the lease agreement. Thus, the Company is not exposed to any credit risk on receivables from sale of residential flats and rent receivables.

Cash and Cash Equivalents & Other Financial Assets

For banks and financial institutions, only high rated banks/institutions are accepted. The Company holds cash and cash equivalents with bank and financial institution counterparties, which are having highest safety ratings based on ratings published by various credit rating agencies. The Company considers that its cash and cash equivalents have low credit risk based on external credit ratings of the counterparties.

For Other Financial Assets, the Company assesses and manages credit risk based on reasonable and supportive forward looking information. Other Financial Assets are considered to be low credit risk exposure assets.

LIQUIDITY RISK

(i) Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturities of financial liabilities

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

(₹ in lakh)

Particulars	Less than 1 Year	1 Year to 3 Years	3 Years to 5 Years
As at 31st March 2020			
Non Current			
Lease Liabilities	-	96.17	-
Total Non Current	-	96.17	-
Current			
Borrowings	11,891.55	-	-
Lease Liabilities	443.38		
Trade Payables	9,158.47	-	-
Other Financial Liabilities	3,637.02	-	-
Total Current	25,130.42	-	-
As at 31st March 2019			
Current			
Borrowings	11,954.49	-	-
Trade Payables	12,314.19	-	-
Other Financial Liabilities	3,527.87	-	-
Total Current	27,796.55	-	-

MARKET RISK

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors.

Currency Risk

Foreign currency risk is the risk that the fair value or the future cash flows of an exposure will fluctuate because of changes in the foreign exchange rate. The Company undertakes transactions denominated in foreign currencies only for the purchases of the components which are required to carry out the construction activities. The Company manages its foreign currency risk by forward contracts that are expected to occur within a maximum 12 month from the entering of a contract.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.The Company manages its interest rate risk by having a balanced portfolio of fixed and floating rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Increase / decrease in basis points	Currency	**As at March 31, 2020 Effect on loss before tax (₹ In Lakhs)**	As at March 31, 2019 Effect on profit before tax (₹ In Lakhs)
+100	₹	**(118.92)**	(119.54)
-100	₹	**118.92**	119.54

32 - Fair Value Measurement

Fair Valuation Techiques and Inputs used - Recurring Items

(₹ in lakh)

Financial assets measured at Fair value	Fair value as at		Fair value hierarchy	Valuation Technique(s)	Applicable for Level 2 and Level 3 hierarchy Key input(s)
	31st March, 2020	**31st March, 2019**			
Financial assets					
Investments					
1) Investment in Preference Shares - unquoted	**1,271.85**	757.05	Level 3	Income Approach - Discounted Cash Flow / Comparable Companies Method / Multiple Approach and Price of Recent Transaction	For Discounted Cash Flow -Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions. For Comparable Companies Method-In this approach the fair value is derived based on revenue multiple of comparable companies. For Market Multiple Appraoch - this approach the fair value is derived based on market multiples like PE multiple, Enterprise value (EV) multiple, Revenue multiple etc.
2) Investment in Equity Shares - unquoted	**15.08**	16.57	Level 3	Comparable Companies Method/ Market Multiple Approach and Price of Recent Transaction	For Comparable Companies Method- In this approach the fair value is derived based on revenue multiple of comparable companies. For Market Multiple Appraoch - this approach the fair value is derived based on market multiples like PE multiple, Enterprise value (EV) multiple, Revenue multiple etc."
3) Investment in Optionally Convertible Debentures	**13,157.71**	41,928.53	Level 3	Income Approach - Discounted Cash Flow	For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions.
Total financial assets	**14,444.64**	42,702.15			

Significant unobservable inputs used in level 3 fair value measurements

(₹ in lakh)

Financial assets measured at Fair value	Fair value as at 31st March, 2020	Fair value as at 31st March, 2019	Fair value hierarchy	Significant unobservable inputs	Relationship of unobservable inputs to fair value and sensitivity
1) Investment in Preference Share - unquoted	**1,271.85**	757.05	Level 3	Interest Rates to discount future cash flow, Financial Projections/Market multiples used by benchmarking for valuation	Any change (increase/ decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation/ Increase in multiple will result in increase in valuation
2) Investment in Equity Share - unquoted	**15.08**	16.57	Level 3	Market multiples used by benchmarking for valuation	Increase in multiple will result in increase in valuation
3) Investment in Optionally Convertible Debentures...........	**13,157.71**	41,928.53	Level 3	Interest Rates to discount future cash flow, Financial Projections	Any change (increase/ decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation

Financial Instrument not measured using Fair Value i.e. measured using amortized cost

The carrying value of Other financial assets / liabilities represent reasonable estimate of fair value.

There were no transfers between Level 1 and Level 2 during the year.

Reconciliation of Level 3 fair value measurements of financial instruments measured at fair value

Particulars	Investment in Preference Shares - unquoted	Investment in Equity Shares - unquoted	Investment in Optionally Convertible Debentures	Total
Year Ended 31st March 2020				
Opening Balance of Fair Value.......................................	**757.05**	**16.57**	**41,928.53**	**42,702.15**
Total incomes/gains or (losses) recognised :				
-In Profit or Loss	**(126.46)**	**(1.49)**	**1,286.09**	**1,158.14**
Fair value of purchases made during the year	**641.26**		**1,997.10**	**2,638.36**
Conversion of Optionally Convertible Redeemable Debenture to Equity Share (Refer note. 8a)....................			**(32,054.00)**	**(32,054.00)**
Closing balance of fair value.......................................	**1,271.85**	**15.08**	**13,157.72**	**14,444.65**
Year Ended 31st March 2019				
Opening Balance of Fair Value.......................................	308.40	-	41,726.00	42,034.40
Total incomes/gains or (losses) recognised :				
-In Profit or Loss	(34.78)	-	202.53	167.75
Fair value of purchases made during the year	483.43	16.57	-	500.00
Closing balance of fair value.......................................	757.05	16.57	41,928.53	42,702.15

33 - Changes in Accounting Policies

A Transition to Ind AS 116

Ministry of corporate Affairs has notified Ind AS 116 “” Leases”” which is effective from 01st April, 2019. Pursuant to this, the company has applied this standard to all lease contracts existing on 01st April, 2019 using the retrospective approach with the cumulative effect at the date of initial application. On that date, the Company recognised a lease liability measured at the present value of the remaining lease payments using the lessee’s incremental borrowing rate as at 01st April, 2019 and corresponding Right of Use (ROU) asset measured at an amount equivalent to lease liability. Therefore, there is no effect of adopting Ind AS 116 on retained earnings as at 01st April, 2019, with no restatement of comparative information. The new accounting policy is disclosed in note no. 2.6.Thus, on transition, the adoption of the new standard resulted in recognition of ‘Right of Use’ asset and a lease liability of ₹ of ₹ 973.12 lakhs

In view of this, the operating lease rent which was hitherto accounted under ‘Other expenses’ in previous years has now been accounted as depreciation and finance costs. Accordingly the Loss for the year ended 31st March, 2020 is higher by ₹ 25.01 lakhs (net). To this extent, the performance of the current year is not comparable with previous year’s financial staements. The financial statements of year ended 31st March, 2020 results in an increase of ₹ 458.58 lakhs in depreciation for the right of use assets and increase of ₹ 58.43 lakhs in finance costs on lease liability and decrease in operating lease rent cost of ₹ 492.00 lakhs

The Statement of Assets and Liabilities for year ended 31st March, 2020 results in an increase of ₹ 515.55 Lakhs, and ₹539.55 Lakhs in Right of use assets and Lease Liabilities respectively.

B Transition date reconciliation required by para C12(b) of Ind AS 116

Particulars	For the year ended 31st March, 2020
Operating lease commitments disclosure as per Ind AS 17 as of March 31, 2019	**165.20**
Weighted average incremental borrowing rate	**8.20%**
A. Present value as on April 1, 2019 using incremental borrowing rate	**155.68**
B. Extension options reasonably certain to be exercised	**817.44**
Total lease liabilities on transition date (April 1, 2019) (A + B)	**973.12**

C As lessee

The Company has entered into operating lease arrangements for Worli and Andheri Office. The lease is non-cancellable for a period of 1 - 2 years and may be renewed based on mutual agreement between the parties. The leases have varying terms, escatation clauses and renewal rights. From 1 April 2019, the Company has recognised right of use assets for these leases, except for short term leases.

Undiscounted Cash Flow of Lease liabilities	**For the year ended 31st March, 2020**
Less than one year	**497.47**
One to Three years	**65.90**
Three to five years	**-**
More than five years	**-**
Total undiscounted lease liabilities at Balance sheet date	**563.37**

Future minimum lease commitments of non cancellable lease	For the year ended 31st March, 2019
not later than one year	102.87
later than one year and not later than five years	62.33
later than five years	-
Total future minimum lease commitments of non cancellable lease	165.20

Cash outflow for leases for the year ended March 31, 2020 is ₹ 492 lakhs

Expense of ₹ 81.32 lacs relating to leases of low-value assets for the year ended March 31, 2020 is inlcuded in “Rent, Rates & Taxes” of Note 28 “Other Expenses”

34 - Segment information

The reportable segments of the Company are 'Projects, Project Management and Development' and 'Operating of Commercial Complexes'.

The segments are largely organised and managed separately according to the organisation structure that is designed based on the nature of business. Operating segments are reported in a manner consistent with the internal reporting provided to the Managing Director regarded as the Chief Operating Decision Maker ("CODM").

Description of each of the reportable segments for all periods presented, is as under:

i) Projects, Project Management & Development: This Segment of the business includes income from sale of residential units across projects, project management and development in India.

ii) Operating of Commercial Complexes: This Segment of the business includes rental income from commercial properties at New Delhi

The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit as the performance indicator for all of the operating segments. The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the financial statements. Segment profit represents the profit before interest and tax.

Information regarding the Company's reportable segments is presented below:

(₹ in lakh)

Particulars	31st March, 2020			31st March, 2019		
	Projects, Project Management & Development	**Operating of Commercial Complexes**	**Total**	Projects, Project Management & Development	Operating of Commercial Complexes	Total
Revenue						
External customers	**42,836.98**	**1,151.49**	**43,988.47**	47,166.12	1,437.09	48,603.21
Total revenue	**42,836.98**	**1,151.49**	**43,988.47**	47,166.12	1,437.09	48,603.21
Results						
Segment Results	**5,614.07**	**843.17**	**6,457.24**	12,297.85	1,159.27	13,457.12
Less:-						
-Unallocated Interest (Finance Cost)	**-**	**-**	**183.71**	-	-	548.49
-Unallocated corporate expense net of unallocated income (includes exceptional Item - refer note no. 8)	**-**	**-**	**29,256.48**	-	-	4,450.51
(Loss)/Profit before tax	**-**	**-**	**(22,982.95)**	-	-	8,458.12
Tax (credit)/Expense	**-**	**-**	**(382.44)**	-	-	2,598.67
(Loss)/Profit after tax	**-**	**-**	**(22,600.51)**	-	-	5,859.45
Segment Assets & Liabilities						
Segment Assets	**151,397.94**	**3,552.57**	**154,950.51**	180,559.98	2,727.35	183,287.33
Unallocated corporate assets			**45,040.00**			59,313.81
Total Assets			**199,990.51**			242,601.14
Segment Liabilities	**41,213.58**	**580.40**	**41,793.98**	62,027.13	557.17	62,584.30
Unallocated corporate liabilities			**8,567.88**			4,885.59
Total Liabilities			**50,361.86**			67,469.89
Other Information						
Depreciation and Amortisation Expense	**12.13**	**46.01**	**58.14**	56.96	46.04	103.00
Capital Expenditure	**341.90**	**-**	**341.90**	264.15	-	264.15

Revenue from type of products and services

The operating segments are primarily based on nature of products and services and hence the Revenue from external customers of each segment is representative of revenue based on products and services.

Geographical Information

The Company operates in one reportable geographical segment i.e. "Within India". Hence, no separate geographical segment wise disclosure is applicable as per the requirements of Ind AS 108 Operating Segments.

Information about major customers

During the year ended 31st March, 2020 and 2019 respectively, revenues from transactions with a single external customer did not amount to 10 percent or more of the Company's revenues from external customers.

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year as well as previous year.

35 - Employee benefits

(a) Defined Contribution Plan

The Company's contribution to Provident Fund and Superannuation Fund aggregating ₹ 330.06 lakhs (31st March, 2019 : ₹ 316.41 lakhs) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

(b) Defined Benefit Plans:

Gratuity

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

Investment risk

The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk

The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

	As at	
	31-Mar-20	31-Mar-19
Discount rate(s)	**5.68%**	6.94%
Expected rate(s) of salary increase	**5.00%**	12.00%
Attrition Rate	**0 to 42: 16%**	0 to 5: 5% 5 to 42: 22%
Mortality	**IALM (2006-08) ULT.**	IALM (2006-08) ULT.

Defined benefit plans – as per actuarial valuation on 31st March, 2020

(₹ in lakh)

Particulars	Funded Plan Gratuity	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:		
Service Cost		
Current Service Cost	**115.48**	71.64
Past service cost and (gains)/losses from settlements	**-**	-
Net interest expense	**7.78**	10.38
Components of defined benefit costs recognised in profit or loss	**123.26**	82.02
Remeasurement on the net defined benefit liability		
Return on plan assets (excluding amount included in net interest expense)	**(0.28)**	15.95
Actuarial (gains)/loss arising from demographic assumptions	**(29.76)**	(7.15)
Actuarial (gains)/loss arising from changes in financial assumptions	**(80.94)**	87.59
Actuarial (gains)/loss arising from experience adjustments	**(3.32)**	21.98
Components of defined benefit costs recognised in other comprehensive income	**(114.30)**	118.37
Total	**8.96**	200.39
I. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March, 2020		
1. Present value of defined benefit obligation as at 31st March, 2020	**331.97**	458.59
2. Fair value of plan assets as at 31st March, 2020	**264.69**	246.45
3. Surplus/(Deficit)	**(67.28)**	(212.14)
4. Current portion of the above	**-**	-
5. Non current portion of the above	**(67.28)**	(212.14)
II. Movements in the present value of the defined benefit obligation are as follows.		
1. Present value of defined benefit obligation at the beginning of the year	**458.58**	361.01
2. Less: Transfer out liability for employees transferred to group companies Transfer	**(84.48)**	-
3. Expenses Recognised in Profit and Loss Account		
- Current Service Cost	**115.47**	71.64
- Past Service Cost	**-**	-
- Interest Cost	**25.73**	26.79
4. Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Demographic Assumptions	**(29.76)**	(7.15)
ii. Financial Assumptions	**(80.94)**	87.59
iii. Experience Adjustments	**(3.32)**	21.98
5. Benefit payments	**(69.31)**	(103.28)
6. Present value of defined benefit obligation at the end of the year	**331.97**	458.58

Particulars	Funded Plan Gratuity	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
III. Movements in the fair value of plan assets are as follows.		
1. Fair value of plan assets at the beginning of the year	**246.45**	182.61
2. Interest Income - Actual Return on Plan Assets	**18.24**	13.95
3. Contributions by employer (including benefit payments recoverable)	**-**	49.89
4. Fair value of plan assets at the end of the year	**264.69**	246.45
IV. The fair value of the plan assets at the end of the reporting period for each category, are as follows:		
- Issuer Managed funds (Non quoted value)	**264.69**	246.45

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ in lakh)

Principal assumption		Changes in assumption (%)	Impact on defined benefit obligation	
			Increase in assumption	Decrease in assumption
Discount rate	**2020**	**1.00%**	**316.56**	**348.94**
	2019	1.00%	438.64	480.44
Salary growth rate	**2020**	**1.00%**	**345.77**	**318.86**
	2019	1.00%	474.42	443.50

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.

The Company expects to contribute ₹ 61.01 lakhs (31st March, 2019 ₹ 91.04 Lakhs) to the gratuity trusts during the next financial year.

Maturity profile of defined benefit obligation:

	31st March, 2020	31st March, 2019
Within 1 year	**61.01**	91.04
1 - 2 year	**40.99**	56.11
2 - 3 year	**38.46**	56.65
3 - 4 year	**41.91**	56.21
4 - 5 year	**36.00**	55.72
5 - 10 years	**137.64**	208.39

Major Category of plan assets for Gratuity Fund is as follows:

	31st March, 2020	31st March, 2019
Asset category:		
Deposits with Insurance companies	**100%**	100%
	100%	100%

The weighted average age considered for defined benefit obligation as at 31st March 2020 is 36.24 years (31st March, 2019: 35.93 years)

36 - Related Party Disclosures

(a) Related Parties where control exists

(i) Holding Company

Mahindra & Mahindra Limited

(ii) Subsidiaries

Mahindra Infrastructure Developers Limited

Mahindra Residential Developers Limited

Mahindra World City (Maharashtra) Limited

Mahindra Integrated Township Limited

Knowledge Township Limited

Rathna Bhoomi Enterprises Private Limited

Industrial Township (Maharashtra) Limited

Anthurium Developers Limited

Deepmangal Developers Private Limited

Mahindra Water Utilities Limited

Moonshine Construction Private Limited

Mahindra Bloomdale Developers Limited

(b) Other Parties with whom Transactions have taken place during the year

(i) Joint Ventures

Mahindra World City Developers Limited

Mahindra Homes Private Limited

Mahindra Happinest Developers Limited

Mahindra Industrial Park Chennai Limited

Mahindra World City (Jaipur) Limited

Mahindra Industrial Park Private Limited

(ii) Fellow Subsidiaries

EPC Industries Limited

Mahindra Integrated Business Solutions Private Limited

Mahindra & Mahindra Contech Limited

Mahindra Holidays & Resorts India Limited

NBS International Limited

Mahindra Logistics Ltd

Mahindra Retail Limited

Mahindra Defence Systems Limited

Mahindra MSTC Recycling Private Limited

Mahindra First Choice Wheels Limited

Mahindra Intertrade Limited

(iii) Associate of Holding Company

Tech Mahindra Limited

(iv) Key Management Personnel

Mrs Sangeeta Prasad - Managing Director & CEO (from 1st October, 2018)

Ms Anita Arjundas - Managing Director & CEO (upto 30th September, 2018)

Mr. Bharat Shah - Independent Director

Ms. Amrita Chowdhury - Independent Director (Appointed on 13th August, 2019)

Mr. Arun Kumar Nanda - Non Executive Chairman

Mr. Shailesh Haribhakti - Independent Director (Resigned on 26th July, 2019).

Mr. Ameet Hariani - Independent Director

Dr. Anish Shah - Non Independent Director

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(₹ in lakh)

Particulars	Holding Company		Subsidiary Companies		Joint Ventures		Key Management Personnel		Other Related Parties	
	Year ended March 31, 2020	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019
Rendering of services										
Mahindra & Mahindra Limited	**1,144.53**	1,399.55	**-**	-	**-**	-	**-**	-	**-**	-
Mahindra Infrastructure Developers Limited	**-**	-	**0.97**	0.97	**-**	-	**-**	-	**-**	-
Mahindra Residential Developers Limited	**-**	-	**20.05**	145.37	**-**	-	**-**	-	**-**	-
Knowledge Township Limited	**-**	-	**0.90**	0.70	**-**	-	**-**	-	**-**	-
Mahindra Integrated Township Limited	**-**	-	**103.42**	536.78	**-**	-	**-**	-	**-**	-
Industrial Township (Maharashtra) Limited	**-**	-	**0.28**	0.15	**-**	-	**-**	-	**-**	-
Mahindra Homes Private Limited	**-**	-	**-**	-	**139.75**	1,213.88	**-**	-	**-**	-
Mahindra Happinest Developers Limited	**-**	-	**-**	-	**334.54**	813.71	**-**	-	**-**	-
Mahindra Industrial Park Private Limited	**-**	-	**-**	-	**68.00**	92.80	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**-**	-	**126.72**	113.74	**-**	-	**-**	-
Receiving of Services										
Mahindra & Mahindra Limited	**410.09**	649.68	**-**	-	**-**	-	**-**	-	**-**	-
Mahindra Retail Limited	**-**	-	**-**	-	**-**	-	**-**	-	**1.29**	-
Mahindra Defence Systems Limited	**-**	-	**-**	-	**-**	-	**-**	-	**2.25**	-
EPC Industries Limited	**-**	-	**-**	-	**-**	-	**-**	-	**-**	2.85
Mahindra Intertrade Limited	**-**	-	**-**	-	**-**	-	**-**	-	**-**	1.95
Mahindra Integrated Business Solutions Private Limited	**-**	-	**-**	-	**-**	-	**-**	-	**156.24**	111.10
Mahindra Holidays & Resorts India Limited	**-**	-	**-**	-	**-**	-	**-**	-	**14.33**	13.48
NBS International Ltd	**-**	-	**-**	-	**-**	-	**-**	-	**1.27**	1.44
Reimbursement made to parties										
Mahindra & Mahindra Limited	**449.35**	103.32	**-**	-	**-**	-	**-**	-	**-**	-
Mahindra Integrated Township Limited	**-**	-	**134.79**	1.67	**-**	-	**-**	-	**-**	-
Mahindra World City Developers Limited	**-**	-	**-**	-	**0.49**	-	**-**	-	**-**	-
Mahindra Happinest Developers Limited	**-**	-	**-**	-	**82.13**	-	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**-**	-	**0.65**	3.54	**-**	-	**-**	-
Mahindra Defence Systems Limited	**-**	-	**-**	-	**-**	-	**-**	-	**0.05**	-
Mahindra First Choice Wheels Limited	**-**	-	**-**	-	**-**	-	**-**	-	**-**	2.16
Mahindra & Mahindra Contech Limited	**-**	-	**-**	-	**-**	-	**-**	-	**7.52**	6.63
Mahindra Logistics Ltd	**-**	-	**-**	-	**-**	-	**-**	-	**-**	3.49

(₹ in lakh)

Particulars	Holding Company		Subsidiary Companies		Joint Ventures		Key Management Personnel		Other Related Parties	
	Year ended March 31, 2020	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019
Reimbursement received from parties										
Mahindra & Mahindra Limited	**3.08**	0.43	-	-	-	-	-	-	-	-
Mahindra MSTC Recycling Private Limited	-	-	-	-	-	-	-	-	**1.47**	-
Mahindra Industrial Park Private Limited	-	-	-	-	**1.58**	1.58	-	-	-	-
Mahindra World City Developers Limited	-	-	-	-	**26.79**	20.55	-	-	-	-
Mahindra World City (Jaipur) Limited	-	-	-	-	**50.21**	27.13	-	-	-	-
Mahindra Homes Private Limited	-	-	-	-	**37.22**	36.80	-	-	-	-
Mahindra Happinest Developers Limited	-	-	-	-	**115.51**	103.97	-	-	-	-
Mahindra Bloomdale Developers Limited	-	-	**18.00**	19.06	-	-	-	-	-	-
Mahindra Integrated Township Limited	-	-	**53.27**	21.95	-	-	-	-	-	-
Mahindra Residential Developers Limited	-	-	**36.48**	21.65	-	-	-	-	-	-
Inter-corporate Deposit Given										
Mahindra Bloomdale Developers Limited	-	-	**4,304.96**	710.00						
Mahindra World City (Maharashtra) Limited	-	-	**96.56**	5.00	-	-	-	-	-	-
Rathna Bhoomi Enterprises Private Limited			-	0.30						
Knowledge Township Limited	-	-	**72.00**	-	-	-	-	-	-	-
Deepmangal Developers Private Limited	-	-	**63.33**	10.00	-	-	-	-	-	-
Mahindra Industrial Park Private Limited	-	-	-	-	**1,755.00**	157.00	-	-	-	-
Mahindra Industrial Park Chennai Limited	-	-	-	-	-	450.00	-	-	-	-
Inter-corporate Deposit Realised	-	-	-	-	-	-	-	-	-	-
Mahindra Bloomdale Developers Limited	-	-	2,850.00	-	-	-	-	-	-	-
Mahindra World City (Jaipur) Limited	-	-	-	-	-	5,800.00	-	-	-	-
Mahindra Industrial Park Private Limited	-	-	-	-	-	157.00	-	-	-	-
Mahindra Industrial Park Chennai Limited	-	-	-	-	-	450.00	-	-	-	-
Loan Repaid										
Tech Mahindra Limited	-	-	-	-	-	-	-	-	-	2,500.00
Investment Made/Conversion										
Mahindra Bloomdale Developers Limited	-	-	-	400.00	-	-	-	-	-	-
Mahindra Happinest Developers Limited	-	-	-	-	**1,563.37**	-	-	-	-	-
Mahindra Industrial Park Private Limited	-	-	-	-	**1,075.00**	-	-	-	-	-
Mahindra Homes Private Limited (refer note 8a)	-	-	-	-	**32,054.00**	-	-	-	-	-

(₹ in lakh)

Particulars	Holding Company		Subsidiary Companies		Joint Ventures		Key Management Personnel		Other Related Parties	
	Year ended March 31, 2020	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019
Interest Income										
Mahindra World City (Maharashtra) Limited	**-**	-	**67.92**	57.91	**-**	-	**-**	-	**-**	-
Deepmangal Developers Private Limited	**-**	-	**6.70**	3.91	**-**	-	**-**	-	**-**	-
Rathna Bhoomi Enterprises Private Limited	**-**	-	**0.14**	0.13	**-**	-	**-**	-	**-**	-
Moonshine Construction Private Limited	**-**	-	**0.14**	0.14	**-**	-	**-**	-	**-**	-
Mahindra Bloomdale Developers Limited	**-**	-	**459.73**	171.83	**-**	-	**-**	-	**-**	-
Mahindra Industrial Park Private Limited	**-**	-	**-**	-	**144.83**	1.39	**-**	-	**-**	-
Mahindra Homes Private Limited	**-**	-	**-**	-	**-**	2,700.27	**-**	-	**-**	-
Knowledge Township Limited	**-**	-	**2.14**	-	**-**	-	**-**	-	**-**	-
Mahindra Industrial Park Chennai Limited	**-**	-	**-**	-	**-**	10.04	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**-**	-	**-**	138.82	**-**	-	**-**	-
Mahindra Bloomdale Developers Limited	**-**	-	**-**	-	**-**	55.95	**-**	-	**-**	-
Interest Paid										
Tech Mahindra Limited	**-**	-	**-**	-	**-**	-	**-**	-	**-**	70.38
Dividend Paid										
Mahindra & Mahindra Limited	**1,586.39**	1,586.39	**-**	-	**-**	-	**-**	-	**-**	-
Dividend Received										
Mahindra Integrated Township Limited	**-**	-	**-**	425.50	**-**	-	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**-**	-	**1,665.00**	1,665.00	**-**	-	**-**	-
Mahindra Infrastructure Developers Limited	**-**	-	**1,242.00**	-	**-**	-	**-**	-	**-**	-
Mahindra World City Developers Limited	**-**	-	**-**	-	**178.00**	-	**-**	-	**-**	-
Managerial Remuneration										
Mrs Sangeeta Prasad							**304.31**	109.16		
Ms Anita Arjundas	**-**	-	**-**	-	**-**	-	**-**	231.88	**-**	-
Shares allotted under ESOP										
Ms Anita Arjundas	**-**	-	**-**	-	**-**	-	**-**	0.18	**-**	-
Commission and other benefits to Non Executive/ Independent Directors	**-**	-	**-**	-	**-**	-	**78.20**	122.10	**-**	-

Outstanding Balances as at year end date

The following table provides the outstanding balances with related parties as on the relevant date

(₹ in lakh)

Particulars	Balance as at	Parent Company	Subsidiaries	Joint ventures	Key Management Personnel	Other related parties
Inter-corporate Deposit Given*	**31-Mar-20**	**-**	**4,841.91**	**1,755.00**	**-**	**-**
	31-Mar-19	**-**	**3,155.09**	**-**	**-**	**-**
Security Deposit Received	**31-Mar-20**	**540.08**	**-**	**-**	**-**	**-**
	31-Mar-19	**540.08**	**-**	**-**	**-**	**-**
Interest Income Receivable	**31-Mar-20**	**-**	**1,240.38**	**14,297.80**	**-**	**-**
	31-Mar-19	**-**	**2,263.12**	**16,855.96**	**-**	**-**
Receivables	**31-Mar-20**	**3,159.06**	**779.93**	**462.07**	**-**	**-**
	31-Mar-19	**2,301.41**	**8,949.04**	**1,025.37**	**-**	**1.17**
Payables	**31-Mar-20**	**949.84**	**-**	**-**	**-**	**24.53**
	31-Mar-19	**775.10**	**-**	**-**	**-**	**63.41**

* The above inter corporate deposit have been given for general business purposes including investment purposes

Note: As the liability for gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the Key Management Personnel is not ascertained separately, and therefore, not included above.

Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

Compensation of key management personnel

The previous year remuneration of key management personnel includes remuneration paid to Ms. Anita Arjundas upto 30th September 2018 and to Mrs. Sangeeta Prasad from 01st October 2018 as below:

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Salary including perquisites	**290.45**	329.24
Other contribution to funds	**13.86**	11.80
Total	**304.31**	341.04

37 - Contingent liabilities

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
(a) Claims against the Company not acknowledged as debt		
(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	**-**	93.89
(ii) Demand from local authorities for transfer fees on transfer of property, disputed by the Company	**-**	123.99
(iii) Demand from a local authority for energy dues disputed by the Company.	**2,164.04**	2,164.04
(iv) Claim from welfare association in connection with project work, disputed by the Company	**4,500.00**	4,500.00

Particulars	As at 31st March, 2020	As at 31st March, 2019
(b) Income Tax Matter 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 appropriate appellate authorities	**512.11**	377.54
(c) Indirect Tax Matters under appeal		
VAT, Service Tax and Entry Tax claims disputed by the Company relating to issues of applicability and interest on demand. The Company is pursuing the matter with the appropriate Appellate Authorities.	**791.42**	590.57

38 - Capital Commitments

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Capital Commitment : Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	**51.94**	22.19

39 - Impact of COVID-19 (Global Pandemic)

The Company is actively monitoring the impact of the global health pandemic on its financial condition, liquidity, operations, suppliers, industry, and workforce. The Company has used the principles of prudence in applying judgments, estimates and assumptions based on the current estimates. In assessing the recoverability of assets such as inventories, financial assets and other assets, based on current indicators of future economic conditions, the Company expects to recover the carrying amounts of its assets. The extent to which COVID-19 impacts the operations will depend on future developments which remain uncertain.

40 - 'Disclosure as per Regulation 34(3) read with Para A of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and section 186(4) of Companies Act, 2013

Loans and advances in the nature of loans given to subsidiaries, joint ventures, firms / companies in which directors are interested:

(₹ in lakh)

Name of the party	Relationship	Amount outstanding as at 31st March, 2020	Maximum balance outstanding during the period	Amount outstanding as at 31st March, 2019	Maximum balance outstanding during the previous year
Deepmangal Developers Private Limited	Subsidiary	109.64	109.64	46.31	46.31
Moonshine Construction Private Limited	Subsidiary	1.50	1.50	1.50	1.50
Rathna Bhoomi Enterprises Private Limited	Subsidiary	1.55	1.55	1.55	1.55
Mahindra World City (Maharashtra) Limited	Subsidiary	727.70	727.70	632.31	632.31
Mahindra Bloomdale Developers Limited #	Subsidiary	3,929.53	6,729.53	2,474.56	2,474.56
Knowledge Township Limited	Subsidiary	72.00	72.00	-	-
Mahindra World City (Jaipur) Limited	Joint Venture	-	-	-	5,800.00
Mahindra Industrial Park Private Limited	Joint Venture	1,755.00	2,830.00	-	157.00
Mahindra World City Developers Limited	Joint Venture	-	-	-	450.00

During the previous year Mahindra Bloomdale Developers Limited (formerly known as Mahindra Bebanco Developers Limited) has become subsidiary of the Company w.e.f. 29th May, 2018 and before that it was Joint Venture of the Company.

The above inter corporate deposit have been given for general business purposes including investment purposes (refer note no. 8 - Investments)

41 - Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

42 - Expenditure on Corporate Social Responsibility (CSR)

a) Gross Amount required to be spent by the company for the year ended 31st March, 2020 (as certified by the Company) : ₹ 124.85 Lakhs (Previous Year ₹ 192.57 lakhs)

b) Following are the details of amount spent during the year for CSR:

(₹ In lakhs)

Particulars	**In cash**	**Yet to be paid in cash**	**Total**
(i) Construction/acquisition of any asset	-	-	-
	(-)	(-)	(-)
(ii) On purchase other than (i) above	124.85	-	124.85
	(291.21)	(-)	(291.21)

Figure in bracket represents figures for previous year

43 - Input Tax Credit (ITC) benefits to the customers

Revenue from operations for the year ended 31st March, 2020 is net of ₹ 699.25 Lakhs (31st March, 2019 - 205.22 lakhs) towards input tax credit benefits passed on to the customers as per the provisions of section 171 on Anti-Profiteering of CGST Act, 2017. The treatment is as per the prevailing Indian Accounting Standards.

44. Events after the reporting period

No material events have occurred after the Balance Sheet date and upto the approval of the financial statements.

45. Previous Year Figures

The figures for previous year have been regrouped wherever necessary to confirm to current year's grouping.

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN 00010029
Anish Shah Director - DIN 02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Suhas Kulkarni
Company Secretary

Vimal Agarwal
Chief Financial Officer

Mumbai : 14th May, 2020

FINANCIALS HIGHLIGHTS (CONSOLIDATED)

₹ in Lakh

	F - 2020	F - 2019#	F - 2018	F - 2017	F - 2016	F - 2015	F - 2014	F - 2013	F - 2012	F - 2011
Net Worth	1,74,321	1,97,305	2,10,340	1,74,307	1,66,811	1,47,496	1,26,167	1,29,307	1,15,499	1,06,515
Borrowings	23,194	22,825	45,859	65,163	65,925	1,23,758	1,40,105	96,565	66,663	54,413
Net Fixed Assets	11,042	10,520	10,449	10,802	10,095	36,116	33,794	31,117	23,203	22,517
Investments	54,823	68,776	92,629	74,246	79,316	22,160	30,138	13,322	17,479	8,743
Book Value Per Equity Share (₹)	339	384	410	425	407	360	309	317	283	261
Operating Income	61,094	59,283	56,619	76,215	59,317	1,08,610	70,526	73,834	70,127	61,193
Other Income	3,498	6,104	7,794	6,887	9,401	6,147	5,094	3,415	2,714	1,508
Operating Expenses	48,305	40,959	39,361	58,850	40,138	50,128	42,566	39,777	42,717	36,577
Other expenses	20,004	17,366	16,070	14,814	14,604	22,527	16,960	13,865	11,318	8,919
(Loss)/ Profit before tax	(19,625)**	14,326	13,454	9,437	13,975	42,102	16,094	23,607	18,806	17,205
(Loss)/Profit after Tax (after minority interest)	(19,341)	11,971	10,100	10,224	9,170	26,620	10,063	14,137	11,908	10,817
Basic Earning per Share(₹)	(37.66)	23.32	19.93	24.91	22.35	64.98	24.64	34.61	29.16	26.20
Diluted Earning per Share(₹)	(37.57)	23.27	19.88	24.85	22.28	64.70	24.64	34.61	29.16	26.20
Equity Dividend per share(₹)	-	6.00	6.00	6.00	6.00	12.00*	6.00	6.00	6.00	5.00

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

** Includes loss from exceptional item of ₹ 13,459

Figures for financial year 2019 is as per IND AS 115 “Revenue from Contract with Customers” applicable from 1st April 2018. As per IND AS 115 recognition of revenue is based on satisfaction of performance obligation at a point in time (Completed Contract Method). Previous years figures are as per percentage of completion method and hence not comparable.

Note : Under IND AS, Following entities are consolidated under Equity method (Not line by line consolidation) - Mahindra World City Developers Limited; Mahindra Industrial Park Chennai Limited, Mahindra World City (Jaipur) Limited, Mahindra Inframan Water Utilities Limited, Industrial Cluster Private Limited, Mahindra Homes Private Limited, Mahindra Happinest Developers Limited.

Independent Auditor's Report

To The Members of Mahindra Lifespace Developers Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Mahindra Lifespace Developers Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") which includes the Group's share of profit in its associates and joint ventures, which comprise the Consolidated Balance Sheet as at 31st March 2020, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries, associates and joint ventures referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2020, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to Note 44 of the consolidated financial statements, which describes that the potential impact of COVID -19 pandemic on the financial statements of the Company are dependent on future developments, which remain uncertain.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Revenue Recognition of Construction Contracts** The application of the accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised at a point in time. Refer Notes 2.4.1 and 26 to the Consolidated Financial Statements	**Principal audit procedures** Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of the internal controls relating to the measurement of revenue recognition at a point in time. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. • Selected a sample of continuing and new contracts and performed the following procedures: • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Group. • Verified the progress towards satisfaction of performance obligations used to compute recorded revenue with contractual obligations, necessary approvals pertaining to the completion of the project, third-party certifications and the collectability of an amount of consideration. • Performed project wise analytical procedures for reasonableness of revenues.

<table>
<tr>
<td>2</td>
<td>Carrying values of Inventories (Construction work in Progress and Stock in Trade)

There is a risk that the valuation of inventory may be misstated as it involves the determination of net realizable value (NRV) and estimated total construction cost of completion of each of the projects which is an area of judgement.

Refer Notes 2.19 and 14 to the Consolidated Financial Statements</td>
<td><u>Principal audit procedures</u>

We assessed the Group’s process for the valuation of inventories.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

● Evaluated the design of the internal controls relating to the valuation of inventories.

● Tested the operating effectiveness of controls for the review of estimates involved for the expected cost of completion of projects including construction cost incurred, construction budgets and net realizable value. We carried out a combination of procedures involving enquiry and observation, and inspection of evidence in respect of operation of these controls. Additionally we carried out site visits for a number of projects in the year.

Selected a sample of project specific inventories and performed the procedures around:

● Construction costs incurred for the project specific inventories by tracing to the supporting documents, estimated total construction cost to be incurred for completing the construction of the project and corroborated the same with the reports from external supervising engineers, where applicable. Obtained the group’s assessment of NRV for the project specific inventories.

● Observed the detailed project reviews to support the estimates and challenged the judgements underlying those reviews with senior operational and financial management. We focused on the significant judgements adopted by the Group, we critically assessed the forecast costs to complete.

● The expected net amounts to be realized from the sale of inventories in the ordinary course of business by critically evaluating the estimates used by the Group for NRV of such inventory.</td>
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<td>3</td>
<td>Recoverability of parent Company’s investment in a Joint venture Company:

The parent Company annually carries out an impairment assessment of investments in Joint Venture entities to determine whether the investments are impaired in respect of the parent Company’s investments in its joint venture entities.

There is a risk that the parent company’s investment in a joint venture entity is not recoverable and should be impaired. The impairment of parent Company’s investment in unquoted equity instruments of a joint venture company is considered to be a risk area due to the size of the balances as well as the inherent uncertainty involved in forecasting and discounting future cash flows, which are the basis of the assessment of recoverability of the investment, this is one of the key judgement areas for our audit.

Refer Notes 2.22.4 and 9 to the Consolidated Financial Statements</td>
<td><u>Principal audit procedures</u>

We assessed the parent Company’s process with regard to testing the investments for impairment.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

● Evaluated the design of the internal controls relating to testing the investments for impairment.

● Tested the operating effectiveness of controls for the review of assumptions and estimates used in evaluation of inputs for the purpose of fair valuation. We carried out a combination of procedures involving enquiry and observation, and inspection of evidence in respect of operation of these controls.

For the investment in a joint venture company we performed the following procedures:

● Understood the methodology applied by the parent Company in performing its impairment test for the investment.

● Compared the parent Company’s assumption with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rate.

● Challenged the assumptions used by the parent Company in the calculation of the discount rate, including comparisons with external data sources and by involving internal valuation specialist to assist us in evaluating the valuation methodology used by the parent Company, as well as the discount rate assumption applied data sources.

● Assessed the appropriateness of the forecast cash flows within the budgeted period based on the understanding of the business and sector experience.

● Performed sensitivity analysis, including a reasonably possible reduction in assumed growth rates and margins to identify areas on which to focus our procedures.</td>
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Information other than the Financial Statements and Auditor's Report thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Management Discussion and Analysis Report, Corporate Governance Report and Business Responsibility Report , but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries, joint ventures and associates audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, joint ventures and associates, is traced from their financial statements audited by the other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its Associates and joint ventures in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and its joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group

and its associates and joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of eleven subsidiaries, whose financial statements reflect total assets of ₹ 62,795.08 lakhs as at 31st March, 2020, total revenues of ₹ 15,397.56 lakhs and net cash outflows amounting to ₹ 1,051.46 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of ₹ 829.99 lakhs for the year ended 31st March, 2020, as considered in the consolidated financial statements, in respect of two associates and four joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associates is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries, associates and joint ventures referred to in the Other Matters section above we report, to the extent applicable that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

    c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

    d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

    e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2020 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies incorporated in India, none of the directors of the Group companies, its associate companies and joint venture companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent, subsidiary companies, associate companies and joint venture companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures;

ii) The Group, its associates and joint ventures did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary companies, associate companies and joint venture companies incorporated in India.

For **Deloitte Haskins and Sells LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Ketan Vora
Partner
(Membership No. 100459)
UDIN: 20100459AAAAJT8276

Place: Mumbai
Date: 14th May, 2020

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of **Mahindra Lifespace Developers Limited** (hereinafter referred to as "the Parent") and its subsidiary companies, which includes internal financial controls over financial reporting of the Company's subsidiaries, its associate companies and joint ventures, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies, its associate companies and its joint ventures, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, associate companies and joint ventures, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies, its associate companies and its joint ventures, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to eleven subsidiary companies, two associate companies and four joint ventures, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

For **Deloitte Haskins and Sells LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Ketan Vora
Partner
(Membership No. 100459)
UDIN: 20100459AAAAJT8276

Place: Mumbai
Date: 14th May, 2020

Consolidated Balance Sheet as at 31st March, 2020

(₹ in lakh)

	Note No.	As at 31st March, 2020	As at 31st March, 2019
I ASSETS			
1 NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	**586.13**	761.64
(b) Right of Use Assets	5	**514.55**	-
(c) Capital Work-in-Progress		**1,223.94**	981.32
(d) Investment Property	6	**2,094.82**	2,140.83
(e) Goodwill	7	**6,604.47**	6,604.47
(f) Other Intangible Assets	8	**17.91**	32.18
(g) Financial Assets			
(i) Investments	9	**54,819.07**	68,772.42
(ii) Trade receivables	10	**-**	163.92
(iii) Loans	11	**2,048.14**	349.41
(iv) Other Financial Assets	12	**10.51**	9.66
(h) Other Non Current Assets	13	**5,661.31**	4,765.63
TOTAL NON-CURRENT ASSETS		**73,580.85**	84,581.48
2 CURRENT ASSETS			
(a) Inventories	14	**120,426.03**	134,507.96
(b) Financial Assets			
(i) Investments	9	**3.40**	3.24
(ii) Trade Receivables	10	**11,437.12**	13,727.12
(iii) Cash and Cash Equivalents	15	**9,247.38**	13,457.14
(iv) Bank Balances other than (iii) above	15	**3,996.55**	15,919.40
(v) Loans	11	**6,294.58**	2,021.01
(vi) Other Financial Assets	12	**14,956.04**	17,903.57
(c) Other Current Assets	13	**14,227.39**	17,238.50
TOTAL CURRENT ASSETS		**180,588.49**	214,777.94
TOTAL ASSETS (1+2)		**254,169.34**	299,359.42
II EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	16	**5,136.14**	5,134.91
(b) Other Equity	17	**164,991.16**	187,819.32
Attributable to owners of the Parent		**170,127.30**	192,954.23
Non-controlling interests	18	**4,193.78**	4,351.10
TOTAL EQUITY		**174,321.08**	197,305.33
LIABILITIES			
2 NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	19	**6,288.53**	3,259.86
(ii) Lease Liabilities		**96.17**	-
(iii) Other Financial Liabilities	20	**182.91**	446.33
(b) Provisions	21	**376.95**	399.93
(c) Deferred Tax Liabilities (Net)	22	**774.37**	1,335.22
TOTAL NON-CURRENT LIABILITIES		**7,718.93**	5,441.34
3 CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	23	**14,406.54**	17,065.46
(ii) Lease Liabilities		**443.38**	-
(iii) Trade Payables			
Total Outstanding Dues of Micro Enterprise and Small Enterprises	24	**254.88**	136.00
Total Outstanding Dues of creditors other than Micro Enterprise and Small Enterprises	24	**12,500.99**	18,668.71
(iv) Other Financial Liabilities	20	**8,060.28**	7,902.58
(b) Other Current Liabilities	25	**33,975.49**	50,333.79
(c) Provisions	21	**974.19**	1,003.32
(d) Current Tax Liabilities (Net)		**1,513.58**	1,502.89
TOTAL CURRENT LIABILITIES		**72,129.33**	96,612.75
TOTAL EQUITY AND LIABILITIES (1+2+3)		**254,169.34**	299,359.42
Summary of Significant Accounting Policies	2		
The accompanying notes 1 to 50 are an integral part of these financial statements			

As per our Report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

Ketan Vora
Partner
Membership No. 100459

Mumbai : 14th May, 2020

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN:00010029
Anish Shah Director - DIN:02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Suhas Kulkarni
Company Secretary

Vimal Agarwal
Chief Financial Officer

Mumbai : 14th May, 2020

Consolidated Statement of Profit and Loss for the year ended 31st March, 2020

(₹ in lakh)

			Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
I	INCOME				
	(a)	Revenue from Operations	26	61,093.57	59,283.00
	(b)	Other Income	27	3,498.36	6,104.01
	TOTAL INCOME (a + b)			64,591.93	65,387.01
II	EXPENSES				
	(a)	Cost of Sales			
		- Cost of Projects	28	47,603.95	40,426.63
		- Operating Expenses	28	700.99	532.17
	(b)	Employee Benefits Expense	29	8,216.97	7,397.93
	(c)	Finance Costs	30	762.93	1,249.07
	(d)	Depreciation and Amortisation Expense	4 to 7	770.70	377.27
	(e)	Other Expenses	31	10,253.48	8,341.83
	TOTAL EXPENSES (a+b+c+d+e)			68,309.02	58,324.90
III	(LOSS) / PROFIT BEFORE EXCEPTIONAL ITEMS AND SHARE OF (LOSS) / PROFIT JOINT VENTURES & ASSOCIATES (I - II)			(3,717.09)	7,062.11
IV	EXCEPTIONAL ITEM		9	(13,459.27)	-
V	(LOSS) / PROFIT BEFORE SHARE OF (LOSS) / PROFIT OF JOINT VENTURES & ASSOCIATES (III + IV)			(17,176.36)	7,062.11
VI	SHARE OF (LOSS) / PROFIT OF JOINT VENTURES & ASSOCIATES			(2,448.12)	7,263.69
VII	(LOSS) / PROFIT BEFORE TAX (V + VI)			(19,624.48)	14,325.80
VIII	TAX (CREDIT) / EXPENSE				
	(a)	Current tax	32(a)	492.00	281.38
	(b)	Deferred tax	32(a)	(661.49)	2,177.54
	TOTAL TAX (CREDIT)/EXPENSE (a+b)			(169.49)	2,458.92
IX	(LOSS) / PROFIT AFTER TAX (VII - VIII)			(19,454.99)	11,866.88
X	OTHER COMPREHENSIVE INCOME / (LOSS)				
	Items that will not be reclassified to profit or loss				
	(a)	Remeasurements of the defined benefit plans		102.88	(118.38)
	(b)	Income tax relating to Items that will not be reclassified to profit or loss	32(b)	(30.17)	41.37
	TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR (a+b)			72.71	(77.01)
XI	TOTAL COMPREHENSIVE (LOSS) / INCOME FOR THE YEAR (IX + X)			(19,382.28)	11,789.87
XII	TOTAL COMPREHENSIVE (LOSS) / INCOME FOR THE YEAR ATTRIBUTABLE TO:				
	Owners of the Parent			(19,268.46)	11,893.51
	Non controlling interest			(113.82)	(103.64)
				(19,382.28)	11,789.87
XIII	(LOSS) / PROFIT FOR THE YEAR ATTRIBUTABLE TO:				
	Owners of the Parent			(19,341.17)	11,970.52
	Non controlling interest		18	(113.82)	(103.64)
				(19,454.99)	11,866.88
XIV	OTHER COMPREHENSIVE INCOME / (LOSS) ATTRIBUTABLE TO:				
	Owners of the Parent			72.71	(77.01)
	Non controlling interest			-	-
				72.71	(77.01)
XV	EARNINGS PER EQUITY SHARE (face value of ₹ 10/- each) (₹)				
	(a)	Basic	33	(37.66)	23.32
	(b)	Diluted	33	(37.57)	23.27
Summary of Significant Accounting Policies			2		

The accompanying notes 1 to 50 are an integral part of these financial statements

As per our Report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

Ketan Vora
Partner
Membership No. 100459

Mumbai : 14th May, 2020

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN:00010029
Anish Shah Director - DIN:02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Suhas Kulkarni
Company Secretary

Vimal Agarwal
Chief Financial Officer

Mumbai : 14th May, 2020

Consolidated Statement of Cash Flows for the year ended 31st March, 2020

(₹ in lakh)

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
A. Cash flows from operating activities:		
(Loss) /Profit before tax and exceptional item	**(6,165.21)**	14,325.80
Adjustments for:		
Share of (profit) / loss of joint ventures and associates	**2,448.12**	(7,263.69)
Finance costs	**762.93**	1,249.07
Profit on sale of current investments	**-**	(67.57)
Gain on disposal of Property, Plant & Equipment	**(1.24)**	(21.44)
Interest Income	**(1,328.19)**	(3,916.17)
Dividend Income	**-**	(138.89)
Profit on change in ownership interest of joint venture	**-**	(798.00)
Net gain arising on financial assets measured at fair value through profit or loss	**(1,155.00)**	(165.60)
Expense recognised in respect of equity-settled share-based payments	**66.40**	62.84
Depreciation and amortisation Expense	**770.70**	377.27
Operating (Loss) / Profit before working capital changes	**(4,601.49)**	3,643.62
Changes in:		
Decrease in trade and other receivables	**5,780.74**	447.26
Decrease in inventories	**15,786.98**	18,205.57
Increase in trade and other payables	**(21,926.99)**	(2,845.84)
Cash (used in) / generated from operations	**(4,960.76)**	19,450.61
Income taxes paid	**(1,317.86)**	(2,697.47)
Net cash (used in) / generated from operating activities	**(6,278.62)**	16,753.14
B. Cash flows from investing activities		
Payments to acquire financial assets	**-**	(43,139.51)
Proceeds from sale of financial assets	**(0.16)**	64,911.70
Bank deposits (Net)	**11,432.93**	(7,882.29)
Changes in earmarked balances and margin accounts with banks	**489.07**	2,805.95
Interest received	**4,275.72**	2,198.90
Other dividends received	**-**	138.89
Dividend received from Joint ventures	**1,843.00**	1,665.00
Inter-corporate Deposit Given	**(8,505.00)**	(1,882.30)
Inter-corporate Deposit Realised	**2,217.14**	10,594.58
Payment to acquire Property, Plant and Equipment and other Intangible Assets	**(362.56)**	(584.46)
Proceeds from disposal of property, plant and equipment	**55.30**	245.20
Purchase of Investments in Subsidiaries and Joint Ventures	**(2,638.19)**	(400.00)
Payment to acquire other non-current Investments	**-**	(500.00)
Cash & cash equivalents acquired pursuant to acquisition of subsidiary	**-**	596.67
Net cash generated from investing activities	**8,807.25**	28,768.33

(₹ in lakh)

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
C. Cash flows from financing activities		
Proceeds from borrowings	**61,559.94**	25,133.10
Repayment of borrowings	**(61,190.23)**	(53,148.74)
Proceeds from issue of Equity shares of the Company	**1.17**	1.75
Dividends paid (including tax thereon)	**(3,558.42)**	(3,798.82)
Payment of Lease Liabilities	**(492.00)**	-
Buy Back of shares (including tax thereon)	**(143.26)**	-
Interest paid	**(2,915.59)**	(5,230.12)
Net cash used in financing activities	**(6,738.39)**	(37,042.83)
Net (decrease) / increase in cash and cash equivalents	**(4,209.76)**	8,478.64
Cash and cash equivalents at the beginning of the year	**13,457.14**	4,978.50
Cash and cash equivalents at the end of the year	**9,247.38**	13,457.14

Summary of significant accounting policies (Refer Note 2)

The accompanying notes 1 to 50 are an integral part of these financial statements

Change in Liability arising from financing activities

(₹ in lakh)

Particulars	As at 1 April, 2019	Cashflow	As at 31 March, 2020
Non current Borrowings (Refer Note 19)	3,259.86	3,028.67	**6,288.53**
Current Borrowings (Refer Note 23)	17,065.46	(2,658.92)	**14,406.54**
Current maturities of long term debt (Refer Note 20)	2,499.25	(0.04)	**2,499.21**
Total	22,824.57	369.71	**23,194.28**

Notes:

(a) The above Cash Flow Statement has been prepared under the “”indirect method”” as set out in ‘Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows’.

(b) Also refer note no. 15 - Cash and Bank Balances

As per our Report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm’s Registration Number:- 117366W/W-100018

Ketan Vora
Partner
Membership No. 100459

Mumbai : 14th May, 2020

Suhas Kulkarni
Company Secretary

Mumbai : 14th May, 2020

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN:00010029
Anish Shah Director - DIN:02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Vimal Agarwal
Chief Financial Officer

Consolidated Statement of changes in Equity for the year ended 31st March, 2020

A. Equity share capital

(₹ in lakh)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
Balance at the Beginning of the year		**5,134.91**	5,132.81
Add: Stock options allotted during the year	16	**1.23**	2.10
Balance at the end of the year		**5,136.14**	5,134.91

B. Other Equity

(₹ In lakhs)

Particulars	Share application money pending allotment	Securities Premium	General Reserve	Other Reserves#	Retained Earnings	Attributable to owners of the parent	Non-controlling interests	Total
As at 1st April 2018	**0.53**	**102,390.59**	**7,535.69**	**31,114.91**	**59,710.24**	**200,751.96**	**4,454.74**	**205,206.70**
Profit / (Loss) for the year	-	-	-	-	11,970.52	11,970.52	(103.64)	11,866.88
Other Comprehensive Loss net of taxes*	-	-	-	-	(77.01)	(77.01)	-	(77.01)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**11,893.51**	**11,893.51**	**(103.64)**	**11,789.87**
Dividend paid on Equity Shares	-	-	-	-	(3,257.48)	(3,257.48)	-	(3,257.48)
Dividend Distribution Tax	-	-	-	-	(487.36)	(487.36)	-	(487.36)
Transfers to retained earnings	-	-	-	-	8,505.43	8,505.43	-	8,505.43
Allotment of Shares to Employees	(0.53)	76.99	-	(76.99)	-	(0.53)		(0.53)
Transfers from reserves	-	-	-	(8,505.43)	-	(8,505.43)	-	(8,505.43)
Adjustment relating to cumulative effect of applying IND AS 115 - Revenue from Contracts with Customers	-	-	-	-	(21,947.42)	(21,947.42)	-	(21,947.42)
Transfer from retained earnings					(0.73)	(0.73)		(0.73)
Transfers to Reserves	-	-	-	0.73	-	0.73	-	0.73
Exercise of employee stock options	0.18	-	-	-	-	0.18	-	0.18
Arising on business combination during the year	-	-	-	38.06	843.88	881.94	-	881.94
Arising on share based payment	-	-	-	(15.48)	-	(15.48)	-	(15.48)
As at 31st March, 2019	**0.18**	**102,467.58**	**7,535.69**	**22,555.80**	**55,260.07**	**187,819.32**	**4,351.10**	**192,170.42**
Loss for the year	-	-	-	-	(19,341.17)	(19,341.17)	(113.82)	(19,454.99)
Other Comprehensive Income net of taxes*	-	-	-	-	72.71	72.71	-	72.71
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**(19,268.46)**	**(19,268.46)**	**(113.82)**	**(19,382.28)**
Dividend paid on Equity Shares	-	-	-	-	(3,101.60)	(3,101.60)	-	(3,101.60)
Dividend Distribution Tax	-	-	-	-	(450.63)	(450.63)	-	(450.63)
Transfers to Surplus in statement of Profit and Loss	-	-	-	(869.95)	869.95	-		-
Allotment of Shares to Employees	(0.18)	-	-	-	-	(0.18)		(0.18)
Transfers from reserves	-	-	-	-	-	-	-	-
Adjustment relating to cumulative effect of applying IND AS 115 - Revenue from Contracts with Customers	-	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	-	-	-	-
Buy Back of Equity Shares#	-	-	-	-	(80.91)	(80.91)	(43.50)	(124.41)
Buy Back tax#	-	-	-	-	(18.85)	(18.85)		(18.85)
Transfers from retained earnings	-	-	-	43.50	(43.50)	-	-	-
Premium on shares issued during the year	-	50.72	-	(50.72)	-	-	-	-
Exercise of employee stock options	0.12	-	-	-	-	0.12	-	0.12
Arising on share based payment	-	-	-	92.35	-	92.35	-	92.35
As at 31st March, 2020	**0.12**	**102,518.30**	**7,535.69**	**21,770.98**	**33,166.07**	**164,991.16**	**4,193.78**	**169,184.94**

* Remeasurement gains/ (losses) net of taxes on defined benefit plans during the year is recognised as part of retained earnings.

\# During the year ended March 31, 2020, Mahindra Integrated Township Limited (MITL), subsidiary of the group, completed buy back of Equity Shares. Post buyback, holding of the Group in MITL increased by 0.84%. The buyback was made out of retained earnings of of MITL.

B. Other Equity (Cont…)

#Other Reserves

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
(I) Capital Reserve on Consolidation :		
Balance as at the beginning of the year	**2,347.21**	2,309.15
Add :		
Arising on business combination	**-**	38.06
Balance as at the end of the year	**2,347.21**	2,347.21
(II) Debenture Redemption Reserve :		
Balance as at the beginning of the year	**6,635.82**	15,141.25
Less :		
Transfer to Retained earnings	**(869.95)**	(8,505.43)
Balance as at the end of the year	**5,765.87**	6,635.82
(III) Capital Redemption Reserve :		
Balance as at the beginning of the year	**13,139.31**	13,138.58
Add :		
Transfer from Retained Earnings in Statement of Profit and Loss	**43.50**	0.73
Balance as at the end of the year	**13,182.81**	13,139.31
(IV) Share Options Outstanding Account		
Balance as at the beginning of the year	**433.46**	525.93
Add:		
Arising on share based payment	**41.63**	(92.47)
Balance as at the end of the year	**475.09**	433.46
Total	**21,770.98**	22,555.80

Summary of Significant Accounting Policies (Refer note 2)

The accompanying notes 1 to 50 are an integral part of these financial statements

As per our Report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

Ketan Vora
Partner
Membership No. 100459

Mumbai : 14th May, 2020

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN:00010029
Anish Shah Director - DIN:02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Suhas Kulkarni
Company Secretary

Vimal Agarwal
Chief Financial Officer

Mumbai : 14th May, 2020

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1. General Information

Mahindra Lifespace Developers Limited ('the Company') is a limited Group incorporated in India. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) and its debentures are listed on BSE. Its parent and ultimate holding Company is Mahindra & Mahindra Limited.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report. The Company along with its subsidiary companies (together referred to as "the Group") is engaged in the development of residential projects and large formats developments such as integrated cities and industrial clusters.

2. Significant Accounting Policies

2.1 Statement of compliance & basis of preparation and presentation

The Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act. The aforesaid financial statements have been approved by the Group's Board of Directors and authorised for issue in the meeting held on 14th May, 2020.

These Consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use

2.2 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Group and entities (including structured entities) controlled by the Group and its subsidiaries.

Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. Subsidiaries are consolidated on a line-by-line basis from the date the control is transferred to the Group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group. Changes in the Group's interest in subsidiaries that do not result in a loss of control are accounted as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

Inter-Group transactions, balances and unrealised gains on transactions between Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. These financial statements are prepared by applying uniform accounting policies in use at the group.

Associates

Associates are the entities over which the Group has significant influence. Investment in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Joint Arrangements

A joint venture is a joint arrangement whereby the Group has the rights to the net assets of the arrangement. The results, assets and liabilities of a joint venture are accounted using the equity method of accounting. Where the Group's activities are conducted through joint operations (i.e. the parties have rights to the assets and obligation for liabilities relating to the arrangement), the Group recognises its share of assets, liabilities, income and expenses of such joint operations incurred jointly along with its share of income from the sale of output and any liability and expenses incurred in relation to the joint operations.

2.3 Measurement of Fair Values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these standalone financial statements is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share based Payments and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 – Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2: Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2.4 Revenue from Contracts with Customers

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

2.4.1 Revenue from Projects

i. The Group develops and sells residential and commercial properties. Revenue from contracts is recognised when control over the property has been transferred to the customer. An enforceable right to payment does not arise until the development of the property is completed. Therefore, revenue is recognised at a point in time i.e. Completed contract method of accounting as per IND AS 115 when (a) the seller has transferred to the buyer all significant risks and rewards of ownership and the seller retains no effective control of the real estate to a degree usually associated with ownership, (b) The seller has effectively handed over possession of the real estate unit to the buyer forming part of the transaction; (c) No significant uncertainty exists regarding the amount of consideration that will be derived from real estate sales; and (d) It is not unreasonable to expect ultimate collection of revenue from buyers. The revenue is measured at the transaction price agreed under the contract.

ii. The Group invoices the customers for construction contracts based on achieving performance-related milestones.

iii. For certain contracts involving the sale of property under development, the Group offers deferred payment schemes to its customers. The Group adjusts the transaction price for the effects of the significant financing component.

iv. Costs to obtain contracts ("Contract costs") relate to fees paid for obtaining property sales contracts. Such costs are recognised as assets when incurred and amortised upon recognition of revenue from the related property sale contract.

v. Contract assets is the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer when that right is conditioned on something other than the passage of time

2.4.2 Revenue from Sale of land and other rights

Revenue from Sale of land and other rights is generally a single performance obligation and the Group has determined that this is satisfied at the point in time when control transfers as per the terms of the contract entered into with the buyers, which generally are with the firmity of the sale contracts / agreements. The determination of transfer of control did not change upon the adoption of Ind AS 115 – Revenue from Contracts with Customers.

2.4.3 Revenue from Project Management fees

Revenue from Project Management Fees and Rental Income are recognized on accrual basis as per the terms and conditions of relevant agreements.

2.4.4 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.

2.4.5 Dividend and interest income

Dividend income from investment in mutual funds is recognised when the unit holder's right to receive payment has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.5 Current versus non-current classification

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Based on the nature of activity carried out by the Group and the period between the procurement and realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 5 years for Current – Non-Current classification of assets & liabilities.

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

— Expected to be realised or intended to be sold or consumed in normal operating cycle

— Held primarily for trading

— Expected to be realised within twelve months after the reporting period, or

— Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

— It is expected to be settled in normal operating cycle

— It is held primarily for trading

— It is due to be settled within twelve months after the reporting period, or

— There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Borrowings are classified as current if they are due to be settled within 12 months after the reporting period.

2.6 Leasing

With effect from 01 April 2019, the Group has applied Ind AS 116 using the modified prospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17. The impact of change in accounting policies is disclosed in Note no 39.

2.6.1 The Group as a Lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as expense on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as a lessor as a result of adopting the new leasing standard

2.6.2 The Group as a Lessee

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term and a corresponding lease liability at the lease commencement date i.e. the date at which the leased asset is available for use by the Group. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

2.7 Foreign exchange transactions and translation

Transactions in foreign currencies i.e. other than the Group’s functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- Exchange differences on transactions entered to hedge certain foreign currency risks.

2.8 Employee Benefits

2.8.1 Defined contribution plans

The Group’s contribution paid/payable during the year to Superannuation Fund and Provident fund is recognised in profit or loss.

2.8.2 Defined benefit plan

The liability or assets recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of the plan assets. The defined benefit obligation is calculated by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows with reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in the employee benefit expenses in the Statement of Profit and Loss.

2.8.3 Remeasurement gains/losses

Remeasurement of defined benefit plans, comprising of actuarial gains or losses, return on plan assets excluding interest income are recognised immediately in balance sheet with corresponding debit or credit to other comprehensive income. Remeasurements are not reclassified to profit or loss in subsequent period. They are included in Retained Earnings in the Statement of Changes in Equity and in the Balance Sheet.

Remeasurement gains or losses on long term compensated absences that are classified as other long-term benefits are recognised in profit or loss.

2.8.4 Short-term and other long-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of expected future payments to be made in respect of services provided by employees up the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Statement of Profit and Loss.

2.8.5 Employee Stock Option Scheme

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group’s estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

2.9 Cash and Cash Equivalents

Cash and cash equivalent in the Balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

2.10 Earnings per share

The Group reports basic and diluted earnings per share in accordance with Ind AS - 33 on ‘Earnings per Share’. Basic earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all diluted potential equity shares except where the results are anti- dilutive

2.11 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.12 Share based payment transaction of the Group

1. Equity-settled share-based payment to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

2. At the end of each reporting period the Group revises its estimate of the No. of equity instruments expected to vest. The impact of revision of the original estimate, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate with the corresponding adjustments to the equity settled.

2.13 Income Taxes

Income Tax expense represents the sum of tax currently payable and deferred tax

2.13.1 Current tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year. The Group's current tax is calculated using tax rate that has been enacted or substantially enacted by the end of the reporting period. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Group.

2.13.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.13.3 Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.14 Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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.

Vehicles used by employees are depreciated over the period of 48 months considering this period as the useful life of the vehicle for the Group.

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.

Fixed Assets held for disposal are valued at estimated net realizable value.

2.15 Intangible Assets other than goodwill

2.15.1 Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

2.15.2 Derecognition of Intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in profit or loss when the asset is derecognised.

2.15.3 Useful lives of Intangible assets

Estimated useful lives of the intangible assets are as follows:

Computer Software	5 years

2.16 Goodwill

Goodwill is initially recognised as the excess of the acquirer's interest in the net fair value of the identifiable net assets of the acquired business. Subsequent to initial measurement, goodwill is measured at cost less accumulated impairment, if any. Goodwill is allocated to cash generating unit which is expected to benefit from the business combination.

2.17 Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

Investment property includes freehold/leasehold land and building. Depreciation on investment property has been provided on pro-rata basis, on the straight-line method as per the useful life of such property. Buildings are depreciated over the period of 60 years considering this period as the useful life for the Group.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

2.18 Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount, which is the higher of the value in use or fair value less cost to sell, of the asset or cash generating unit, as the case may be, is estimated and the impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.19 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 Group.

2.20 Dividend Distribution

Dividends paid (including income tax thereon) is recognized in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders

2.21 Provisions and contingent liabilities

2.21.1 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions and contingent liabilities are reviewed at each Balance Sheet date.

2.21.2 Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

2.21.3 Contingent liabilities

Contingent liability is disclosed in case of:

a) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and

b) a present obligation arising from past events, when no reliable estimate is possible.

2.22 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.22.1 Classification and subsequent measurement

2.22.1.1 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as - measured at:

— Amortised cost; or

— Fair Value through Other Comprehensive Income (FVTOCI) - debt investment; or

— Fair Value through Other Comprehensive Income (FVTOCI) - equity investment; or

— Fair Value Through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

All financial assets not classified as measured at amortised cost or FVTOCI are measured at FVTPL

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain and loss on derecognition is recognised in profit or loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Debt investment at FVTOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in Other Comprehensive Income (OCI). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

For equity investments, the Group makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVTOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for medium or long-term strategic purpose.

Equity investments that are not designated as measured at FVTOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in profit or loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

2.22.1.2 Financial liabilities and equity instruments

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group is recognised at the proceeds received, net of directly attributable transaction costs.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

2.22.2 Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

2.22.3 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.22.4 Impairment of financial assets

The Group applies the expected credit loss (ECL) model for recognising impairment loss on financial assets. With respect to trade receivables, the Group measures the loss allowance at an amount equal to lifetime expected credit losses.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVTOCI, the loss allowance is recognised in OCI and is not reduced from the carrying amount of the financial asset in the balance sheet.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

2.22.5 Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and/or payable is recognised in profit or loss.

2.23 Business combinations

The Group accounts for its business combinations under acquisition method of accounting. The acquirer's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date. The difference between the fair value of the purchase consideration paid together with non-controlling interest on acquisition date and the fair value of net assets acquired is recognised as goodwill or capital reserve on acquisition. The excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed is recognized as goodwill. Any shortfall is recognised as capital reserve on consolidation.

In case of a bargain purchase, before recognising gain in respect thereof, the Group determines whether there exists clear evidence of underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional asset or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it in other comprehensive income and accumulates the same in equity as capital reserve. This gain is attributed to the acquirer. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Group recognises the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

The interest in non-controlling interest is initially measured at fair value or at the proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by acquisition basis. Subsequent to initial acquisition, the carrying amount of non-controlling interest is the amount of those interest in initial recognition plus the non-controlling interest's share of subsequent changes in equity of subsidiaries.

When the consideration transferred by the Group in business combination includes assets or liabilities resulting in a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as a part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments, are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve as the case may be.

Measurement period adjustments are adjustments that arise from additional information during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as the measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amount for the items for which the accounting is incomplete. Those provisional amount are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amount recognised at that date.

2.23.1 Business Combination under common control

Business Combination under common control are accounted as per Appendix C in Ind AS 103 - Business combinations, at carrying amount of assets and liabilities acquired and any excess of consideration issued over the net assets acquired is recognised as capital reserve on common control business combination.

2.23.2 Acquisition of interest in associate and joint venture

Acquisition of interest in an associate or a joint venture, is initially recognised at cost. Any excess of the cost of the investment over the Group's share of the fair value of the identifiable assets and liabilities of the investee is regarded as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised in equity as capital reserve in the period in which the investment is acquired.

3. Use of estimates and judgements

In the application of the Group's accounting policies, which are described in note 2, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

In the process of applying the Group's accounting policies, management has made the following judgements based on estimates and assumptions, which have the significant effect on the amounts recognised in the financial statements:

A. Useful lives of property, plant and equipment, Investment Property and Intangible Asset

The Group reviews the useful life of property, plant and equipment, Investment Property and Intangible Asset at the end of each reporting period. This re-assessment may result in change in depreciation expense in future periods.

B. Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

C. Actuarial Valuation

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

D. Taxes

Deferred tax assets are recognised for temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

E. Determination of the timing of revenue recognition on the sale of completed and under development property

The Group has evaluated and generally concluded that the recognition of revenue over the period of time criteria are not met owing to non-enforceable right to payment for performance completed to date and, therefore, recognises revenue at a point in time. The Group has further evaluated and concluded that based on the analysis of the rights and obligations under the terms of the contracts relating to the sale of property, the revenue is to be recognised at a point in time when control transfers which coincides with receipt of Occupation Certificate.

F. Determination of performance obligations

With respect to the sale of property, the Group has evaluated and concluded that the goods and services transferred in each contract constitute a single performance obligation. In particular, the promised goods and services in contracts for the sale of property is to undertake development of property and obtaining the Occupation Certificate. Generally, the Group is responsible for all these goods and services and the overall management of the project. Although these goods and services are capable of being distinct, the Group accounts for them as a single performance obligation because they are not distinct in the context of the contract.

4 - Property, Plant and Equipment

(₹ In lakhs)

Description of Assets	Building	Leasehold Improvements	Office Equipments	Furniture and Fixtures	Vehicles	Computers	Total
I. Gross Carrying Amount							
Balance as at 1st April, 2019	508.61	624.76	497.08	233.63	542.14	616.69	3,022.91
Additions during the year	-	24.25	4.90	18.09	65.90	17.06	130.20
Deductions/Adjustments during the year	-	-	(33.36)	(18.33)	(239.14)	(23.33)	(314.16)
Balance as at 31st March, 2020	**508.61**	**649.01**	**468.62**	**233.39**	**368.90**	**610.42**	**2,838.95**
II. Accumulated depreciation and impairment							
Balance as at 1st April, 2019	426.00	397.32	441.16	151.07	324.23	521.49	2,261.27
Depreciation expense for the year	17.79	82.13	18.38	20.51	59.25	53.79	251.85
Deductions/Adjustments during the year	-	-	(31.34)	(8.81)	(196.82)	(23.33)	(260.30)
Balance as at 31st March, 2020	**443.79**	**479.45**	**428.20**	**162.77**	**186.66**	**551.95**	**2,252.82**
III. Net carrying amount (I-II)	**64.82**	**169.56**	**40.42**	**70.62**	**182.24**	**58.47**	**586.13**

(₹ In lakhs)

Description of Assets	Building	Leasehold Improvements	Office Equipments	Furniture and Fixtures	Vehicles	Computers	Total
I. Gross Carrying Amount							
Balance as at 1st April, 2018	507.03	542.27	480.10	206.14	567.67	695.71	2,998.92
Addition consequent to change in Group's interest	-	36.13	3.06	21.71	6.38	-	67.28
Additions during the year	192.35	63.54	116.19	5.71	160.74	-	538.53
Deductions/Adjustments during the year	(190.77)	(17.18)	(102.27)	0.07	(192.65)	(79.02)	(581.82)
Balance as at 31st March, 2019	**508.61**	**624.76**	**497.08**	**233.63**	**542.14**	**616.69**	**3,022.91**
II. Accumulated depreciation and impairment							
Balance as at 1st April, 2018	411.78	311.17	425.17	130.67	408.16	615.51	2,302.46
Depreciation expense for the year	51.87	54.83	84.66	9.04	62.25	54.22	316.87
Deductions/Adjustments during the year	(37.65)	31.32	(68.67)	11.36	(146.18)	(148.24)	(358.06)
Balance as at 31st March, 2019	**426.00**	**397.32**	**441.16**	**151.07**	**324.23**	**521.49**	**2,261.27**
III. Net carrying amount (I-II)	**82.61**	**227.44**	**55.92**	**82.56**	**217.91**	**95.20**	**761.64**

5 - Right of Use Assets

(₹ in lakh)

Description of Assets	Buildings
I. Gross Carrying Amount	
As at 1st April, 2019 (refer note no. 39)	973.12
Balance as at 31st March, 2020	**973.12**
II. Accumulated depreciation	
Depreciation expense for the year	458.57
Balance as at 31st March, 2020	**458.57**
III. Net carrying amount (I-II)	**514.55**

6 - Investment Property

(₹ in lakh)

Description of Assets	Land	Buildings	Total
I. Gross Carrying Amount			
Balance as at 1st April, 2019	1,766.17	1,189.01	2,955.18
Balance as at 31st March, 2020	**1,766.17**	**1,189.01**	**2,955.18**
II. Accumulated depreciation and impairment			
Balance as at 1st April, 2019	-	814.35	814.35
Depreciation expense for the year	-	46.01	46.01
Balance as at 31st March, 2020	**-**	**860.36**	**860.36**
III. Net carrying amount (I-II)	**1,766.17**	**328.65**	**2,094.82**

Description of Assets	Land	Buildings	Total
I. Gross Carrying Amount			
Balance as at 1st April, 2018	1,766.17	1,189.01	2,955.18
Balance as at 31st March, 2019	**1,766.17**	**1,189.01**	**2,955.18**
II. Accumulated depreciation and impairment			
Balance as at 1st April, 2018	-	768.31	768.31
Depreciation expense for the year	-	46.04	46.04
Balance as at 31st March, 2019	**-**	**814.35**	**814.35**
III. Net carrying amount (I-II)	**1,766.17**	**374.66**	**2,140.83**

Fair value disclosure on Company's investment properties

The Group's investment property consist of a commercial property constructed on land taken on perpetual lease in India, Mahindra Towers at Delhi. Management determined that the investment properties consist of two classes of assets – office and retail – based on the nature, characteristics and risks of each property.

Details of the investment properties and information about the fair value hierarchy:

Particulars	Mahindra Towers, Delhi #		
	Land	Buildings	Total
Opening balance as at 1st April, 2018	**14,139.17**	**1,133.82**	**15,272.99**
Fair value difference	141.72	(29.84)	111.88
Closing balance as at 31st March, 2019	**14,280.89**	**1,103.98**	**15,384.87**
Fair value difference	(1,760.89)	(33.98)	(1,794.87)
Closing balance as at 31st March, 2020	**12,520.00**	**1,070.00**	**13,590.00**

The fair values of the Mahindra Towers at Delhi have been arrived at on the basis of a valuation carried out by the independent valuers of Anarock Property Consultant Pvt. Ltd., not related to the Company who are registered with the authority which governs the valuers in India and have appropriate qualifications and experience in the valuation of properties in the relevant locations. The Fair value was determined using the market comparable approach based on recent market prices without any significant adjustments being made to the market observable data.

Information regarding income and expenditure of Investment property:

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Rental income derived from investment properties (included in 'Revenue from Operations')	**1,151.81**	1,437.09
Direct operating expenses (including repairs and maintenance) that generate rental income	**308.61**	277.87

7 - Goodwill

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Balance at beginning of year	**6,604.47**	6,604.47
Balance at end of year	**6,604.47**	6,604.47

8 - Other Intangible Assets

(₹ in lakh)

Description of Assets	Computer Software
I. Gross Carrying Amount	
Balance as at 1st April, 2019	361.00
Balance as at 31st March, 2020	**361.00**
II. Accumulated depreciation and impairment	
Balance as at 1st April, 2019	328.82
Amortisation expense for the year	14.27
Balance as at 31st March, 2020	**343.09**
III. Net carrying amount (I-II)	**17.91**

Description of Assets	Computer Software
I. Gross Carrying Amount	
Balance as at 1st April, 2018	361.00
Balance as at 31st March, 2019	**361.00**
II. Accumulated depreciation and impairment	
Balance as at 1st April, 2018	314.46
Amortisation expense for the year	14.36
Balance as at 31st March, 2019	**328.82**
III. Net carrying amount (I-II)	**32.18**

9 - Investments

(₹ In lakhs)

Particulars	As at 31st March, 2020				As at 31 March, 2019			
	Face Value	QTY	Amounts Current	Amounts Non Current	Face Value	QTY	Amounts Current	Amounts Non Current
A. COST								
Unquoted Investments (all fully paid)								
Investments in Equity Instruments								
- of Joint Ventures								
Mahindra World City (Jaipur) Limited	**10**	**111,000,000**	**-**	**22,969.39**	10	111,000,000	-	22,597.80
Mahindra World City Developers Limited	**10**	**17,799,999**	**-**	**13,310.68**	10	17,799,999	-	14,274.29
Mahindra Homes Private Limited								
Class A Equity Shares	**10**	**616,879**	**-**	**61.69**	10	616,879	-	(7,287.42)
Class C Equity Shares (Refer note 'a' below)	**10**	**64,423**	**-**	**21,697.25**	-	-	-	-
Mahindra Industrial Park Private Limited	**10**	**50,000**	**-**	**(713.19)**	10	50,000	-	(272.19)
Mahindra Happinest Developers Limited	**10**	**51,000**	**-**	**(851.99)**	10	51,000	-	(597.92)
Mahindra Inframan Water Utilities Limited	**10**	**24,999**	**-**	**(0.23)**	10	24,999	-	0.15
- of Associates								
Mahindra Knowledge Park (Mohali) Limited	**10**	**6**	**-**	**-**	10	6	-	-
Mahindra Construction Company Limited	**10**	**3,000**	**-**	**(2.91)**	10	3,000	-	(2.91)
Total Unquoted Investments								
INVESTMENTS CARRIED AT COST [A]			**-**	**56,470.69**			-	28,711.80
B. AMORTISED COST								
Unquoted Investments (all fully paid)								
Investments in Preference Shares								
- of Joint Ventures								
Mahindra Homes Private Limited	**10**	**1**	**-**	**0.00**	10	1	-	0.00
(Series A 0.01% Optionally convertible Reedemable Preferce Shares)								
- of others								
Prudential Management & Services Pvt. Ltd.	**1**	**2**	**-**	**0.00**	1	2	-	0.00
TOTAL INVESTMENTS CARRIED AT AMORTISED COST [B]			**-**	**0.00**			-	0.00

9 - Investments (Contd.)

(₹ In lakhs)

Particulars	As at 31st March, 2020				As at 31 March, 2019			
	Face Value	QTY	Amounts Current	Amounts Non Current	Face Value	QTY	Amounts Current	Amounts Non Current
C. Designated as at Fair Value Through Profit and Loss (FVTPL)								
Investments in Mutual Funds			3.40	-			3.24	-
Unquoted Investments (all fully paid)								
Investments in Preference Shares								
- of Joint Ventures								
Mahindra Happinest Developers Limited	10	949,661	-	834.00	10	308,400	-	276.00
(0.01% Optionally Convertible Redeemable Preference Shares)								
- of Other Entities								
Urban Stay Technologies Private Limited (0.0001% Cumulative Compulsorily Convertible Preference Shares)	10	45,000	-	437.85	10	45,000	-	481.05
Investments in debentures								
- of Joint Ventures								
Mahindra Happinest Developers Limited	10	16,121,060	-	1,915.72	10	6,900,000	-	787.00
(15% Optionally Convertible Redeemable Debentures)								
Mahindra Industrial Park Private Limited	100,000	7,457	-	8,605.00	100,000	6,382	-	6,389.00
(11% Optionally Convertible Debentures)								
Mahindra Homes Private Limited (Refer note 'a' below)	-	-	-	-	100	32,017,000	-	32,111.00
(14% Optionally Convertible Debentures)								
Investments in Equity Instruments								
- of Other Entities								
Urban Stay Technologies Private Limited	10	1,550	-	15.08	10	1,550	-	16.57
New Tirupur Area Development Corporation Limited	10	15,500,000	-	0.00	10	15,500,000	-	0.00
INVESTMENTS CARRIED AT FVTPL [C]			3.40	11,807.65			3.24	40,060.62
TOTAL INVESTMENTS (A) + (B) + (C)			3.40	68,278.34			3.24	68,772.42
Total Impairment value for investment carried at cost (D) (Refer note 'b' below)			-	(13,459.27)			-	-
TOTAL INVESTMENTS CARRYING VALUE (A) + (B) + (C) - (D)			3.40	54,819.07			3.24	68,772.42
Other disclosures								
Aggregate carrying value of unquoted investments			3.40	54,819.07			3.24	68,772.42
Aggregate amount of impairment in value of unquoted investments			-	(13,459.27)			-	-

*₹ 0.00 lakhs denotes amount less than ₹ 500/-

Notes:

a. During the year ended 31st March, 2020, the Company has opted to convert its investment in 3,20,17,000 Series B Optionally Convertible Debentures (OCD's) in Mahindra Homes Private Limited and has received 64,034 fully paid-up Series C Equity Shares (non-voting rights) of the face value of ₹ 10 each.

b. Mahindra Homes Private Limited (MHPL), a Joint Venture of the Group, is executing residential projects at NCR and Bengaluru. The residential project in NCR is a Joint Development with the land owner. The project saw a successful launch in 2015 in a buoyant market. The market has thereafter seen muted demand and declining prices. During the year ended 31st March, 2020, MHPL also saw significant cancellations of earlier bookings. The Group has evaluated the carrying value of its investment and on the basis of estimated Net Present Value of forecasted cash flows provided for an aggregate impairment loss of ₹ 13,459.27 lakhs. This has been done as a matter of prudence in an uncertain market environment.

10 - Trade Receivables

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	**Non Current**	Current	Non Current
Trade receivables				
(a) Considered good - unsecured	**11,437.12**	**-**	13,727.12	163.92
(b) Credit impaired	**141.72**	**59.02**	212.17	131.98
Total (a+b)	**11,578.84**	**59.02**	13,939.29	295.90
Less: Allowance for credit losses	**(141.72)**	**(59.02)**	(212.17)	(131.98)
TOTAL	**11,437.12**	**-**	13,727.12	163.92

10 a - Movement in the allowance for expected credit loss

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	**Non Current**	Current	Non Current
Balance at beginning of the year	**212.17**	**131.98**	286.16	314.18
Reversal during the year	**(70.45)**	**(72.96)**	(73.99)	(182.20)
Balance at end of the year	**141.72**	**59.02**	212.17	131.98

Refer Note 37 for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related financial instrument disclosures.

11 - Loans

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	**Non Current**	Current	Non Current
Loans receivables considered good - unsecured				
a. Security Deposits	**1,339.58**	**356.36**	1,668.73	342.63
b. Loans to related parties (refer note 42)	**4,955.00**	**1,685.00**	352.28	-
c. Other Loans and Advances #	**-**	**6.78**	-	6.78
TOTAL (a+b+c)	**6,294.58**	**2,048.14**	2,021.01	349.41

Other Loans and Advances includes Loans to Employees and Project Advances given to vendors

Advance given to employees as per the Company's policy are not considered for the purposes of disclosure under section 186(4) of the Companies Act, 2013.

12 - Other Financial Assets

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	**Non Current**	Current	Non Current
Financial assets at amortised cost				
a) Balance with bank held as margin money	**-**	**10.51**	-	9.66
b) Interest Accrued	**14,956.04**	**-**	17,903.57	-
Total	**14,956.04**	**10.51**	17,903.57	9.66

13 - Other Assets

(₹ in lakh)

Particulars		As at 31st March, 2020		As at 31st March, 2019	
		Current	**Non Current**	Current	Non Current
(a)	Capital Advances	**-**	**253.15**	-	263.43
(b)	Advances other than capital advances				
(i)	Advance to related parties*	**2,000.00**	**-**	2,000.00	-
(ii)	Balances with government authorities (other than income taxes)	**1,920.58**	**-**	2,898.86	-
(iii)	Prepaid Expenses	**1,869.85**	**-**	1,263.97	-
(iv)	Income Tax Assets (Net)	**5.40**	**5,408.16**	5.11	4,502.20
(v)	Security Deposit	**1,729.00**	**-**	1,425.00	-
(vi)	Other advances#	**6,702.56**	**-**	9,645.56	-
Total		**14,227.39**	**5,661.31**	17,238.50	4,765.63

Other Advances mainly includes advances to Employees and Project Advances given to vendors.

Advance given to employees as per the Company's policy are not considered for the purposes of disclosure under section 186(4) of the Companies Act, 2013.

*The Group had entered into an agreement to acquire a parcel of land near Thane, Maharashtra, at a consideration of ₹ 2,000.00 lakhs. While full consideration was paid, the land was not conveyed pending completion of certain formalities. The Group has incurred additonal cost of ₹ 1,530.54 lakhs towards liasoning and other related costs upto 31st March 2020, ₹ 879.00 lakhs upto 31st March 2019 which has been included in inventories as construction work in progress in note no. 14. Tahsildar (Thane) has issued an order against the registered owner alleging non-adherence of certain conditions pertaining to Bombay Tenancy and Agricultural Lands Act, 1948 and changed the land records to reflect Government of Maharashtra as the holder of the land. The Group has been legally advised that the said order and the demand thereunder is grossly erroneous and not tenable. Accordingly, the Group has filed an appeal before Sub-Divisional Officer Thane (SDO). SDO after hearing and completing the process has issued an order dated 07th February, 2019 and set aside the order passed by Tahsildar (Thane) and has also directed Tahsildar (Thane) to delete the name of Government of Maharashtra from the land records of the aforesaid land.

14 - Inventories (at lower of cost and net realisable value)

(₹ in lakh)

Particulars		As at 31st March, 2020	As at 31st March, 2019
(a)	Raw materials	**3,008.96**	3,104.88
(b)	Construction Work-in-progress*	**107,010.56**	108,213.04
(c)	Finished Goods	**10,406.51**	23,190.04
Total		**120,426.03**	134,507.96

*Construction Work-in-Progress represents materials at site and construction cost for the projects.

1. Based on projections and estimates by the Group 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. The amount of inventories recognised as an expense ₹ 47,603.95 lakhs (31st March, 2019: ₹ 40,426.60 lakhs) include ₹ Nil lakhs (31st March, 2019: ₹ 5.34 lakhs) in respect of write down of inventory to net realisable value.
2. Certain Companies in the Group has availed cash credit facilities, short term loans and borrowed through Non-Convertible Debentures, which are secured by hypothecation of inventories.
3. The Group had purchased land parcel at Alibaug and two GAT Numbers (1755 and 1756) out of this land parcel have been attached by Income Tax department by serving order of attachment dated 31st July 2017 on one of the erstwhile land owners in lieu of recovery proceedings of tax dues of ₹ 5,988.00 lakhs payable towards Income Tax department. The Group had lodged objections to the attachment of these two GAT Numbers with Income Tax Department.

   During the year ended 31st March 2020, based on the Order Giving Effect received from the Income Tax Department, the income tax liability has been reduced to ₹ 24.12 lakhs and the wealth tax liability has been reduced to ₹ 6.06 lakhs.

15 - Cash and Bank Balances

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Cash and cash equivalents		
(a) Cash on hand	**0.94**	0.48
(b) Cheques on hand	**253.80**	1,213.50
(c) Balance with Banks		
- On current accounts*	**1,867.27**	4,594.14
- Deposit account with original maturity Less than 3 months	**7,125.37**	7,649.02
Total Cash and cash equivalent (considered in Statement of Cash Flows)	**9,247.38**	13,457.14
Bank Balances other than Cash and cash equivalents		
(a) Balances with Banks:		
(i) Earmarked balances	**2,036.20**	2,072.13
(ii) On Margin Accounts	**27.85**	481.84
(iii) Fixed Deposits with original maturity greater than 3 months	**1,932.50**	13,365.43
Total Other Bank balances	**3,996.55**	15,919.40

* Includes ₹ 12.79 lakhs (31st March, 2019: ₹ 9.34 lakhs) held in AED denominated bank accounts.

16 - Equity Share Capital

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	**Amount**	No. of shares	Amount
Authorised:				
Equity shares of ₹ 10 each with voting rights	**115,000,000**	**11,500.00**	115,000,000	11,500.00
Unclassified shares of ₹ 10 each	**6,000,000**	**600.00**	6,000,000	600.00
Issued:				
Equity shares of ₹ 10 each with voting rights	**51,412,451**	**5,141.25**	51,400,151	5,140.02
Subscribed and Fully Paid up:				
Equity shares of ₹ 10 each with voting rights	**51,361,388**	**5,136.14**	51,349,088	5,134.91
Total	**51,361,388**	**5,136.14**	51,349,088	5,134.91

(i) Reconciliation of the number of shares and outstanding amount

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	**Amount ₹ in lakh**	No. of Shares	Amount ₹ in lakh
Balance at the Beginning of the year	**51,349,088**	**5,134.91**	51,328,138	5,132.81
Add: Stock options allotted during the year	**12,300**	**1.23**	20,950	2.10
Balance at the end of the year	**51,361,388**	**5,136.14**	51,349,088	5,134.91

Terms/rights attached to equity shares with voting rights

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share and carry a right to dividends. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in ensuing Annual General Meeting.

(ii) Details of shares held by the holding company and its subsidiaries:

Particulars	Equity Shares with Voting rights
As at 31st March, 2020	
Mahindra & Mahindra Ltd. the Holding Company	26,439,850
As at 31st March, 2019	
Mahindra & Mahindra Ltd. the Holding Company	26,439,850

Other than the above shares, no shares are held by any subsidiaries or associates of the holding company.

(iii) Details of shares held by each shareholder holding more than 5% shares

Class of shares / Name of shareholder	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares held	**% holding**	Number of shares held	% holding
Equity shares with voting rights				
Mahindra & Mahindra Limited	**26,439,850**	**51.49%**	26,439,850	51.49%
ICICI Prudential Life Insurance Company Limited*	**-**	**-**	2,633,709	5.13%

*The holding of ICICI Prudential Life Insurance Company Limited has reduced below 5% during the year hence not disclosed

iv) Shares reserved for issue under options

The Company has 126,350 (Previous Year 96,850) equity shares of ₹ 10/- each reserved for issue under options [Refer Note 29].

v) The allotment of 51,063 (Previous Year 51,063) 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 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).

17 - Other equity

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
General reserve	**7,535.69**	7,535.69
Securities premium	**102,518.30**	102,467.58
Share options outstanding account	**475.09**	433.46
Retained earnings	**33,166.07**	55,260.07
Capital Reserve on Consolidation	**2,347.21**	2,347.21
Capital redemption reserve	**13,182.81**	13,139.31
Debenture redemption reserve	**5,765.87**	6,635.82
Share Application money pending allotment	**0.12**	0.18
Total	**164,991.16**	187,819.32

Description of the nature and purpose of Other Equity:

General Reserve: The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. Items included under General Reserve shall not be reclassified back into the Profit and Loss.

Securities Premium Account: The Securities Premium is created on issue of shares at a premium.

Share Option Outstanding Account: The Share Options Outstanding Account represents reserve in respect of equity settled share options granted to the Company's employees in pursuance of the Employee Stock Option Plan.

Retained Earnings: This reserve represents cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of Companies Act, 2013.

Capital Reserve on Consolidation: Gain on bargain purchase, i.e., excess of fair value of net assets acquired over the fair value of consideration in a business combination or on acquisition of interest in associate is recognised as Capital Reserve on Consolidation.

Capital Redemption Reserve: The Capital Redemption Reserve is created against redemption of Preference Shares and Buy back of Equity Shares.

Debenture Redemption Reserve: Debenture Redemption Reserve is a Statutory Reserve (as per Companies Act, 2013) created out of profits of the Company available for payment of dividend for the purpose of redemption of Debentures issued by the Company. On completion of redemption, the reserve is transferred to retained earnings.

Share Application Money Pending allotment: This represents share application money received from the eligible employees upon exercise of employee stock option. The same will be transferred to equity share capital account after the allotment of shares to the applicants. The share application money pending allotment of ₹ 0.18 lakhs pertaining to previous year has been transferred to equity share capital during the year upon allotment of shares.

Details of Dividends Proposed:

(₹ in lakh)

Particulars	For the year 31st March, 2020	For the year 31st March, 2019
Dividend per Equity Share (₹)	-	6.00
Dividend on Equity Shares	-	3,080.95
Dividend Distribution Tax	-	633.41
Total Dividend including Dividend Distribution Tax	-	3,714.36

Proposed dividends on equity shares are subject to approval in annual general meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as at 31st March 2019.

18 - Non Controlling Interests

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Balance at beginning of year	4,351.10	4,454.74
Share of Loss for the year	(113.82)	(103.64)
Buy back of Equity Shares	(43.50)	-
Balance at end of year	4,193.78	4,351.10

19 - Non-Current Borrowings

(₹ in lakh)

Description of the instrument	Currency of Loan	Effective Interest Rate used for Discounting Cash flows (%)	Coupon Rate (%)	Repayment Bullet (or) Installment	Number of Installments	As at 31st March, 2020	As at 31st March, 2019
Secured (Carried at Amortised Cost)							
Fully Redeemable							
- Non Convertible Debentures (Series II) (refer note iv below)	₹	9.68%	7.00%	Installment	1	-	-
- Non Convertible Debentures (Series III) (refer note iv below)	₹	9.68%	7.00%	Installment	1	-	2,497.34
Term Loan from Axis Bank (refer note ii below)	₹	1 yr MCLR+0.25%	1 yr MCLR+0.25%	Installment	2	3,000.00	-
Total Secured Borrowing (A)						3,000.00	2,497.34
Unsecured							
- Loans & Inter Corporate Deposits	₹	NA	NA	NA	NA	1,755.01	-
- Other loans (refer note i below)	₹	NA	NA	NA	NA	762.52	762.52
- Optionally Convertible Redeemable Debentures (refer note iii below)	₹	11% Premium	Nil	Bullet	1	771.00	-
Total Unsecured Borrowing (B)						3,288.53	762.52
Total (A+B)						6,288.53	3,259.86

Notes:

i. Other loans carry varying rate of interest ranging from 7.50% to 10.50% (Previous year :Ranging from 8.50% to 11.50%) and have maturities starting from Financial Year 2021.

ii. Term loan is taken Axis Bank in the month of August 2019 for a tenure of 3 years, repayable in 2 equal installments starting from 24th month of disbursement. The term loan is secured by first ranking pari passu charge on specific lands of the Group which is shown as part of "Construction Work-in-progress" in Inventories Schedule, refer note no. 14. The interest is 1 yr MCLR+0.25% which is 9.25% as on 31.03.2020 payable at monthly installments.

iii. Optionally Convertible Redeemable Debentures from related parties obtained at 11.00% p.a.

iv. Non Convertible Debentures

The terms and conditions of the Secured Non-Convertible Debentures issued by the Group are summarized below:

(₹ in lakh)

Series	II	III
Face Value of Debentures (₹ Lakhs)	2,500.00	2,500.00
Redemption premium amount	299.64	393.68
Rate of Interest Payable Annually	7%	7%
Maturity Date	31-Aug-2019	31-Aug-2020

The above Debentures are secured by first ranking pari passu mortgage and charge on specific lands of the Group which is shown as part of "Construction Work-in-progress" in Inventories Schedule, refer note no. 14.

v. Current maturities in respect of long term borrowings - fully redeemable Non-Convertible debentures have been included in Note 20.

20 - Other Financial Liabilities

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	**Non Current**	Current	Non Current
Other Financial Liabilities Measured at Amortised Cost				
(a) Current maturities of long-term debt (refer note 19 (iv)) ..	**2,499.21**	**-**	2,499.25	-
(b) Interest accrued but not due on borrowings	**257.98**	**-**	568.26	287.16
(c) Unclaimed dividends	**144.68**	**-**	150.87	-
(d) Other liabilities#	**5,158.41**	**182.91**	4,684.20	159.17
Total	**8,060.28**	**182.91**	7,902.58	446.33

Other liabilities mainly include Trade Deposits Society Maintenance deposits and provision for redemption premium payable on Non-Convertible Debentures (Series II and Series III).

21 - Provisions

(₹ in lakh)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	**Non Current**	Current	Non Current
(a) Provision for employee benefits				
- Gratuity	**6.39**	**129.98**	68.48	227.34
- Leave Encashment	**156.49**	**246.97**	375.36	172.59
(b) Other Provisions				
- Defect Liabilities	**811.31**	**-**	559.48	-
Total	**974.19**	**376.95**	1,003.32	399.93

Details of movement in provisions for Defect Liabilities are as follows:

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Opening Balance as at	**559.48**	833.52
Transition adjustment as per IND AS 115	**-**	(18.07)
Additional provisions recognised	**280.73**	38.40
Amounts used during the year	**(28.90)**	(247.37)
Addition on account of business combination	**-**	93.00
Unused amounts reversed during the year	**-**	(140.00)
Closing Balance as at	**811.31**	559.48

Defect Liability Provisions:

Provision for defect liability represents present value of management's best estimate of the future outflow of economic resources that will be required in respect of residential units when control over the property has been transferred to the customer, the estimated cost of which is accrued during the period of construction, upon sale of units and recognition of related revenue. Management estimates the related provision for future defect liability claims based on historical cost of rectifications and is adjusted regularly to reflect new information. The residential units are generally covered under a the defect liability period limited to 5 year from the date when control over the property has been transferred to the customer.

22: Deferred Tax liabilities (Net)

(₹ in lakh)

Particulars	**For the year 31st March, 2020**	For the year 31st March, 2019
Deferred Tax Liabilities	**4,633.54**	5,044.72
Deferred Tax Assets	**(3,859.17)**	(3,709.50)
Total	**774.37**	1,335.22

Deferred Tax (assets) / liabilities in relation to

(₹ in lakh)

Particulars	Opening Balance as at 1st April, 2019	Utilisation for the year	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	**Closing Balance as at 31st March, 2020**
Fiscal allowance on Property, Plant and Equipment	628.87	-	(240.41)	-	**388.46**
Disallowance u/s 43(B) of the Income tax Act, 1961	(191.25)	-	85.32	-	**(105.93)**
Provision for Employee Benefits	(244.76)	-	160.85	30.17	**(53.74)**
Minimum Alternate Tax Credit	(802.12)	70.47	-	-	**(731.65)**
Unrealised gain/loss on intercompany stock and undistributed profit	4,262.12	-	(270.23)	-	**3,991.89**
Adjustment relating to cumulative effect of applying IND AS 115 - Revenue from Contracts with Customers	(2,471.37)	-	2,063.67	-	**(407.70)**
Arising on business combination during the year	99.00	-	-	-	**99.00**
Carry forward of Business Loss	-	-	(2,560.15)	-	**(2,560.15)**
Provision for Doubtful debts	47.45	-	(21.86)	-	**25.59**
Other Temporary differences	7.28	-	121.32	-	**128.60**
Total	1,335.22	70.47	(661.49)	30.17	**774.37**

Deferred Tax (assets) / liabilities in relation to

(₹ In lakhs)

Particulars	Opening Balance as at 1st April, 2018	Adjusted in Opening Retained Earning	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Closing Balance as at 31st March, 2019
Fiscal allowance on Property, Plant and Equipment	570.71	-	58.16	-	628.87
Disallowance u/s 43(B) of the Income tax Act, 1961	(419.95)	-	228.70	-	(191.25)
Provision for Employee Benefits	(157.09)	-	(46.30)	(41.37)	(244.76)
Minimum Alternate Tax Credit	(592.89)	-	(209.23)	-	(802.12)
Unrealised gain/loss on intercompany stock and undistributed profit	4,359.07	-	(96.95)	-	4,262.12
Adjustment relating to cumulative effect of applying IND AS 115 - Revenue from Contracts with Customers	-	(4,673.79)	2,202.43	-	(2,471.37)
Arising on business combination during the year	-	-	99.00	-	99.00
Provision for Doubtful debts	-	-	47.45	-	47.45
Other Temporary differences	113.00	-	(105.72)	-	7.28
Total	3,872.85	(4,673.79)	2,177.54	(41.37)	1,335.22

23 - Current Borrowings

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
A. Secured Borrowings at amortised cost		
(a) Loans on cash credit account from Banks	**2,575.24**	8,106.71
(b) Other Loans	**-**	200.00
Total	**2,575.24**	8,306.71
B. Unsecured Borrowings at amortised cost		
(a) Loans on cash credit account from Banks	**87.85**	460.15
(b) Other Loans from banks	**11,715.85**	7,500.00
(c) Optionally Convertible Redeemable Debentures from Related Parties	**-**	771.00
(d) Loans from other parties	**27.60**	27.60
Total	**11,831.30**	8,758.75
Total Unsecured Borrowings (A+B)	**14,406.54**	17,065.46

Secured Borrowing

The cash credit facility carrying interest rate in the range of 8.10% p.a. to 8.70% p.a. (Previous Year 8.30% p.a. to 9.25% p.a) is secured by first charge on all existing and future current assets excluding land and immovable properties. Also the cash credit facility availed by certain companies carrying interest rate of Bank Base Rate 0.25% p.a. (Previous Year 0.35% p.a.) payable on a monthly basis is secured by hypothecation of book debts and Construction Work in progress.

Unsecured Borrowings

(a) The cash credit facility is carrying interest rate in the range of 8.10% p.a. to 8.70% p.a. (Previous Year 8.30% p.a.)

(b) Other loans from banks include short term loan carrying interest rate in the range of 8.05% p.a. to 9.20% p.a. (Previous Year 8.60% p.a. to 8.90% p.a.)

(c) Optionally Convertible Redeemable Debentures from related parties obtained at 11.00% p.a

24 - Trade Payables

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Trade payable - Micro and small enterprises*	**254.88**	136.00
Trade payable - Other than micro and small enterprises	**12,500.99**	18,668.71
Total	**12,755.87**	18,804.71

Trade Payables are payables in respect of the amount due on account of goods purchased or services received in the normal course of business.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

*This information has been determined to the extent such parties have been identified on the basis of intimation received from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	31st March, 2020	31st March, 2019
Dues remaining unpaid		
Principal	**254.88**	136.00
Interest	**-**	-
Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year		
Principal paid beyond the appointed date	**-**	-
Interest paid in terms of Section 16 of the MSMED Act	**-**	-
Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	**-**	-
Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	**-**	-
Amount of interest accrued and remaining unpaid	**-**	-

25 - Other Current Liabilities

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
a. Advances received from customers	**33,559.25**	49,882.55
b. Statutory dues payable*	**411.48**	442.75
c. Others	**4.76**	8.49
Total	**33,975.49**	50,333.79

*There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

26 - Revenue from Operations

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
a) Revenue from Contracts with Customers		
(i) Revenue From Projects	**59,349.56**	55,695.23
(ii) Project Management Fees	**592.37**	2,150.68
b) Income from Operation of Commercial Complexes	**1,151.64**	1,437.09
Total	**61,093.57**	59,283.00

Notes:

(1) Contract Balances

(a) Amounts received before the related performance obligation is satisfied are included in the balance sheet (Contract liability) as "Advances received from Customers" in Note 25- Other Current Liabilities. Amounts billed for development milestone achieved but not yet paid by the customer are included in the balance sheet under trade receivable in note no. 10

(b) During the year, the Company recognised Revenue of ₹ 33,453.08 lakhs (April 1, 2019 : ₹ 21,136.41 lakhs) from opening contract liability (after Ind AS 115 adoption) of ₹ 49,882.55 lakhs (April 1, 2019 45,401.06 lakhs) .

(c) In the previous year, the contract liability was increased by ₹ 9,752.45 lakhs due to business combination.

(d) There were no significant changes in the composition of the contract liabilities and Trade receivable during the reporting period other than on account of periodic invoicing and revenue recognition.

(e) Amounts previously recorded as contract liabilities increased due to further milestone based invoices raised during the year and decreased due to revenue recognised during the year on completion of the construction.

(f) Amounts previously recorded as Trade receivables increased due to further milestone based invoices raised during the year and decreased due to collections during the year.

(g) There are no contract assets outstanding at the end of the year.

(h) The aggregate amount of the transaction price allocated to the performance obligations that are completely or partially unsatisfied as at March 31, 2020, is ₹ 72,426.32 lakhs (March 31, 2019 : ₹ 100,349.15 lakhs). Out of this, the Company expects to recognize revenue of around 40% (March 31, 2019 : 60%) within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience with a penalty as per the agreement since, based on current assessment, the occurrence of the same is expected to be remote.

(2) Reconciliation of revenue recognised with the contracted price is as follows:

(₹ in lakh)

Particulars	**For the year ended 31st March, 2020**	For the year ended 31st March, 2019
Contracted price	**59,385.92**	55,766.64
Adjustments on account of cash discounts or early payment rebates, etc.	**36.36**	71.41
Revenue recognised as per Statement of Profit & Loss	**59,349.56**	55,695.23

(3) Contract costs

(₹ In lakhs)

Particulars	**For the year ended 31st March, 2020**	For the year ended 31st March, 2019
Contract costs included in Prepaid expenses in Note no. 13- Other Assets	**1,324.84**	1,263.97

(a) The Company incurs commissions that are incremental costs of obtaining a contract with a customer. Previously, all such costs were expensed as and when incurred. Under Ind AS 115, the Company recognises the incremental costs of obtaining a contract as assets under Prepaid Expenses under note no. 13 - Other Assets and amortises it upon completion of the related property sale contract.

(b) For the year ended 31 March 2020, amortisation amounting to ₹ 700.69 (March 31, 2019, ₹ 532.17 lakhs) was recognised as Brokerage cost in note no. 28 - Cost of Sales. There were no impairment loss in relation to the costs capitalised.

27 - Other Income

(₹ in lakh)

Particulars	**For the year ended 31st March, 2020**	For the year ended 31st March, 2019
(a) Interest Income on		
(1) Inter Corporate Deposits	**230.25**	218.06
(2) Bank Deposits	**963.88**	727.69
(3) Optionally Convertible Debentures	**-**	2,700.27
(4) Others*	**134.06**	270.15

(₹ in lakh)

Particulars		For the year ended 31st March, 2020	For the year ended 31st March, 2019
(b)	Dividend Income from current investment- non trade	**-**	138.89
(c)	Gain on sale of current investments	**-**	67.57
(d)	Gain on disposal of Property, Plant and Equipment	**1.47**	21.44
(e)	Net Gain arising on Financial Assets mandatorily measured at Fair Value through Profit and Loss	**1,155.00**	165.60
(f)	Profit on change in ownership interest of joint venture	**-**	798.00
(g)	Miscellaneous Income	**1,013.70**	996.34
Total		**3,498.36**	6,104.01

* Other Interest Income includes interest income on account of financing component involved in contracts with customers and interest charged on late payment received from customers.

28 - Cost of Sales

(₹ in lakh)

Particulars		For the year ended 31st March, 2020	For the year ended 31st March, 2019
A.	**Cost of Project**		
	Opening Stock:		
	Construction work-in-progress	**108,213.04**	74,267.53
	Raw Material	**3,104.88**	2,647.09
	Stock in trade	**23,190.04**	14,326.88
	Sub-Total (a)	**134,507.96**	91,241.50
	Adjustment relating to cumulative effect of applying IND AS 115 - Revenue from Contracts with Customers (b)	**-**	40,261.09
	Acquired on business combination (c)	**-**	19,764.00
	Add: Expenses incurred during the year		
	Land Cost	**6,349.96**	731.32
	Architect Fees	**438.21**	333.29
	Civil Electricals, Contracting, etc.	**11,772.38**	12,386.01
	Interest costs allocated	**1,705.05**	1,051.72
	Employee benefits expense allocated	**1,345.68**	1,784.86
	Liasioning costs	**6,240.71**	1,785.90
	Insurance	**54.14**	12.48
	Legal & Professional Fees	**1,094.93**	1,275.21
	Other Expenses	**4,520.96**	4,307.21
	Sub-Total (d)	**33,522.02**	23,668.00
	Less: Closing Stock:		
	Construction work-in-progress	**107,010.56**	108,213.04
	Raw Material	**3,008.96**	3,104.88
	Stock in trade	**10,406.51**	23,190.04
	Sub-Total (e)	**120,426.03**	134,507.96
	Total A (a+b+c+d-e)	**47,603.95**	40,426.63
B.	**Operating Expenses**		
	Brokerage	**700.99**	532.17
	Total B.	**700.99**	532.17
	Total (A+B)	**48,304.94**	40,958.80

29 - Employee Benefits Expense

(₹ in lakh)

	Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a)	Salaries and wages, including bonus	**8,694.25**	8,345.92
(b)	Contribution to provident and other funds	**490.01**	412.96
(c)	Share based payment expenses	**66.40**	62.84
(d)	Staff welfare expenses	**311.99**	361.07
	Less : Allocated to projects	**(1,345.68)**	(1,784.86)
Total		**8,216.97**	7,397.93

Share based payment

The Group 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. Options granted under ESOP 2012 vest in 4 instalments bifurcated as 20% each on the expiry of 12 months & 24 months, 30% each on the expiry of 36 months & 48 months respectively from the date of grant. The options may be exercised on any day over a period of five years from the date of vesting.

The other details of the schemes are summarised below:

Details about Vesting Conditions:

	Particulars	Number of Options	Grant Date	Expiry Date	Exercise Price	Fair value per Option at Grant Date (₹)
	ESOS 2006					
1	Series 1 Granted on 25th April 2008	678,359	25-Apr-08	25-Apr-17	₹ 428 per share	443.79
2	Series 2 Granted on 4th August 2012	10,000	4-Aug-12	4-Aug-21	₹ 325 per share	294.06
	ESOS 2012					
1	Series 3 Granted on 4th August 2012	101,000	4-Aug-12	4-Aug-21	₹ 10 per share	294.06
2	Series 4 Granted on 24th July 2013	26,500	24-Jul-13	24-Jul-22	₹ 10 per share	409.27
3	Series 5 Granted on 17th October 2014	27,000	17-Oct-14	17-Oct-23	₹ 10 per share	461.87
4	Series 6 Granted on 30th April 2015	3,000	30-Apr-15	30-Apr-24	₹ 10 per share	402.60
5	Series 7 Granted on 28th January 2016	31,000	28-Jan-16	28-Jan-25	₹ 10 per share	417.10
6	Series 8 Granted on 28th July 2016	30,000	28-Jul-16	28-Jul-25	₹ 10 per share	420.53
7	Series 9 Granted on 25th July 2017	18,500	25-Jul-17	25-Jul-26	₹ 10 per share	393.45
8	Series 10 Granted on 30th Jan 2018	2,500	30-Jan-18	30-Jan-27	₹ 10 per share	453.81
9	Series 11 Granted on 30th July 2018	19,500	30-Jul-18	30-Jul-27	₹ 10 per share	532.67
10	Series 12 Granted on 14th Feb 2019	6,000	14-Feb-19	14-Feb-28	₹ 10 per share	341.88
11	Series 13 Granted on 26th July 2019	64,500	26-Jul-19	26-Jul-28	₹ 10 per share	353.37

Movement in Share Options

	Particulars	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
		Number of Options	Weighted average exercise price (₹)	Number of Options	Weighted average exercise price (₹)
1	The number and weighted average exercise prices of share options outstanding at the beginning of the year;	**96,850**	**23.46**	1,17,000	23.46
2	Granted during the year	**64,500**	**10.00**	25,500	10.00
3	Forfeited during the year	**21,300**	**10.00**	21,900	10.00
4	Exercised during the year	**12,300**	**10.00**	20,950	10.00
5	Expired during the year	**1,400**	**10.00**	2,800	10.00
6	Outstanding at the end of the year	**126,350**	**23.46**	96,850	23.46
7	Exercisable at the end of the year	**48,300**	**35.20**	49,350	35.20

Share Options Allotted during the Year

	Particulars	Number of Options Exercised	Exercise Date	Price per Share at Exercise Date (₹)
	Equity Settled			
1	Series 3 Granted on 4th August 2012	1,200	22-Aug-19	371.75
2	Series 5 Granted on 17th October 2014	450	28-Jun-19	394.38
3	Series 5 Granted on 17th October 2014	450	25-Apr-19	381.40
4	Series 5 Granted on 17th October 2014	450	25-Apr-19	381.40
5	Series 5 Granted on 17th October 2014	750	9-Apr-19	372.73
6	Series 7 Granted on 28th January 2016	300	2-Aug-19	369.28
7	Series 7 Granted on 28th January 2016	300	2-Aug-19	369.28
8	Series 7 Granted on 28th January 2016	450	2-Aug-19	369.28
9	Series 7 Granted on 28th January 2016	300	31-Jan-19	390.20
10	Series 7 Granted on 28th January 2016	450	31-Jan-19	390.20
11	Series 7 Granted on 28th January 2016	450	28-Jan-19	409.63
12	Series 7 Granted on 28th January 2016	300	15-Feb-19	374.95
13	Series 7 Granted on 28th January 2016	300	30-May-19	417.90
14	Series 7 Granted on 28th January 2016	300	30-May-19	417.90
15	Series 7 Granted on 28th January 2016	450	30-May-19	417.90
16	Series 7 Granted on 28th January 2016	750	6-Mar-19	377.88
17	Series 8 Granted on 28th July 2016	450	1-Aug-19	370.53
18	Series 8 Granted on 28th July 2016	750	30-Jul-19	366.73
19	Series 8 Granted on 28th July 2016	500	10-Jan-20	406.23
20	Series 8 Granted on 28th July 2016	500	10-Jan-20	406.23
21	Series 8 Granted on 28th July 2016	650	10-Jan-20	406.23
22	Series 9 Granted on 25th July 2017	300	18-Feb-19	373.08
23	Series 9 Granted on 25th July 2017	500	28-Aug-19	368.45
24	Series 11 Granted on 30th July 2018	500	8-Aug-19	384.15
25	Series 11 Granted on 30th July 2018	500	31-Oct-19	419.93
		12,300		

Share Options outstanding at the end of the year

The share options outstanding at the end of the year had a range of exercise prices of ₹ 10 - ₹ 325 (as at March 31, 2019: ₹ 10 - ₹ 325), and weighted average remaining contractual life of 2,317 days (as at March 31, 2019: 2,135 days).

The Fair value has been calculated using the Black Scholes option pricing model and the significant inputs used for the valuation are as follows

Particulars	4th August 2012	4th August 2012	24th July 2013	17th October 2014	30th April 2015	28th January 2016	28th July 2016
Share price per Option at grant date (₹)....	324.14	324.14	454.09	516.08	467.60	482.25	450.60
Exercise price per Option (₹)	325	10	10	10	10	10	10
Expected volatility....................................	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 life / Option Life.........................	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 dividends yield..........................	1.38%	1.38%	1.31%	2.28%	2.57%	2.49%	1.31%
Risk-free interest rate	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%

Particulars	25th July 2017	30th January 2018	30th July 2018	14th February 2019	26th July 2019
Share price per Option at grant date (₹)	393.45	453.81	532.67	341.88	353.37
Exercise price per Option (₹)	10	10	10	10	10
Expected volatility	27.24% - 28.90%	27.77%-28.98%	27.95%-30.52%	28.39%-30.88%	28.40%-29.58%
Expected life / Option Life	3.5 - 6.5 Years	3.5 - 6.5 Years	3.5 - 6.5 Years	3.5 - 6.5 Years	3.5 - 6.5 Years
Expected dividends yield	1.39%	1.22%	1.05%	1.58%	1.54%
Risk-free interest rate	6.37%-6.66%	7.11% - 7.56%	7.76% - 8.01%	6.97% - 7.29%	6.25% - 6.55%

In respect of Options granted under the Employee Stock Option Plan the accounting is done as per requirements of Ind AS 102 - 'Share Based Payments' after adjusting for reversals on account of options forfeited.

The risk-free interest rate being considered for the calculation is the interest rate applicable for maturity equal to the expected life of the options based on the zero-yield curve for Government Securities

30 - Finance Costs

(₹ in lakh)

Particulars		For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a)	Interest costs :		
	Interest expense for financial liabilities at amortised cost	2,276.20	2,171.58
	Less: Allocated to projects	(1,705.05)	(1,051.72)
(b)	Interest on lease liabilities	58.43	-
(c)	Other borrowing costs*	133.35	73.82
(d)	Interest on delayed payment of income tax	-	55.39
Total		**762.93**	1,249.07

* Other borrowing costs include guarantee charges and ancillary costs incurred in connection with borrowings.

31 - Other Expenses

(₹ in lakh)

Particulars		For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a)	Power & Fuel	90.89	93.43
(b)	Rent, Rates & Taxes	638.22	566.69
(c)	Insurance	52.18	33.82
(d)	Repairs and maintenance - Buildings	285.38	279.05
(e)	Repairs and maintenance - Others	806.26	643.76
(f)	Advertisement, Marketing & Business Development	3,388.27	3,188.21
(g)	Travelling and Conveyance Expenses	319.93	462.05
(h)	Expenditure on Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013	324.13	398.51
(i)	Payment to Auditors #	130.34	102.07
(j)	Legal and other professional costs	1,804.45	1,304.91
(k)	Printing & Stationery	48.46	59.79
(l)	Communication	72.65	285.58
(m)	Donations and Contributions *	50.00	-
(n)	Others	2,242.32	923.96
Total		**10,253.48**	8,341.83

* Given to New Democratic Electoral trust (Incorporated as a section 8 Company under the Companies Act, 2013)

 # Payments to Auditors

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(i) To Statutory auditors		
For Audit	**77.71**	76.43
For Other Services	**49.64**	22.44
Reimbursement of Expenses	**1.41**	1.36
(ii) To Cost auditors for cost audit	**1.58**	1.84
Total	**130.34**	102.07

32 - Tax (Credit)/Expense

(a) Tax (Credit)/Expense recognised in profit or loss

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Current Tax:		
In respect of current year	**492.00**	281.38
Deferred Tax:		
In respect of current year origination and reversal of temporary differences	**(661.49)**	2,177.54
Total	**(169.49)**	2,458.92

(b) Tax (Credit)/Expense recognised in Other Comprehensive income

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Deferred tax related to items recognised in other comprehensive income during the year:		
Remeasurements of the defined benefit plans	**(30.17)**	41.37
Total	**(30.17)**	41.37

(c) Reconciliation of estimated income tax expense at tax rate to income tax expense reported in Statement of Profit and Loss is as follows:

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(Loss)/Profit before tax	**(17,176.36)**	7,062.11
Income tax expense calculated at 25.17% (2019: 34.944%)	**(4,323.29)**	2,467.79
Effect of income that is exempt from taxation	**-**	(48.48)
Effect of expenses that is non-deductible in determining taxable profit	**3,659.40**	233.53
Effect of tax incentives and concessions	**-**	(61.15)
Effect of different tax rates in local tax jurisdiction	**18.70**	(102.22)
Deduction under Chapter VI A	**-**	(26.90)
Effect of MAT credit	**-**	(209.23)
Changes in recognised deductible temporary differences	**475.70**	205.58
Income tax (credit) / expense recognised In profit or loss	**(169.49)**	2,458.92

33 - Earnings per Share

Particulars	For the year ended 31st March, 2020 ₹	For the year ended 31st March, 2019 ₹
Basic Earnings per share	**(37.66)**	23.32
Diluted earnings per share	**(37.57)**	23.27

Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(Loss)/Profit for the year	**(19,341.17)**	11,970.52
Weighted average number of equity shares	**51,356,467**	51,339,730

Diluted earnings per share

The diluted earnings per share has been computed by dividing the net (Loss)/Profit after tax available for equity shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding stock options for the respective periods.

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(Loss)/Profit for the year used in the calculation of diluted earnings per share	**(19,341.17)**	11,970.52

The weighted average number of ordinary shares for the purpose of diluted earnings per share reconciles to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Weighted average number of equity shares used in the calculation of Basic EPS	**51,356,467**	51,339,730
Add: Options outstanding under Employee Stock Option Plan	**119,605**	89,828
Weighted average number of equity shares used in the calculation of Diluted EPS	**51,476,072**	51,429,558

34 - Disclosure of interest in Subsidiaries and interest of Non Controlling Interest

(a) Details of the Group's material subsidiaries at the end of the reporting period are as follows:

Name of the Subsidiary	Principal Activity	Place of Incorporation and Place of Operation	Proportion of Ownership Interest and Voting power held by the Group	
			As at 31st March, 2020	As at 31st March, 2019
Mahindra Residential Developers Limited#	Development of Residential Projects	India	**97.14%**	96.30%
Mahindra Integrated Township Limited#	Development of Residential Projects	India	**97.14%**	96.30%
Mahindra Water Utilities Limited	Operation & Maintenance of water collection, treatment & distribution	India	**98.99%**	98.99%
Mahindra Bloomdale Developers Limited	Development of Residential Projects	India	**100.00%**	100.00%
Mahindra Infrastructure Developers Limited	Development of Infrastructure Projects	India	**100.00%**	100.00%
Industrial Township Maharashtra Limited	Development of Industrial township	India	**100.00%**	100.00%
Anthurium Developers Limited	Development of Residential Projects	India	**100.00%**	100.00%
Deepmangal Developers Private Limited	Development of Infrastructure Projects	India	**100.00%**	100.00%
Knowledge Township Limited	Development of Industrial township	India	**100.00%**	100.00%

Name of the Subsidiary	Principal Activity	Place of Incorporation and Place of Operation	Proportion of Ownership Interest and Voting power held by the Group	
			As at 31st March, 2020	As at 31st March, 2019
Mahindra World City (Maharashtra) Limited	Development of Multi Product Special Economic Zones	India	**100.00%**	100.00%
Moonshine Constructions Private Limited	Development of Residential Projects	India	**100.00%**	100.00%
Rathna Bhoomi Enterprises Private Limited	Development of Residential Projects	India	**100.00%**	100.00%

During the year ended March 31, 2020, Mahindra Integrated Township Limited (MITL), subsidiary of the group, completed buy back of Equity Shares. Post buyback, holding of the Group in MITL and consequently in Mahindra Residential Developers Limited is increased by 0.84%. The buyback was made out of retained earnings of MITL.

(b) As the Group holds majority shares in all the above subsidiaries, there is no material non-controlling interest in any of the subsidiary.

35 - Investment in Joint Arrangements

(a) The Group's interests in jointly controlled entities of the Group are :

Name of the Joint Ventures/ Associatesq	Principal activity	Place of incorporation and operation	Proportion of Ownership Interest and Voting power held by the Group	
			As at 31st March, 2020	**As at 31st March, 2019**
Joint Ventures : $				
Mahindra World City Developers Limited	Development of Multi Product Special Economic Zone and Domestic Tariff Area	India	**89.00%**	89.00%
Mahindra Industrial Park Chennai Limited	Development of Industrial parks	India	**53.40%**	53.40%
Mahindra World City (Jaipur) Limited	Development of Multi Product Special Economic Zone and Domestic Tariff Area	India	**74.00%**	74.00%
Mahindra Inframan Water Utilities Private Limited	Operations & Maintenance of water & sewerage facilities at Navi Mumbai	India	**50.00%**	50.00%
Mahindra Industrial Park Private Limited *	Development of Industrial parks	India	**100.00%**	100.00%
Mahindra Happinest Developers Limited*	Development of Residential Projects	India	**51.00%**	51.00%
Mahindra Homes Private Limited*	Development of Residential Projects	India	**75.00%**	75.00%
Associates				
Mahindra Knowledge Park Mohali Limited	Development of Industrial Parks	India	**46.15%**	46.15%
Mahindra Construction Company Limited	Development of Infrastructure Projects	India	**54.17%**	54.17%

$ All of the above entities have been treated as Joint Ventures even though the group holds more than half of the voting power in these entities as it does not have unilateral control over the investee, primarily due to existence of joint venture agreements that give the other investors substantive rights.

* As per agreement with other shareholders, the economic interest of Mahindra Lifespace Developers Limited is 25% in Mahindra Happinest Developers Limited, 50% in Mahindra Homes Private Limited and 50% in Mahindra Industrial Park Private Limited.

(b) Summarised financial information in respect of the Group's material joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with Ind ASs.

(₹ In lakhs)

Particulars	Mahindra Homes Private Limited		Mahindra World City (Jaipur) Limited	
	31st March, 2020	31st March, 2019	**31st March, 2020**	31st March, 2019
Current assets				
Cash and cash equivalents	**3,199.79**	1,722.69	**1,180.61**	4,422.82
Other assets	**98,889.62**	143,720.42	**55,038.09**	52,054.36
Total Current assets	**102,089.41**	145,443.11	**56,218.70**	56,477.18
Total Non-current assets	**838.53**	2,801.84	**15,211.36**	16,549.98
Current liabilities				
Financial liabilities (excluding Trade Payables and Provisions)	**40,070.68**	48,668.43	**14,857.58**	9,578.55
Other liabilities	**17,191.11**	31,974.12	**4,793.94**	4,463.97
Total Current liabilities	**57,261.79**	80,642.55	**19,651.52**	14,042.52
Non-Current liabilities				
Financial liabilities (excluding Trade Payables and Provisions)	**3,000.00**	70,034.00	**16,203.29**	22,666.40
Other liabilities	**-**	-	**5,150.04**	5,918.72
Total Non-current liabilities	**3,000.00**	70,034.00	**21,353.33**	28,585.12
Revenue from operations	**42,155.70**	39,058.73	**10,652.92**	13,352.45
Interest income	**403.83**	260.49	**234.23**	99.81
Depreciation and amortisation	**104.35**	166.03	**654.70**	699.34
Interest cost	**1,883.08**	2,235.89	**2,583.76**	2,487.65
Income tax expense	**2,241.01**	1,169.87	**540.38**	787.66
(Loss)/ Profit for the year	**(18,936.25)**	2,719.29	**2,744.75**	4,468.86
Other comprehensive (loss)/income for the year	**-**	-	**(6.57)**	6.89
Total comprehensive (loss)/income for the year	**(18,936.25)**	2,719.29	**2,738.18**	4,475.75
Dividends received during the year by Parent company	**-**	-	**1,665.00**	1,665.00

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

(₹ In lakhs)

Particulars	Mahindra World City (Jaipur) Limited		Mahindra Homes Private Limited	
	31st March, 2020	31st March, 2019	**31st March, 2020**	31st March, 2019
Net assets	**30,425.21**	30,399.52	**42,666.15**	(2,431.60)
Proportion of the Group's ownership interest in Joint Venture	**22,514.66**	22,495.64	**21,333.08**	(1,215.80)
Stock Reserve (net of deferred tax)	**454.73**	102.16	**425.86**	(6,071.62)
Carrying amount of the Group's interest in Joint Venture	**22,969.39**	22,597.80	**21,758.94**	(7,287.42)

Aggregate information of Joint Ventures that are not individually material

Particulars	**31st March, 2020**	31st March, 2019
The Group's share in Profit or Loss	**(1,477.18)**	1,196.83
The Group's share in other comprehensive income	**(5.45)**	1.55
The Group's share in total comprehensive income	**(1,482.63)**	1,198.38
Aggregate carrying amount of the Group's interests in these Joint Ventures	**11,745.27**	13,401.41

36 - Business Combination

Summary of acquisitions

a) Back ground of transaction

During the previous year ended March 31, 2019, the Company acquired 30% equity stake (with voting interests) in Mahindra Bloomdale Developers Limited (MBDL) formerly known as Mahindra Bebanco Developers Ltd (acquisition date 28th May, 2018) an unlisted company into real estate development. The acquisition was made to enhance the Group's position in real estate development. The Company had previously held 70% equity stake in MBDL which was accounted as interest in Joint Venture. Post the acquisition of remaining stake, it became wholly owned subsidiary of the Company and consolidated on a line-by-line basis.

b) Fair value of assets / liabilites on the acquisition date

(₹ in Lakhs)

Assets and liabilities acquired	Amount
Assets	
Property, Plant and Equipment	67.29
Inventories	19,764.00
Trade receivables	14.59
Cash and Bank Balances	881.67
Deferred Tax Asset (Net)	54.68
Other non-financial current and non current assets and deferred tax assets (net)	728.24
Total assets (A)	**21,510.47**
Liabilities	
Borrowings	(4,981.15)
Trade Payables	(3,410.52)
Advances from Customers	(10,226.35)
Other financial/non-financial current and non current liabilities	(1,521.06)
Total Liabilities (B)	**(20,139.08)**
Net identifiable assets acquired (A-B)=C	1,371.39
Fair value of equity previously held by the Company	933.33
Purchase consideration paid in Cash	400.00
Total (D)	1,333.33
Gain on bargain purchase (C - D)	**38.06**

c) Gain on previously held interest

The gain recognised on fair value of existing equity stake in MBDL by the Company as at the acquisition date amounting to ₹ 798 lakhs, which was disclosed separately in 'other income' under 'Gain on fair valuation of existing stake in equity accounted investee' as part of the statement of profit and loss for the year ended March 31, 2019

d) Revenue and Profit contribution

MBDL had contributed ₹ 5,162.05 lakhs of revenue (gross) and ₹ 242.10 lakhs to profit before tax (gross) from Acquisition date to 31 March 2019. Had the acquisition taken place at the beginning of year i.e. 1 April 2018, MBDL would have contributed total revenue (gross) of ₹ 9,314.27 lakhs and the profit before tax (gross) of ₹ 437.93 lakhs for the year ended March 31, 2019

Acquisition related costs

The Company had incurred acquisition related costs of ₹ 1.18 lakhs and are included in other expenses in statement of profit and loss.(₹ in lakh)

37 - Financial Instruments

Capital management

The Group's capital management objectives are:

– safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders

– maintain an optimal capital structure to reduce the cost of capital

The Management of the Group monitors the capital structure using debt equity ratio which is determined as the proportion of total debt to total equity.

(₹ in lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Debt	**23,733.83**	22,824.57
Cash and bank balances	**(13,243.93)**	(29,376.54)
Net Debt (A)	**10,489.90**	(6,551.97)
Equity (B)	**1,74,321.08**	1,97,305.33
Net Debt to Equity Ratio (A / B)	**0.06**	(0.03)

Categories of financial assets and financial liabilities

The following tables shows the carrying amount of financial assets and financial liabilities by category:

As at 31st March, 2020 (₹ In lakhs)

Particulars	Amortised Costs	FVTPL	Total
Non-current Assets			
Investments	**43,011.42**	**11,807.65**	**54,819.07**
Trade Receivables	**-**	**-**	**-**
Loans	**2,048.14**	**-**	**2,048.14**
Current Assets			
Investments	**-**	**3.40**	**3.40**
Trade Receivables	**11,437.12**	**-**	**11,437.12**
Cash and Bank Balances	**13,243.93**	**-**	**13,243.93**
Loans	**6,294.58**	**-**	**6,294.58**
Other Financial Assets			
- Non Derivative Financial Assets	**14,956.04**	**-**	**14,956.04**
Non-current Liabilities			
Borrowings	**6,288.53**	**-**	**6,288.53**
Lease Liabilities	**96.17**	**-**	**96.17**
Other Financial Liabilities			
- Non Derivative Financial Liabilities	**182.91**	**-**	**182.91**
Current Liabilities			
Borrowings	**14,406.54**	**-**	**14,406.54**
Lease Liabilities	**443.38**	**-**	**443.38**
Trade Payables	**12,755.87**	**-**	**12,755.87**
Other Financial Liabilities			
- Non Derivative Financial Liabilities	**8,060.28**	**-**	**8,060.28**

As at 31st March 2019 (₹ In lakhs)

Particulars	Amortised Costs	FVTPL	Total
Non-current Assets			
Investments	28,711.80	40,060.62	68,772.42
Trade Receivables	163.92	-	163.92
Loans	349.41	-	349.41
Other Financial Assets			
- Non Derivative Financial Assets	9.66	-	9.66

As at 31st March 2019 (₹ In lakhs)

Particulars	Amortised Costs	FVTPL	Total
Current Assets			
Investments	-	3.24	3.24
Trade Receivables	13,727.12	-	13,727.12
Cash and Bank Balances	29,376.54	-	29,376.54
Loans	2,021.01	-	2,021.01
Other Financial Assets			
- Non Derivative Financial Assets	17,903.57	-	17,903.57
Non-current Liabilities			
Borrowings	3,259.86	-	3,259.86
Other Financial Liabilities			
- Non Derivative Financial Liabilities	446.33	-	446.33
Current Liabilities			
Borrowings	17,065.46	-	17,065.46
Trade Payables	18,804.71	-	18,804.71
Other Financial Liabilities			
- Non Derivative Financial Liabilities	7,902.58	-	7,902.58

Financial Risk Management Framework

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. In order to manage the aforementioned risks, the Group operates a risk management policy and a program that performs close monitoring of and responding to each risk factor.

CREDIT RISK

(i) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises from trade receivables, cash and cash equivalents, mutual Funds & other financial assets.

Trade Receivables:

The Group's trade receivables include receivables on sale of residential flats and rent receivable. As per the Group's flat handover policy, a flat is handed over to a customer only upon payment of entire amount of consideration. The rent receivables are secured by security deposits obtained under the lease agreement. Thus, the Group is not exposed to any credit risk on receivables from sale of residential flats and rent receivables.

Cash and Cash Equivalents, Mutual Funds & Other Financial Assets

For banks and financial institutions, only high rated banks/institutions are accepted. The Group holds cash and cash equivalents with bank and financial institution counterparties, which are having highest safety ratings based on ratings published by various credit rating agencies. The Group considers that its cash and cash equivalents have low credit risk based on external credit ratings of the counterparties.

The Group holds mutual funds with financial institution counterparties, which are having highest safety ratings based on ratings published by various credit rating agencies. The Group considers that its mutual funds have low credit risk based on external credit ratings of the counterparties.

For Other Financial Assets, the Group assesses and manages credit risk based on reasonable and supportive forward looking information. Other financial assets are considered to be low credit risk expsoure assets.

LIQUIDITY RISK

(i) Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturities of financial liabilities

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

(₹ In lakhs)

Particulars	Less than 1 Year	1 Year to 3 Years	3 Years to 5 Years
Non-derivative financial liabilities			
As at 31st March 2020			
Non Current			
Borrowings	**-**	**6,288.53**	**-**
Lease Liabilities	**-**	**96.17**	**-**
Other Financial Liabilities (Non Derivative Financial Liabilities)	**-**	**182.91**	**-**
Total Non Current (A)	**-**	**6,567.61**	**-**
Current			
Borrowings	**14,406.54**	**-**	**-**
Lease Liabilities	**443.38**	**-**	**-**
Trade Payables	**12,755.87**	**-**	**-**
Other Financial Liabilities (Non Derivative Financial Liabilities)	**8,060.28**	**-**	**-**
Total Current (B)	**35,666.07**	**-**	**-**
Total (A+B)	**35,666.07**	**6,567.61**	**-**
As at 31st March 2019			
Non Current			
Borrowings	-	3,262.52	-
Other Financial Liabilities (Non Derivative Financial Liabilities)	-	446.33	-
Total Non Current (A)	-	3,708.85	-
Current			
Borrowings	17,065.46	-	-
Trade Payables	18,804.71	-	-
Other Financial Liabilities (Non Derivative Financial Liabilities)	7,902.58	-	-
Total Current (B)	43,772.75	-	-
Total (A+B)	43,772.75	3,708.85	-

MARKET RISK

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors.

Currency Risk

Foreign currency risk is the risk that the fair value or the future cash flows of an exposure will fluctuate because of changes in the foreign exchange rate. The Group undertakes transactions denominated in foreign currencies only for the purchases of the components which are required to carry out the construction activities. The Group manages its foreign currency risk by forward contracts that are expected to occur within a maximum 12 month from the entering of a contract.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.The Group manages its interest rate risk by having a balanced portfolio of fixed and floating rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in lakhs)

Increase / decrease in basis points	Currency	As at March 31, 2020 Effect on loss before tax	As at March 31, 2019 Effect on profit before tax
+100	₹	**(143.79)**	(160.67)
-100	₹	**143.79**	160.67

38 - Fair Value Measurement

Fair Valuation Techiques and Inputs used - recurring Items

(₹ in lakh)

Financial assets measured at Fair value	Fair value as at		Fair value hierarchy	Valuation Technique(s)	Applicable for Level 2 and Level 3 hierarchy Key input(s)
	31st March, 2020	31st March, 2019			
Financial assets					
Investments					
1) Mutual fund investments	**3.40**	3.24	Level 1	Unquoted Market Price	Not applicable as Level 1 hierarchy
2) Investment in Preference Shares - unquoted	**1,271.85**	757.05	Level 3	Income Approach - Discounted Cash Flow / Comparable Companies Method / Multiple Approach and Price of Recent Transaction	For Discounted Cash Flow -Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions. For Comparable Companies Method- In this approach the fair value is derived based on revenue multiple of comparable companies. For Market Multiple Appraoch - this approach the fair value is derived based on market multiples like PE multiple, Enterprise value (EV) multiple, Revenue multiple etc.
3) Investment in Optionally Convertible Debentures	**10,520.72**	39,287.00	Level 3	Income Approach - Discounted Cash Flow	For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions.
4) Investment in Equity Shares -unquoted	**15.08**	16.57	Level 3	Comparable Companies Method/ Market Multiple Approach and Price of Recent Transaction	For Comparable Companies Method- In this approach the fair value is derived based on revenue multiple of comparable companies. For Market Multiple Appraoch - this approach the fair value is derived based on market multiples like PE multiple, Enterprise value (EV) multiple, Revenue multiple etc.
Total Financial Assets	**11,811.05**	40,063.86			

Significant unobservable inputs used in level 3 fair value measurements (₹ In lakhs)

Financial assets measured at Fair value	Fair value as at 31st March, 2020	Fair value as at 31st March, 2019	Fair value hierarchy	Significant unobservable inputs	Relationship of unobservable inputs to fair value and sensitivity
1) Investment in Preference Shares - unquoted	**1,271.85**	757.05	Level 3	Interest Rates to discount future cash flow, Financial Projections/Market multiples used by benchmarking for valuation	Any change (increase/ decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation/Increase in multiple will result in increase in valuation
2) Investment in Equity Shares - unquoted	**15.08**	16.57	Level 3	Market multiples used by benchmarking for valuation	Increase in multiple will result in increase in valuation
3) Investment in Optionally Convertible Debentures	**10,520.72**	39,287.00	Level 3	Interest Rates to discount future cash flow, Financial Projections	Any change (increase/ decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation

Financial Instrument not measured using Fair Value i.e. measured using amortized cost

The carrying value of Other financial assets / liabilities represent reasonable estimate of fair value.

There were no transfers between Level 1 and Level 2 during the year.

Reconciliation of Level 3 fair value measurements of financial instruments measured at fair value

Particulars	Investment in Preference Shares - unquoted	Investment in Equity Shares - unquoted	Investment in Optionally Convertible Debentures	Total
Year Ended 31st March 2020				
Opening Balance of Fair Value	**757.05**	**16.57**	**39,287.00**	**40,060.62**
Total incomes/gains or (losses) recognised in Profit or Loss	**(126.46)**	**(1.49)**	**1,282.95**	**1,155.00**
Fair value of purchases made during the year	**641.26**	**-**	**2,004.77**	**2,646.03**
Conversion of Optionally Convertible Redeemable Debenture to Equity Share (Refer note. 9a)	**-**	**-**	**(32,054.00)**	**(32,054.00)**
Closing Balance of Fair Value	**1,271.85**	**15.08**	**10,520.72**	**11,807.65**
Year Ended 31st March 2019				
Opening Balance of Fair Value	308.40	-	39,086.62	39,395.02
Total incomes/gains or (losses) recognised in Profit or Loss	(34.78)	-	200.38	165.60
Fair value of purchases made during the year	483.43	16.57	-	500.00
Closing Balance of Fair Value	757.05	16.57	39,287.00	40,060.62

39 - Changes in Accounting Policies

A Transition to Ind AS 116

Ministry of corporate Affairs has notified Ind AS 116 “Leases” which is effective from 01st April, 2019. Pursuant to this, the Group has applied this standard to all lease contracts existing on 01st April, 2019 using the retrospective approach with the cumulative effect at the date of initial application. On that date, the Group recognised a lease liability measured at the present value of the remaining lease payments using the lessee’s incremental borrowing rate as at 01st April, 2019 and corresponding Right of Use (ROU) asset measured at an amount equivalent to lease liability. Therefore, there is no effect of adopting Ind AS 116 on retained earnings as at 01st April, 2019, with no restatement of comparative information. The new accounting policy is disclosed in note no. 2.6. Thus, on transition, the adoption of the new standard resulted in recognition of ‘Right of Use’ asset and a lease liability of ₹ of ₹ 973.12 lakhs.

In view of this, the operating lease rent which was hitherto accounted under 'Other expenses' in previous years has now been accounted as depreciation and finance costs. Accordingly the Loss for the year ended 31st March, 2020 is higher by ₹ 25.01 lakhs (net). To this extent, the performance of the current year is not comparable with previous year's financial staements. The financial statements of year ended 31st March, 2020 results in an increase of ₹ 458.58 lakhs in depreciation for the right of use assets and increase of ₹ 58.43 lakhs in finance costs on lease liability and decrease in operating lease rent cost of ₹ 492.00 lakhs.

The Statement of Assets and Liabilities for year ended 31st March, 2020 results in an increase of ₹ 515.55 Lakhs, and ₹ 539.55 Lakhs in Right of use assets and Lease Liabilities respectively.

B Transition date reconciliation required by para C12(b) of Ind AS 116

Particulars	**For the year ended 31st March, 2020**
Operating lease commitments disclosure as per Ind AS 17 as of March 31, 2019	**165.20**
Weighted average incremental borrowing rate	**8.20%**
A. Present value as on April 1, 2019 using incremental borrowing rate	**155.68**
B. Extension options reasonably certain to be exercised	**817.44**
Total lease liabilities on transition date (April 1, 2019) (A + B)	**973.12**

C As lessee

The Group has entered into operating lease arrangements for Worli and Andheri Office. The lease is non-cancellable for a period of 1-2 years and may be renewed based on mutual agreement between the parties. The leases have varying terms, escalation clause and renewal rights. From 1 April, 2019, the Group has recognised right of use assets for these leases except for short term leases.

Undiscounted Cash Flow of Lease liabilities	**For the year ended 31st March, 2020**
Less than one year	**497.47**
One to Three years	**65.90**
Three to five years	**-**
More than five years	**-**
Total undiscounted lease liabilities at Balance sheet date	**563.37**

Future minimum lease commitments of non cancellable lease	For the year ended 31st March, 2019
not later than one year	102.87
later than one year and not later than five years	62.33
later than five years	-
Total future minimum lease commitments of non cancellable lease	165.20

Cash outflow for leases for the year ended March 31, 2020 is ₹ 492 lakhs

Expense of ₹ 81.32 lacs relating to leases of low-value assets for the year ended March 31, 2020 is inlcuded in "Rent, Rates & Taxes" of Note 31 "Other Expenses"

40 - Segment information

The reportable segments of the Group are 'Projects, Project Management and Development' and 'Operating of Commercial Complexes'.

The segments are largely organised and managed separately according to the organisation structure that is designed based on the nature of business. Operating segments are reported in a manner consistent with the internal reporting provided to the Managing Director regarded as the Chief Operating Decision Maker ("CODM").

Description of each of the reportable segments for all periods presented, is as under:

i) Projects, Project Management & Development: This Segment of the business includes income from sale of residential units across projects, project management and development in India.

ii) Operating of Commercial Complexes: This Segment of the business includes rental income from commercial properties at Delhi The CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit as the performance indicator for all of the operating segments. The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the financial statements. Segment profit represents the profit before interest and tax.

Information regarding the Group's reportable segments is presented below:"

(₹ in lakh)

Particulars	31st March, 2020			31st March, 2019		
	Projects, Project Management & Development	**Operating of Commercial Complexes**	**Total**	Projects, Project Management & Development	Operating of Commercial Complexes	Total
Revenue						
External customers	**59,941.93**	**1,151.64**	**61,093.57**	57,845.92	1,437.08	59,283.00
Total revenue	**59,941.93**	**1,151.64**	**61,093.57**	57,845.92	1,437.08	59,283.00
Results						
Segment Results	**7,294.62**	**843.21**	**8,137.83**	12,622.31	1,159.27	13,781.58
Share of (loss) / profit of Joint Ventures & Associates	**(2,448.12)**	**-**	**(2,448.12)**	7,263.69	-	7,263.69
Less:-						
Unallocated Interest (Finance Cost)	**-**	**-**	**762.70**	-	-	1,249.07
Unallocated corporate expense net of unallocated income (includes exceptional Item - refer note no. 9)	**-**	**-**	**24,551.34**	-	-	5,470.40
(Loss)/Profit before tax	**-**	**-**	**(19,624.33)**	-	-	14,325.80
Income Tax (credit)/ expense	**-**	**-**	**(169.49)**	-	-	2,458.92
(Loss)/Profit after tax	**-**	**-**	**(19,454.84)**	-	-	11,866.88
Segment Assets & Liabilities						
Segment Assets	**207,465.42**	**3,553.07**	**211,018.49**	235,001.00	2727.35	237,728.35
Unallocated corporate assets	**-**	**-**	**43,150.85**	-	-	61,631.07
Total Assets			**254,169.34**			299,359.42
Segment Liabilities	**73,966.47**	**580.01**	**74,546.48**	98,268.00	558.00	98,826.00
Unallocated corporate liabilities			**5,301.78**			3,228.09
Total Liabilities			**79,848.26**			102,054.09
Other Information						
Depreciation and Amortisation Expense	**56.86**	**46.01**	**102.87**	128.10	46.04	174.14
Capital Expenditure	**362.56**	**-**	**362.56**	605.13	-	605.13

Revenue from type of products and services

The operating segments are primarily based on nature of products and services and hence the Revenue from external customers of each segment is representative of revenue based on products and services.

Geographical Information

The Group operates in one reportable geographical segment i.e. "Within India". Hence, no separate geographical segment wise disclosure is applicable as per the requirements of Ind AS 108 Operating Segments.

Information about major customers

During the year ended 31st March, 2020 and 2019 respectively, revenues from transactions with a single external customer did not amount to 10 per cent or more of the Group's revenues from external customers.

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year as well as previous year.

41 - Employee benefits

(a) Defined Contribution Plan

The Group's contribution to Provident Fund and Superannuation Fund aggregating ₹ 380.03 lakhs (2019 : ₹ 333.70 Lakh) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

(b) Defined Benefit Plans:

Gratuity

The Group operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Group scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Group makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

Through its defined benefit plans the Group is exposed to a number of risks, the most significant of which are detailed below:

Investment risk

The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk

The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

	Valuation as at	
	31-Mar-20	31-Mar-19
Discount rate(s)	**5.68% - 7.70%**	6.94% - 7.70%
Expected rate(s) of salary increase	**5% - 10%**	8% - 12%
Attrition Rate	**1% to 16% across various age groups**	1% to 22% across various age groups
Mortality	**IALM (2006-08) ULT.**	IALM (2006-08) ULT.

Defined benefit plans – as per actuarial valuation on 31st March, 2020

(₹ in lakh)

Particulars	Funded Plan Gratuity	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:		
Service Cost		
Current Service Cost	**130.50**	78.92
Past service cost and (gains)/losses from settlements	**0.15**	-
Net interest expense	**10.42**	9.84
Components of defined benefit costs recognised in profit or loss	**141.07**	88.76
Remeasurement on the net defined benefit liability		
Return on plan assets (excluding amount included in net interest expense)	**(0.17)**	16.49
Actuarial (gains)/loss arising from demographic assumptions	**(29.76)**	(5.95)
Actuarial (gains)/loss arising from changes in financial assumptions	**(63.96)**	87.59
Actuarial (gains)/loss arising from experience adjustments	**(8.99)**	20.14
Components of defined benefit costs recognised in other comprehensive income	**(102.88)**	118.27
Total	**38.19**	207.03
I. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March, 2020		
1. Present value of defined benefit obligation as at 31st March, 2020	**485.39**	532.26
2. Fair value of plan assets as at 31st March, 2020	**349.02**	325.24
3. Surplus/(Deficit)	**(136.37)**	(207.02)
4. Current portion of the above	**(6.39)**	-
5. Non current portion of the above	**(129.98)**	(207.02)
II. Change in the obligation during the year ended 31st March		
1. Present value of defined benefit obligation at the beginning of the year	**540.61**	427.86
2. Adjustment to the Opening Balance	**37.40**	22.11
3. Less: Transfer out liability for employees transferred to group companies	**(84.48)**	-
Transfer		
4. Expenses Recognised in Profit and Loss Account		
- Current Service Cost	**130.50**	78.92
- Past Service Cost	**0.15**	-
- Interest Expense (Income)	**34.50**	9.84
5. Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actuarial (Gain)/ Loss arising from:		
i. Demographic Assumptions	**(29.76)**	(5.95)
ii. Financial Assumptions	**(63.96)**	87.59
iii. Experience Adjustments	**(8.99)**	20.14
6. Benefit payments	**(70.58)**	(108.25)
7. **Present value of defined benefit plans at the end of the year**	**485.39**	532.26

(₹ in lakh)

Particulars	Funded Plan Gratuity **For the year ended 31st March, 2020**	 For the year ended 31st March, 2019
III. Change in fair value of assets during the year ended 31st March		
1. Fair value of plan assets at the beginning of the year	**325.24**	212.91
2. Adjustment to Opening Balance	**-**	43.46
3. Expenses Recognised in Profit and Loss Account		
- Expected return on plan assets	**24.08**	19.64
4. Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actual Return on plan assets in excess of the expected return	**(0.17)**	(0.54)
- Others (specify)	**-**	-
5. Contributions by employer (including benefit payments recoverable)	**1.14**	54.75
6. Benefit payments	**(1.27)**	(4.98)
7. **Fair value of plan assets at the end of the year**	**349.02**	325.24
IV. The Major categories of plan assets		
- Insurer managed funds (Non Quoted Value)	**349.02**	325.24

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ in lakh)

Principal assumption		Changes in assumption (%)	Impact on defined benefit obligation	
			Increase in assumption	Decrease in assumption
Discount rate	**2020**	**1.00%**	**852.63**	**898.27**
	2019	1.00%	504.83	562.95
Salary growth rate	**2020**	**1.00%**	**955.66**	**852.94**
	2019	1.00%	556.82	509.65

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.

The Company expects to contribute ₹ 72.74 lakhs (31st March, 2019 ₹ 98.21 lakhs) to the gratuity trusts during the next financial year.

Maturity profile of defined benefit obligation:

(₹ in lakh)

	31st March, 2020	31st March, 2019
Within 1 year	**72.74**	98.21
1 - 2 year	**47.89**	58.88
2 - 3 year	**47.94**	59.39
3 - 4 year	**50.98**	61.43
4 - 5 year	**53.06**	60.45
5 - 10 years	**344.70**	398.81

Major Category of plan assets for Gratuity Fund is as follows:

	31st March, 2020	31st March, 2019
Asset category:		
Deposits with Insurance companies	**100%**	100%
	100%	100%

The Group's policy is driven by considerations of maximizing returns while ensuring credit quality of the debt instruments. The asset allocation for plan assets is determined based on investment criteria prescribed under the Indian Income Tax Act, 1961, and is also subject to other exposure limitations. The Group evaluates the risks, transaction costs and liquidity for potential investments. To measure plan asset performance, the Group compares actual returns for each asset category with published benchmarks.

The weighted average age considered for defined benefit obligation as at 31st March 2020 is 36.24 years (31st March, 2019: 35.93 years)

42 - Related Party Disclosures

(a) Related Parties where control exists

(i) Holding Company

Mahindra & Mahindra Limited (M&M)

(b) Other Parties with whom Transactions have taken place during the year

(i) Joint Ventures

Mahindra World City Developers Limited
Mahindra Bebanco Developers Limited
Mahindra Homes Private Limited
Mahindra Happinest Developers Limited
Mahindra Industrial Park Chennai Limited
Mahindra World City (Jaipur) Limited
Mahindra Industrial Park Private Limited

(ii) Fellow Subsidiaries

EPC Industries Limited
Mahindra Integrated Business Solutions Private Limited
Mahindra Defence Systems Limited
Mahindra Logistics Ltd.
Mahindra Rural Housing Finance Limited
Mahindra MSTC Recycling Private Limited
Mahindra Holidays & Resorts India Limited
NBS International Limited
Mahindra First Choice Wheels Limited
Mahindra Intertrade Limited
Mahindra Retail Limited
Mahindra & Mahindra Financial Services Limited

(iii) Associate of Holding Company

Tech Mahindra Limited
Mahindra Knowledge Park (Mohali) Limited
Mahindra Construction Company Limited

(iv) Key Management Personnel

Ms. Sangeeta Prasad - Managing Director & CEO (from 1st October, 2018)
Ms. Anita Arjundas - Managing Director & CEO (upto 30th September, 2018)
Mr. Bharat Shah - Independent Director
Ms. Amrita Chowdhury - Independent Director (Appointed on 13th August, 2019)
Mr. Arun Kumar Nanda - Non Executive Chairman
Mr. Shailesh Haribhakti - Independent Director (Resigned on 26th July, 2019).
Mr. Ameet Hariani - Independent Director
Dr. Anish Shah - Non Independent Director

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(₹ In lakhs)

Particulars	Holding Company		Joint Ventures		Key Management Personnel		Other Related Parties	
	Year ended March 31, 2020	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019
Rendering of services								
Mahindra & Mahindra Limited	**1,184.57**	1,399.55	**-**	-	**-**	-	**-**	-
Mahindra Homes Private Limited	**-**	-	**144.38**	1,213.88	**-**	-	**-**	-
Mahindra Happinest Developers Limited	**-**	-	**334.54**	813.71	**-**	-	**-**	-
Mahindra Industrial Park Private Limited	**-**	-	**68.00**	92.80	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**126.72**	113.74	**-**	-	**-**	-
Tech Mahindra Limited	**-**	-	**-**	-	**-**	-	**0.12**	-
Mahindra Defence Systems Limited	**-**	-	**-**	-	**-**	-	**0.12**	-
Mahindra Logistics Ltd.	**-**	-	**-**	-	**-**	-	**4.55**	-
Receiving of Services								
Mahindra & Mahindra Limited	**472.84**	679.33	**-**	-	**-**	-	**-**	-
Mahindra Retail Limited	**-**	-	**-**	-	**-**	-	**3.27**	-
Mahindra Defence Systems Limited	**-**	-	**-**				**2.25**	-
EPC Industries Limited	**-**	-	**-**	-	**-**	-	**-**	2.85
Mahindra Intertrade Limited	**-**	-	**-**	-	**-**	-	**2.76**	1.95
Mahindra Integrated Business Solutions Private Limited	**-**	-	**-**	-	**-**	-	**247.76**	116.19
Mahindra Holidays & Resorts India Limited	**-**	-	**-**	-	**-**	-	**14.33**	13.48
Mahindra World City (Jaipur) Limited	**-**	-	**-**	-	**-**	-	**-**	0.04
Mahindra World City Developers Limited	**-**	-	**268.47**	296.85	**-**	-	**-**	-
Mahindra Retail Private Limited	**-**	-	**-**	-	**-**	-	**-**	0.27
NBS International Ltd.	**-**	-	**-**	-	**-**	-	**1.27**	1.44
Reimbursement made to parties								
Mahindra & Mahindra Limited	**469.99**	104.68	**-**	-	**-**	-	**-**	-
Mahindra Industrial Park Private Limited	**-**	-	**-**	-	**-**	-	**-**	-
Mahindra World City Developers Limited	**-**	-	**0.49**	-	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**0.65**	3.54	**-**	-	**-**	-
Mahindra Happinest Developers Limited			**82.13**	-				
Mahindra & Mahindra Contech Limited	**-**	-	**-**	-	**-**	-	**7.52**	6.63
Mahindra Logistics Ltd.	**-**	-	**-**	-	**-**	-	**-**	3.49
Mahindra First Choice Wheels Limited	**-**	-	**-**	-	**-**	-	**-**	2.16
Mahindra Knowledge Park (Mohali) Limited	**-**	-	**-**	-	**-**	-	**-**	0.63
Mahindra Defence Systems Limited	**-**	-	**-**	-	**-**	-	**0.05**	-

(₹ In lakhs)

Particulars	Holding Company		Joint Ventures		Key Management Personnel		Other Related Parties	
	Year ended March 31, 2020	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019
Reimbursement received from parties								
Mahindra & Mahindra Limited	**4.71**	0.43	**-**	-	**-**	-	**-**	-
Mahindra Industrial Park Private Limited	**-**	-	**1.58**	1.58	**-**	-	**-**	-
Mahindra World City Developers Limited	**-**	-	**26.79**	23.06	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**50.21**	27.13	**-**	-	**-**	-
Mahindra Homes Private Limited	**-**	-	**37.22**	36.80	**-**	-	**-**	-
Mahindra Happinest Developers Limited	**-**	-	**115.51**	103.97	**-**	-	**-**	-
Mahindra MSTC Recycling Private Limited	**-**	-	**-**	-	**-**	-	**1.47**	-
Leasing Income								
Mahindra Homes Private Limited	**-**	-	**-**	7.52	**-**	-	**-**	-
Inter-corporate Deposit Given*								
Mahindra World City Developers Limited	**-**	-	**2,000.00**	200.00	**-**	-	**-**	-
Mahindra Industrial Park Chennai Limited	**-**	-	**2,000.00**	450.00	**-**	-	**-**	-
Mahindra Industrial Park Private Limited		-	**1,755.00**	157.00	**-**	-	**-**	-
Mahindra & Mahindra Financial Services Limited	**-**	-	**-**	-	**-**	-	**875.00**	350.00
Mahindra Rural Housing Finance Limited	**-**	-	**-**	-	**-**	-	**800.00**	-
Mahindra Construction Company Limited	**-**	-	**-**	-	**-**	-	**10.00**	-
Inter-corporate Deposit Realised	**-**	-	**-**	-	**-**	-	**-**	-
Mahindra World City Developers Limited	**-**	-	**-**	200.00	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**-**	5,800.00	**-**	-	**-**	-
Mahindra Industrial Park Private Limited	**-**	-	**1,755.00**	157.00	**-**	-	**-**	-
Mahindra Industrial Park Chennai Limited	**-**	-	**800.00**	450.00	**-**	-	**-**	-
Mahindra & Mahindra Financial Services Limited							**350.00**	-
Loan Taken								
Tech Mahindra Limited	**-**	-	**-**	-	**-**	-	**-**	5,000.00
Loan Repaid								
Tech Mahindra Limited	**-**	-	**-**	-	**-**	-	**-**	10,000.00
Investment Made / Conversion								
Mahindra Happinest Developers Limited	**-**	-	**1,563.37**	-	**-**	-	**-**	-
Mahindra Industrial Park Private Limited	**-**	-	**1,075.00**	-	**-**	-	**-**	-
Mahindra Homes Private Limited	**-**	-	**32,054.00**	-	**-**	-	**-**	-

(₹ In lakhs)

Particulars	Holding Company		Joint Ventures		Key Management Personnel		Other Related Parties	
	Year ended March 31, 2020	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019	**Year ended March 31, 2020**	Year ended March 31, 2019
Interest Income								
Mahindra Homes Private Limited	**-**	-	**-**	2,700.27	**-**	-	**-**	-
Mahindra Industrial Park Private Limited	**-**	-	**144.83**	1.39	**-**	-	**-**	-
Mahindra World City Developers Limited	**-**	-	**25.02**	11.87	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**-**	138.82	**-**	-	**-**	-
Mahindra Bebanco Developers Limited	**-**	-	**-**	55.95	**-**	-	**-**	-
Mahindra Industrial Park Chennai Limited	**-**	-	**59.71**	10.04	**-**	-	**-**	-
Mahindra Retail Private Limited	**-**	-	**-**	-	**-**	-	**-**	26.23
Mahindra & Mahindra Financial Services Limited	**-**	-	**-**	-	**-**	-	**57.87**	2.20
Mahindra Rural Housing Finance Limited	**-**	-	**-**	-	**-**	-	**10.32**	-
Interest Expense								
Tech Mahindra Limited	**-**	-	**-**	-	**-**	-	**-**	183.67
Mahindra Industrial Park Private Limited	**-**	-	**64.38**	-	**-**	-	**-**	-
Dividend Paid								
Mahindra & Mahindra Limited	**1,586.39**	1,586.39	**-**	-	**-**	-	**-**	-
Mahindra World City Developers Limited	**-**	-	**-**	149.50	**-**	-	**-**	
Dividend Received								
Mahindra World City Developers Limited	**-**	-	**178.00**	-	**-**	-	**-**	-
Mahindra World City (Jaipur) Limited	**-**	-	**1,665.00**	1,665.00	**-**	-	**-**	-
Managerial Remuneration								
Ms. Sangeeta Prasad	**-**	-	**-**	-	**304.31**	109.16	**-**	-
Ms. Anita Arjundas	**-**	-	**-**	-	**-**	231.88	**-**	-
Buy back of Equity Shares								
Mr. Arun Nanda	**-**	-	**-**	-	**71.50**	-	**-**	-
Ms. Anita Arjundas	**-**	-	**-**	-	**28.60**	-		
Shares Alloted under ESOP								
Ms. Anita Arjundas	**-**	-	**-**	-	**-**	0.18	**-**	-
Commission and other benefits to Non Executive/ Independent Directors	**-**	-	**-**	-	**78.20**	122.10	**-**	-

Outstanding Balances as at year end date

The following table provides the outstanding balances with related parties as on the relevant date

(₹ in lakh)

Particulars	Balance as at	Parent Company	Joint ventures	Key Management Personnel	Other related parties
Inter-corporate Deposit Given	**31-Mar-20**	**-**	**4,955.00**	**-**	**1,685.00**
	31-Mar-19	-	**-**	-	350.00
Inter-corporate Loans Taken	**31-Mar-20**	**-**	**1,755.01**	**-**	**-**
	31-Mar-19	-	**-**	-	2,860.00
OCRDs Issued	**31-Mar-20**	**-**	**771.00**	**-**	**-**
	31-Mar-19	-	771.00	-	-
Security Deposit Received	**31-Mar-20**	**548.48**	**-**	**-**	**-**
	31-Mar-19	540.08	**-**	-	-
Security Deposit Paid	**31-Mar-20**	**-**	**89.34**	**-**	**-**
	31-Mar-19	-	**66.27**	-	-
Interest Income Receivable	**31-Mar-20**	**-**	**14,340.46**	**-**	**14.58**
	31-Mar-19	-	**16,855.96**	-	-
Interest Expense Payable	**31-Mar-20**	**-**	**57.94**	**-**	**-**
	31-Mar-19	-	**-**	-	-
Receivables	**31-Mar-20**	**3,159.31**	**462.07**	**-**	**0.37**
	31-Mar-19	2,322.11	**909.06**	-	1.37
Payables	**31-Mar-20**	**979.00**	**90.71**	**-**	**58.88**
	31-Mar-19	795.83	**72.77**	-	65.03
Prepaid Rent	**31-Mar-20**	**-**	**-**	**-**	**-**
	31-Mar-19	-	**4.63**	-	-

*The above intercorporate deposits have been given for general business purposes including investment purposes

Note: As the liability for gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the Key Management Personnel is not ascertained separately, and therefore, not included above.

Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

Compensation of key management personnel

The previous year remuneration of key management personnel includes remuneration paid to Ms. Anita Arjundas upto 30th September 2018 and to Ms. Sangeeta Prasad from 01st October 2018 as below:

(₹ in lakh)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Salary including perquisites	**290.45**	329.24
Other contribution to funds	**13.86**	11.80
Total	**304.31**	341.04

43 - Contingent liabilities

(₹ in lakh)

			As at 31st March, 2020	As at 31st March, 2019
(a)	**Claims against the Company not acknowledged as debt**			
	(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	**-**	93.89
	(ii)	Demand from local authorities for transfer fees on transfer of property, disputed by the Company	**-**	123.99
	(iii)	Demand from a local authority for energy dues disputed by the Company.	**2,164.04**	2,164.04
	(iv)	Claim from welfare association in connection with project work, disputed by the Company	**4,500.00**	4,500.00
	(v)	Shahri Jamabandi (Urban Assessment/Ground rent demanded by Jaipur Development Authority, Government of Rajasthan)	**23,812.75**	23,812.75
		Note : The above amount is based on demand raised, which the Company is contesting with the concerned authorities. Outflows, if any, arising out of this claim would depend on the outcome of the decision of the appellate authorities and Company's rights for future appeals. No reimbursements are expected.		
	(vi)	Claim received from vendor	**-**	175.00
(b)	**Tax Matter under appeal**			
	(i)	Income Tax		
		Demands against the Group not acknowledged as debts and not provided for, relating to issues of deductibility and taxability in respect of which the Group is in appeal and exclusive of the effect of similar matters in respect of assessments remaining to be completed.	**2,553.85**	2,467.71
	(ii)	Indirect Tax		
		VAT, Service Tax and Entry Tax claims disputed by the Company relating to issues of applicability and interest on demand. The Group is pursuing the matter with the appropriate Appellate Authorities.	**1,265.78**	1,106.74

44 - Impact of COVID-19 (Global Pandemic)

The Group is actively monitoring the impact of the global health pandemic on its financial condition, liquidity, operations, suppliers, industry, and workforce. The Group has used the principles of prudence in applying judgments, estimates and assumptions based on the current estimates. In assessing the recoverability of assets such as goodwill, inventories, financial assets and other assets, based on current indicators of future economic conditions, the Group expects to recover the carrying amounts of its assets. The extent to which COVID-19 impacts the operations will depend on future developments which remain uncertain.

45 - a) Additional Information to the consolidated Financial Statements (continued)

Statement of share of Net assets and the Profit or Loss and Other comprehensive income of the entities attributable to the owners and Non controlling interest.

Name of the Enterprise	Net assets (i.e, Total Assets minus Total Liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount (₹ In lakhs)	As a % of consolidated net assets	Amount (₹ In lakhs)	As a % of consolidated profit or loss	Amount (₹ In lakhs)	As a % of consolidated other comprehensive Income	Amount (₹ In lakhs)	As a % of consolidated total comprehensive Income
Mahindra Lifespace Developers Limited (Parent)	94,999.88	55.84%	(18,360.87)	94.93%	72.71	100.00%	(18,288.16)	94.91%
Subsidiaries (as per line by line method)								
Mahindra Integrated Township Limited	(1,240.11)	(0.73%)	(605.24)	3.13%	-	-	(605.24)	3.14%
Mahindra Residential Developers Limited	15,381.23	9.04%	734.31	(3.80%)	-	-	734.31	(3.81%)
Mahindra Water Utilities Limited	4,054.89	2.38%	710.74	(3.67%)	-	-	710.74	(3.69%)
Mahindra Infrastructure Developers Limited	2,050.28	1.21%	41.83	(0.22%)	-	-	41.83	(0.22%)
Mahindra Bloomdale Developers Limited	1,507.07	0.89%	469.57	(2.43%)			469.57	(2.44%)
Industrial Township Maharashtra Ltd.	269.23	0.16%	1.32	(0.01%)	-	-	1.32	(0.01%)
Anthurium Developers Limited	29.29	0.02%	4.32	(0.02%)	-	-	4.32	(0.02%)
Deepmangal Developers Private Limited	(36.70)	(0.02%)	(0.30)	0.00%	-	-	(0.30)	0.00%
Knowledge Township Limited	2,769.22	1.63%	(0.67)	0.00%	-	-	(0.67)	0.00%
Mahindra World City (Maharashtra) Limited	(1,886.83)	(1.11%)	(1.24)	0.01%	-	-	(1.24)	0.01%
Moonshine Constructions Private Limited	(31.32)	(0.02%)	(0.42)	0.00%	-	-	(0.42)	0.00%
Ratnabhoomi Enterprises Private Limited	(15.74)	(0.01%)	(0.22)	0.00%	-	-	(0.22)	0.00%
Joint Ventures (as per equity method)						-		
Mahindra World City Developers Limited	13,310.68	7.82%	(782.91)	4.05%	-	-	(782.91)	4.06%
Mahindra World City (Jaipur) Limited	22,969.39	13.50%	2,036.59	(10.53%)	-	-	2,036.59	(10.57%)
Mahindra Inframan Water Utilities Private Limited	(0.23)	(0.00%)	(0.38)	0.00%	-	-	(0.38)	0.00%
Mahindra Homes Private Limited	21,758.94	12.79%	(3,007.64)	15.55%	-	-	(3,007.64)	15.61%
Mahindra Happinest Developers Limited	(851.99)	(0.50%)	(254.07)	1.31%	-	-	(254.07)	1.32%
Mahindra Industrial Park Private Limited	(713.19)	(0.42%)	(439.71)	2.27%	-	-	(439.71)	2.28%
Associates (as per equity method)								
Mahindra Knowledge Park Mohali Limited	-	0.00%	-	0.00%	-	-	0.00	0.00%
Mahindra Construction Company Limited	(2.91)	0.00%	-	0.00%	-	-	0.00	0.00%
Non controlling Interest	(4,193.78)	(2.47%)	113.82	(0.59%)	-	-	113.82	(0.59%)
Total	**170,127.30**	**100.00%**	**(19,341.17)**	**100.00%**	**72.71**	**100.00%**	**(19,268.46)**	**100.00%**

45. b) Form AOC 1

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Account) Rules, 2014.

Statement containing salient features of financial statements of Subsidiary / Associates / Joint Ventures as per Companies Act,2013

Part"A" Subsidiaries

₹ in lakhs

Sl. No.	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18
Name of Subsidiary	Mahindra Infra-structure Develop-ers Limited	Mahindra World City Devel-opers Limited	Mahindra World City (Jaipur) Limited	Mahindra World City (Mahar-ashtra) Limited	Mahindra Integrated Township Limited	Knowl-edge Township Limited	Mahindra Residen-tial De-velopers Limited	Mahindra Bloomdale Developers Limited (Formerly Known as Mahindra Bebanco Developers Limited)	Industri-al Town-ship (Mahar-ashtra) Limited	Anthurium Devel-opers Limited	Mahindra Industrial Park Private Limited (Formerly Known as Industrial Cluster Private Limited)	Mahindra Industrial Park Chennai Limited	Mahindra Water Utilities Limited	Mahindra Homes Private Limited	Mahindra Knowl-edge Park Mohali Limited	Deep Mangal Devel-opers Limited	Moon-shine Con-struction Private Limited	Mahindra Happinest Devel-opers Limited
The date since when subsidiary acquired	14-Dec-01	22-Sep-04	26-Aug-05	21-Sep-05	04-May-06	16-Aug-07	01-Feb-08	03-Jun-08	02-Jul-08	02-Jun-10	29-Mar-13	22-Dec-14	27-Jul-15	30-Mar-17	07-May-18	28-Dec-17	28-Dec-17	27-Sep-17
Reporting period of the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Share capital	1,800.00	2,000.00	15,000.00	117.04	5,000.00	2,100.00	25.00	5.00	500.00	5.00	5.00	17,000.00	10.00	95.14	0.00	1.01	0.00	10.00
Reserves & surplus	242.88	12,057.44	15,425.21	(1,017.93)	1,806.73	263.54	9,113.94	(352.87)	(230.77)	24.31	(976.38)	315.98	4,044.84	42,571.01	(122.43)	(37.72)	(31.30)	(2,357.77)
Total assets	2,093.45	48,714.17	71,430.06	1,208.29	22,141.64	6,377.66	11,369.25	16,220.16	272.25	31.16	19,909.48	32,116.68	4,421.59	103,627.94	0.12	264.19	0.81	28,992.83
Total Liabilities	50.56	34,656.73	41,004.85	2,109.18	15,334.91	4,014.12	2,230.31	16,568.03	3.02	1.86	20,880.86	14,800.70	366.75	60,961.79	122.55	300.90	32.11	31,340.60
Investments	10.29	11,500.00	-	1,191.06	6,629.48	-	-	-	-	-	-	-	3.40	-	-	0.05	0.25	-
Turnover	-	4,219.23	10,652.92	-	143.62	-	5,348.64	9,905.30	-	-	-	4,050.68	1,933.70	42,155.70	-	-	-	70.75
Profit/(Loss) before taxation	2,095.76	(1,301.61)	3,285.13	(69.16)	(1,334.56)	(5.01)	841.83	617.33	(212.59)	5.79	(1,162.55)	223.23	969.92	(16,695.24)	(0.40)	(7.38)	(0.56)	(2,126.85)
Provision for taxation	29.16	(444.15)	540.38	-	(384.61)	(1.30)	239.28	275.81	-	1.46	(287.34)	84.68	251.95	2,241.01	-	-	-	(1,160.80)
Profit/(Loss) after taxation	2,066.60	(857.46)	2,744.75	(69.16)	(949.95)	(3.71)	602.55	341.52	(212.59)	4.33	(875.21)	138.55	717.97	(18,936.25)	(0.40)	(7.38)	(0.56)	(966.05)
Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	2,600.00	-	-	-	-	-
% of shareholding	100.00%	89.00%	74.00%	100.00%	97.14%	100.00%	97.14%	100.00%	100.00%	100.00%	100.00%	53.40%	98.99%	75.00%	99.99%	100.00%	100.00%	51.00%

Notes:

1. No subsidiaries which are yet to commence operations.
2. No subsidiaries which have been liquidated or sold during the year.
3. ₹ 0.00 lakhs denotes amount less than ₹ 500/-

Part "B"Associates/Joint Ventures : Nil

Mahindra World City Developers Limited, Mahindra World City (Jaipur) Limited, Mahindra Homes Private Limited, Mahindra Industrial Park Private Limited and Mahindra Happinest Developers Limited are all direct joint venture cum subsidiary companies and have been covered in Part A above.

46 - Capital Commitments

(₹ in lakh)

Commitments	**As at 31st March, 2020**	As at 31st March, 2019
Capital Commitment : Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	**51.94**	22.19

47 - Recent Indian Accounting Standards (Ind AS)

The Ministry of Corporate Affairs (MCA) notifies new standards or ammendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020

48 - Input Tax Credit (ITC) benefits to the customers

Revenue from operations for the year ended 31st March, 2020 is net of ₹ 699.25 Lakhs (31st March, 2019 -205.22 lakhs) towards input tax credit benefits passed on to the customers as per the provisions of section 171 on Anti-Profiteering of CGST Act, 2017. The treatment is as per the prevailing Indian Accounting Standards.

49 - Events after the reporting period

No material events have ocurred after the balancesheet date and upto the approval of the financial statements.

50 - Previous Period Figures

The figures for previous year have been regrouped wherever necessary to conform to current year's classification.

For and on behalf of the Board of Directors of
Mahindra Lifespace Developers Limited

Arun Nanda Chairman - DIN 00010029
Anish Shah Director - DIN 02719429
Sangeeta Prasad Managing Director & CEO - DIN:02791944

Suhas Kulkarni
Company Secretary

Vimal Agarwal
Chief Financial Officer

Mumbai : 14th May, 2020

India is witnessing extensive urbanisation with its various tiered cities being planned and redeveloped. As one of India's leading real estate developer, Mahindra Lifespaces has anchored its approach of sustainable urbanisation through its mission of **'Transforming urban landscapes by creating sustainable communities'**.

The Company is realising its mission and creating value for its stakeholders, through its Sustainability Policy, comprising of four pillars and has aligned its operations and strategy to the Sustainable Development Goals designed to be a blueprint to achieve better and more sustainable future for all.

Sustainable Products | **Sustainable Sites** | **Sustainable Offices** | **Sustainable Communities**

The Company is demonstrating its responsible development, be it integrated cities branded as **'Mahindra World City'**, industrial clusters branded as **'ORIGINS by Mahindra World City'**, quality residential projects under the brand **'Mahindra Lifespaces'** for mid and premium segments, or the **'Happinest'** brand for the affordable housing segment by its 100% green footprint.

As part of responsible governance practices, the Company is publishing its **fourth Business Responsibility Report**, developed in line with the SEBI's guidelines and the nine principles of the Government of India's 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business'.

Business Responsibility Report

India is witnessing extensive urbanisation with its various tiered cities being planned and redeveloped. With this rapid development, also come some inherent challenges by way of resource scarcity and unethical practices in construction, among others. As one of the leading real estate developers in the country, Mahindra Lifespace Developers Ltd. is mindful of the impacts of its operations on the environment, as well as the risks that depleting resources and other environmental issues pose to the sustainable growth of its business.

In order to tackle these issues, the Company practices and promotes sustainable urbanisation through an integrated approach to design and project execution that is strongly rooted in environmental and social considerations. With its ***Urboonisation*** framework, Mahindra Lifespaces laid down the foundations of its sustainable development journey and is now adopting a more futuristic approach. In this regard, the Company launched the Sustainability Policy to help it realise its mission and create value for its stakeholders. The Policy, aligned with other organisational policies and the Group Sustainability Framework, comprises of four pillars: *Sustainable Products, Sustainable Sites, Sustainable Offices, and Sustainable Communities*.

Pillars of the Sustainability Policy

Sustainable Products

It endeavors to have 100% green certified portfolio and deliver products on time to Its customers

Sustainable Sites

It strives towards sustainable construction to ensure resource conservation, climate change abatement, and contractual worker welfare

Sustainable Offices

It aims to create a safe, nurturing and inspiring workplace for all its employees and stakeholders

Sustainable Communities

It is committed to drive a positive change in the neighborhood around project sites through CSR interventions. It also endeavors to promote the sustainability agenda within the industry

Concerns about climate-related risks have gained prominence in recent times. Being in a sector that contributes significantly to greenhouse gas emissions, the Company recognises its responsibility to drive improvements in the built environment and Create Cities that are Beyond tomorrow – cities that can withstand the tests of time, and in essence are resilient. As a responsible corporate citizen, the Company is also focusing on expanding its scope of work from its own operations to the larger ecosystem through thought leadership and public policy initiatives.

As the world has come to a standstill in 2020, the impacts on the global economy, including our business are evident. The current scenario highlights the need to embody sustainability into the operations and culture of an organisation and build resilience. Mahindra Lifespaces will continue to fortify its foundations by being ESG-sensitive and create value for its stakeholders. To future-proof its business, the Company will further align its operations and strategy to the Sustainable Development Goals.

Contribution to Sustainable Development Goals

Continuing on its business responsibility journey, Mahindra Lifespaces is glad to present its fourth Business Responsibility Report, developed in line with the SEBI's guidelines and the nine principles of the Government of India's 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business'.

Section A: General Information about the Company

1.	Corporate Identity Number (CIN) of the Company	L45200MH1999PLC118949
2.	Name of the Company	Mahindra Lifespace Developers Ltd.
3.	Registered address	Mahindra Towers, 5th floor, Worli, Mumbai – 400018
4.	Website	www.mahindralifespaces.com
5.	E-mail id	investor.mldl@mahindra.com
6.	Financial Year reported	1st April 2019 to 31st March, 2020
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	• Construction of Buildings • Group: 410 • Class: 4100 • Sub-Class: 41001
8.	List three key products/services that the Company manufactures/ provides (as in balance sheet)	• Residential Projects (mid-premium and affordable housing) • Integrated Cities and industrial clusters
9.	Total number of locations where business activity is undertaken by the Company	
	(a) Number of International Locations (Provide details of major 5)	• NIL. However, the Company has a representative office in Dubai.
	(b) Number of National Locations	• Manufacturing Locations: NIL • Corporate Offices: 1 • Area Offices (including branch and project offices of Mahindra Lifespace Developers Limited and its subsidiaries): 17 - Mumbai Metropolitan Region (3), Pune, Nagpur, Delhi, Gurugram, Bengaluru, Chennai (5), Jaipur (2), and Ahmedabad (2)
10.	Markets served by the Company – Local/State/National/International	• Residential Projects (including affordable housing): Mumbai Metropolitan Region, Pune, Nagpur, Gurugram, Bengaluru, Hyderabad, Chennai • Integrated Cities and industrial clusters: Chennai, Jaipur and Ahmedabad

Section B: Financial Details of the Company

1.	Paid up Capital (INR)	₹ 5,136.14 Lakh
2.	Total Turnover (INR)	₹ 52,069.40 Lakh
3.	Total profit after taxes (INR)	Minus ₹ 22,600.51 Lakh
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Mahindra Lifespace Developers Limited spent INR 124.85* lakh on CSR activities, which is 2% of average net profit of previous three financial year i.e FY 2016-17, 2017-18 and 2018-19. *The detailed breakup of the CSR expenditure can be viewed under Annexure 2, Annual Report on CSR Activities; while the particulars on the interventions and their outcomes are discussed in the subsequent sections. In addition to the above its subsidiaries and JV companies have spent 205.03 lakh, a snapshot of the expenditure is provided below:

Company	Spending (INR)
Mahindra Homes Private Ltd.	61.68 lakh
Mahindra Residential Developers Ltd.	4.79 lakh
Mahindra Integrated Township Ltd.	4.31 lakh
Mahindra Bloomdale Developers Limited	0.24 lakh
Mahindra World City Developers Ltd.	23.01 lakh
Mahindra World City Jaipur Ltd.	111.00 lakh

5.	List of activities in which expenditure in 4 above has been incurred	**Environment:** ● Mahindra TERI Centre of Excellence (CoE) for Sustainable Habitats: The initiative focuses on developing market-ready, scalable, and viable building materials and technologies for a greener urban future. ● Green Army: An outreach programme aiming at inculcating behavioural change in children in favour of sustainable practices. ● Mahindra Hariyali: Tree plantation drive **Health:** ● Donation to Mumbai Mobile Creches and ENT Research Society ● Health camps and support to Anganwadis ● Support to health and police workers during COVID-19 **Education:** ● Nanhi Kali: Girl child education programme by K. C. Mahindra Trust, aimed at providing all rounded support in education to girls upto the age of 15 years ● Skill development program for community members ● Providing access to education for underprivileged children and women ● Infrastructure development including construction of toilets in schools ● Establishment of Mini Science Centres in schools ● Providing mid-day meals in schools

Section C: Other Details

1.	Does the Company have any Subsidiary Company/ Companies?	Yes. The Company has 18 subsidiary companies as on March 31st, 2020. 1. Mahindra World City Developers Limited 2. Mahindra World City (Jaipur) Limited 3. Mahindra Integrated Township Limited 4. Mahindra Residential Developers Limited 5. Mahindra Industrial Park Chennai Limited 6. Mahindra Homes Private Limited 7. Mahindra Happinest Developers Limited 8. Mahindra Bloomdale Developers Limited 9. Mahindra Infrastructure Developers Limited 10. Mahindra World City (Maharashtra) Limited 11. Knowledge Township Limited 12. Industrial Township (Maharashtra) Limited 13. Anthurium Developers Limited 14. Mahindra Industrial Park Private Limited (formerly known as Industrial Cluster Private Limited) 15. Deep Mangal Developers Private Limited 16. Mahindra Water Utilities Limited 17. Moonshine Construction Private Limited 18. Mahindra Knowledge Park (Mohali) Limited
2.	Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Yes. The subsidiary companies of Mahindra Lifespaces are covered by the policies of the company and are involved in all the BR initiatives for the organisation. The initiatives of the company and relevant subsidiaries have been included in the annual Mahindra Group Sustainability Report since FY2007-08. In addition, the company also publishes an externally assured standalone sustainability report annually, in alignment with the GRI Standards. The report highlights the Company's strategy to address its material economic, environmental, and social issues; build resilient cities; and create shared value for the stakeholders. For FY2019-20, six subsidiaries have been included in the scope of the Sustainability report: ● Mahindra Homes Private Ltd. ● Mahindra Bloomdale Developers Ltd. ● Mahindra World City Developers Ltd. ● Mahindra Integrated Township Ltd. ● Mahindra Residential Developers Ltd. ● Mahindra World City (Jaipur) Ltd. These six companies, together with Mahindra Lifespaces represent a major part of the Company's operations and profits.
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities? [Less than 30%, 30-60%, More than 60%]	The Company's supply chain consisting of vendors, suppliers, contractors, and consultants play a crucial role in the construction of its products. Its efforts to create a sustainable supply chain are guided by the Green Supply Chain Management Policy. In FY2019-20, the Company also published the Code of Conduct for Suppliers/ Contractors to ensure that the processes followed by them are socially and environmentally responsible. It proactively engages and influences major supplier/contractor base to embrace operational best practices. 'Future-proofing' was the theme of the Suppliers and Contractors Meet 2020, where the company shared the vision of sustainability with around 40% of its supplier/contractor base. Similarly, it also engages with other supply chain partners to build their capacities and increase awareness on relevant standards and practices on quality, environment, health, and safety.

Section D: BR Information

1. Details of Director/Directors responsible for BR

a) Details of the Director/ Director responsible for implementation of the BR policy/ policies

DIN No.	:	02791944
Name	:	Ms. Sangeeta Prasad
Designation	:	Managing Director & CEO

b) Details of the BR head

DIN No.	:	NA
Name	:	Mr. Suhas Kulkarni
Designation	:	Chief Legal Officer & Company Secretary
Telephone No.	:	+91 22 6747 8600
Email id	:	Kulkarni.suhas2@mahindra.com

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of compliance

Table 1 Principle wise BR Policies

S. No.	Questions	P1: Ethics & transparency	P2: Product Responsibility	P3: Wellbeing of employees	P4: Responsiveness to Stakeholders	P5: Respect Human Rights	P6: Environmental Responsibility	P7: Public Policy Advocacy	P8: Support Inclusive Growth	P9: Engagement with Customers
1.	Do you have a policy/policies for....	Y	Y	Y	Y	Y	Y	N	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	NA	N	Y
3	Does the policy conform to any national / international standards? If yes, specify? Note 1	Y	Y	Y	Y	Y	Y	NA	Y	Y
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/CEO/appropriate Board Director?	Y	N Note 2	Y Note 2	Y Note 2	Y Note 2	Y Note 2	NA	Y Note 2	N Note 2
5.	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	N	Y	Y	Y	N	NA	Y	N
6.	Indicate the link for the policy to be viewed online?	All the policies are listed in Table 2. In order to ensure transparency, all policies are communicated to the stakeholders through intranet and the website.								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies are developed and updated periodically in line with best practices, inputs received from stakeholders, and benchmarking against peer companies as well as the Group companies. As the policies are updated, they are communicated to the relevant internal and external stakeholders using appropriate means of communication.								
8.	Does the company have in-house structure to implement the policy/policies?	The Company's policies are implemented by relevant functions.								

S. No.	Questions	P1: Ethics & transparency	P2: Product Responsibility	P3: Wellbeing of employees	P4: Responsiveness to Stakeholders	P5: Respect Human Rights	P6: Environmental Responsibility	P7: Public Policy Advocacy	P8: Support Inclusive Growth	P9: Engagement with Customers
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	A structured mechanism has been put in place to handle stakeholder grievances. Any stakeholder can communicate their concerns/ grievances through the Company's website. The Whistle Blower Policy also encourages the employees to report any violations against the Company's codes and policies. The grievance from customers is addressed by the Department on Facility Management/ Customer Relationship Management. On the other hand, grievance of suppliers, vendors, and contractors are addressed through regular engagement and supplier/contractor meets. Community members are also welcome to provide their suggestions and feedback on CSR activities either in-person or through the drop box kept at project offices.								
10.	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	The Corporate Governance Cell periodically reviews the efficacy of codes and policies and suggests amendments. The Company conducts periodic review and evaluation of the policies through The Mahindra Way (TMW). TMW promotes the adoption of certain Group Common Policies and Practices by all functions and aligns the policies to international and national standards. The policies for EHS and Quality are subject to internal and external audits as a part of certifications. Additionally, an external organisation conducts assurance for the Sustainability report (GRI Standard). As a part of this annual process, efficacy of implementation of the policies and the associated systems are assessed.								

Note 1: The Company's policies are in alignment with international ISO standards such as 9001, 14001, 45001, OSHA 18001, UNGC principles, and meet relevant regulatory requirements such as SEBI guidelines. The policies are aligned with the Mahindra Rise principles and the Mahindra and Mahindra Sustainability Framework, and reinforce its credo of *'Sell Genuinely, Build Responsibly, and Deliver on Time'*. The policies are regularly updated on the basis of market trends, global good practices, and feedback received from stakeholders.

Note 2: The Code of Conduct for Directors, Senior Management and Employees, Policy on Prevention of Sexual Harassment, Whistle Blower and the CSR policy have been approved by the Board. Environment, Health, and Safety; Green Supply Chain Management; Sustainability; and Quality policy have been signed by Ms. Sangeeta Prasad, Managing Director & CEO of the Company.

Table 02 Policies Governing Mahindra Lifespaces

Principle	Link for Applicable Policies
Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency, and Accountability	• Code of Conduct for Senior Management and Employees • Code of Conduct for Directors • Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information • Code for Independent Directors
Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	• Environment, Health & Safety Policy • Quality Policy • Sustainability Policy
Principle 3: Businesses should promote the well-being of employees	• Environment, Health & Safety Policy • Policy on Sexual Harassment for Women at Workplace (Prevention, Prohibition & Redressal)

Principle	Link for Applicable Policies
Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised	• Corporate Social Responsibility (CSR) Policy • Environment, Health & Safety Policy
Principle 5: Businesses should respect and promote human rights	• Code of Conduct for Senior Management and Employees • Whistle Blower Policy
Principle 6: Business should respect, protect and make efforts to restore the environment	• Environment, Health & Safety Policy • Sustainability Policy • Green Supply Chain Management Policy
Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	• NA
Principle 8: Businesses should support inclusive growth and equitable development	• Corporate Social Responsibility (CSR) Policy • Equal Opportunity Policy
Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner	• Quality Policy

b. If answer to the question at serial number 1 against any principle, is 'No', please explain why:

S. No.	Questions	P7: Public Policy Advocacy
1.	The company has not understood the Principles	The Company understands the context and implications of the principles.
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	NA
3.	The company does not have financial or manpower resources available for the task	NA
4.	It is planned to be done within next 6 months	NA
5.	It is planned to be done within the next 1 year	NA
6.	Any other reason (please specify)	The company engages with global think tanks, industry associations, partners, government, and regulatory authorities to advocate for policy change to accelerate green and climate-resilient development. It is also the founding member of the Sustainable Housing Leadership Consortium (SHLC) aimed at making the housing portfolio sustainable.

3. Governance related to BR

a.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	The Board of Directors review the CSR and sustainability performance of the Company every six months. The company also shares quarterly sustainability review notes to the Board on sustainability performance. MD & CEO conducts monthly operational reviews (MORs) to assess the performance and effectiveness of the sustainability initiatives.
b.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Mahindra Lifespace Developers Limited has been publishing its annual Sustainability Report in accordance with GRI Standards since FY 2011-12. All the reports are accessible through the company website. https://www.mahindralifespaces.com/about/sustainable-urbanisation/business-responsibility Additionally, the Company published a Business Responsibility Report as a part of its Annual report. The BRR of the company can be accessed through the company website. https://www.mahindralifespaces.com/investors/annual-reports/archives

Section E: Principle-wise Performance

Principle 1: Business Ethics, Transparency & Accountability

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Does the policy relating to ethics, bribery and corruption cover only the Company?	Mahindra Lifespaces places considerable emphasis on ethics, transparency, and accountability. The company is committed to zero-tolerance approach towards bribery and corruption. Towards this end, it has put in place comprehensive governance structures and adopted multiple policies. The Directors, Independent Directors, and Senior Management and Employees, all have a separate Code of Conduct.
Does it extend to the Group/ Joint Ventures/ Suppliers / Contractors / NGOs / Others?	The Code of Conduct for Directors and Independent Directors provides guidance in recognising and dealing with ethical issues and help foster a culture of honesty and accountability. The Code of Conduct for Senior Management and Employees outlines the requirements that every employee should comply with, regardless of the location. It is also applicable to all the subsidiary companies and joint ventures as well as dealings with suppliers, customers, and other business partners. Through the Whistle Blower Policy, the company has also established a vigil mechanism to allow stakeholders to communicate their concerns/ grievances regarding any violations against the Code of Conduct. The Green Supply Chain Management Supply and the Code of Conduct for Suppliers guide the Company's efforts in cascading sustainable practices among its supply chain partners.
How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so	During the year in review, the Company received 17,407 customer complaints; of which 99.51% were resolved and closed during the year. During the reporting year, 63 investor complaints were received. All the complaints were resolved by 31st March 2020.

Principle 2: Product Responsibility

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities

Guided by its mission of *"Transforming urban landscapes by creating sustainable communities"*, Mahindra Lifespaces ensures that its product portfolio, be it integrated cities and industrial clusters (Mahindra World Cities and ORIGINS by Mahindra World City), residential projects for mid-premium segment (Lifespaces) and affordable housing (Happinest), fulfils customer needs and aspirations, while being socially and environmentally responsible. By the end of FY2019-20, it had 17.46 million sq. ft.# of completed projects and 7.83 million sq. ft.# of ongoing and forthcoming projects.

 # Estimated saleable area and Includes residential and commercial developments inside MWC Chennai and Jaipur

The Company is committed to designing and constructing buildings which are green throughout their lifecycle – from conceptualisation and design to construction and use. It has a 100% certified green portfolio and aspires to get the highest green rating for all its projects. The following projects received green certification during the year:

- Luminaire, Gurugram – IGBC Platinum
- Roots Kandivali – IGBC Gold
- Centralis Pune – GRIHA 4-star
- Happinest Palghar – IGBC Platinum
- Happinest Kalyan – IGBC Platinum
- ORIGINS Chennai – 1st IGBC Platinum Green Industrial Cluster in Tamil Nadu
- ORIGINS Ahmedabad – IGBC Gold Green Industrial Cluster

A snapshot of Mahindra Lifespaces' approach to green design and construction is given below:

Land Acquisition

- Due diligence of the project site that surpasses legal requirement
- Environmental Impact Assessment that aids in developing strategies of biodiversity conservation
- Social Impact Assessment
- Human Rights
- Resettlement plans

Design

- Universal design for differently abled and senior citizens
- Passive design strategies
- Efficient daylighting and ventilation
- Energy-efficient building envelope
- Climate responsive building
- Alternate building materials
- Water-efficient plumbing fixtures
- Landscaping with preference to native species of flora
- Low VOC (Volatile Organic Compound) Paints
- LED lights for common areas, landscapes and amenities
- In-house sewage treatment plants

Construction

- Resource Optimization
- Infrastructure for treatment and re-use of wastewater
- Integration of rainwater harvesting systems
- Infrastructure development for conversion of organic waste to manure

Sales & Marketing

- Responsible, transparent and ethical marketing techniques
- Customer support through engagement mechanisms
- Customer satisfaction surveys
- Post occupancy surveys
- Newsletter for capacity building on issues pertaining to environmental, health and safety
- Customer hand-holding towards sustainable practices

Infrastructure Support*

- Maintenance of common areas and common infrastructure
- Support in provision of amenities for our customers
- Customer care services
- Customer grievance support

Quality control is not limited to any phase of project but is applicable to all our project phases

Does the company have procedures in place for sustainable sourcing? If yes, what % of your inputs was sourced sustainably? Also, provide details.

The Company's sustainable supply chain strategy is guided by the Green Supply Chain Management Policy. The policy ensures that the products and services provided to the company have minimal social and environmental impact. It encourages those suppliers who:

- ensure compliance to applicable legal and other requirements which have a significant impact on health, safety and environment;
- are locally based, minimising environmental impact;
- use clean technology;
- take the waste or scrap materials from project sites and recycle them to manufacture new life products.

The Policy has been communicated with the suppliers to encourage them to improve their processes.

During the year in review, the Company also released a detailed Code of Conduct for suppliers and contractors spelling out their environmental and social responsibility. Compliance with these requirements are a necessity for conducting business with the Company. It has defined three levels of standards for the suppliers/ contractors and at minimum, expect them to adhere to Level 1. The Company also introduced a self-assessment tool to enable suppliers to improve their performance on environmental, social, and governance parameters. The Code of Conduct is dynamic and evolving and will be reviewed on a regular basis.

Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company procures 50% of the total building materials (by cost) from within a 400 km radius. This data is captured for every project and the percentage varies as per the green rating (for e.g., the total building materials procured within a 400km radius goes up to 75% in the case of platinum rated buildings).

In order to build the capacities of its supply chain partners, the Company regularly conducts Suppliers and Contractors Meet. Through the 2020 edition, it engaged with 40% of the supplier/ contractor base.

Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%)? Also, provide details thereof, in about 50 words or so.

Management of the construction waste is a huge challenge, as most of the waste is disposed either in designated landfills/ dump sites, and often in unauthorised places. Apart from minimising waste generation, reuse and recycling at sites is a key component of the waste management strategy of Mahindra Lifespaces.

During the year, 2,971 tonnes of waste was generated at Mahindra Lifespaces, out of which 4% was recycled/ reused.

The Company also aims to make its sites, especially the integrated cities and industrial clusters, zero waste to landfill. It manages the domestic waste generated by its customers at the Mahindra World Cities. The biodegradable waste generated at Mahindra World City, Chennai is converted into biofuels and compost. In FY2019-20, 93% of the waste was diverted away from landfills at Mahindra World City, Chennai.

Principle 3: Employee Wellbeing

Businesses should promote the wellbeing of all employees

The growth of Mahindra Lifespaces is fuelled by its talented, innovative, and resourceful employees. It intends to be the employer of choice for the vast talent pool. Towards this pursuit, it aims to create a workplace environment that supports creativity, independent thinking, risk taking, and teamwork. It truly believes in the value of diversity and strives to provide a fair and inclusive workplace for all its employees. In FY2019-20, its total workforce consisted of 3,720 employees (permanent and contractual) and represents a mix of ages, cultures, and backgrounds.

Employee Data

Category	Data
Total number of employees along with its subsidiaries and JV companies	519
Total number of employees hired on temporary / contractual / casual basis	3,201
Number of permanent women employees	90
Number of permanent employees with disabilities	1

Do you have an employee association that is recognized by management?

At present, the Company does not recognise any employee association. However, its comprehensive workplace policies encompass all aspects of talent recruitment and retention. It is an equal opportunity employer and considers merit as the only condition for recruitment and growth. Providing competitive benefits is also a significant component of its employee retention strategy. It regularly participates in the Mahindra Group Employee Engagement Survey – MCARES to solicit feedback and identify areas of improvement.

Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, and sexual harassment in the last financial year and pending, as on the end of the financial year.

During FY 2019-20, the Company didn't receive any complaints related to child labour, forced labour, and sexual harassment.

What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

(a) Permanent Employees

(b) Permanent Women Employees

(c) Casual / Temporary / Contractual Employees

(d) Employees who are differently-abled

Mahindra Lifespaces considers occupational health and safety to be one of its topmost priorities. It continues to strengthen safety culture among its employees and contractors through periodic trainings. The trainings aid the workforce in identifying, reporting, and changing unsafe and hazardous conditions that could cause injury or ill-health. During FY2019-20, 100% of the permanent associates (including employees who are differently-abled) and third-party contractual workers were provided safety training. It provided an average of 5.91 hours of safety training to the third-party contractual workers. The total number of training hours amounted to 2,44,009.

The company also fosters a learning culture and invests significantly in the development of human capital. It regularly assesses the skill gaps of its workforce and work with them to upgrade their skills and prepare them for new ways of working. This is essential to build a resilient and future-ready workforce. During the year in review, it provided an average of 18 hours of skill upgradation training to its permanent employees. 84% of our permanent women employees were a part of the training initiatives in FY2019-20.

Sustainability-specific trainings are also an important component of the skill upgradation initiatives. Through the programme on 'Making Sustainability Personal', the Company imparted trainings on sustainability aspects to 100% of its employees in FY2019-20.

Principle 4: Stakeholder Engagement

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

Has the company mapped its internal and external stakeholders? Yes/No *Out of the above, has the company identified the disadvantaged, vulnerable & marginalised stakeholders?*	Engagement with stakeholders is essential to understand their views and concerns, determine the issues material to the company, and refine the growth strategy as well as codes and policies. During the materiality analysis conducted at periodic intervals, the Company identified and mapped its stakeholders based on three key dimensions covering the importance and influence of stakeholder: physical proximity, dealing in business revenue, and dependency factor – business on stakeholder and vice-versa. These stakeholders including the disadvantaged, vulnerable and marginalised ones were prioritised on their ability to influence Mahindra Lifespaces and the Company's ability to influence the stakeholder in all the three pillars of economic, environmental and social as well as influence in the future. Based on this process, the Company has identified nine key stakeholder groups.
Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.	The Company conducts CSR needs assessment on a need basis to develop and implement community development initiatives around the project sites and create a positive impact on the society. Additionally, it also conducts impact assessment to understand the impact of its projects on various segments of stakeholders, including the villagers and neighbouring community. Details of the community development initiatives are provided under Principle 8.

Principle 5: Human Rights

Businesses should respect and promote human rights

Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures /Suppliers / Contractors /NGOs /Others?	With the concept of stakeholder capitalism gaining momentum, the international community is concerned about how companies integrate human rights into their operations. Mahindra Lifespaces recognises that human rights of all stakeholders must be respected. It focuses on the following stakeholder groups where human rights' issues will have an impact on the way it operates; employees, supply chain, third party workers, and communities. At its workplace, it does not discriminate on the basis of nationality, gender, race, religion, age, or any other characteristic. Moreover, it also works towards eradicating practices in its operations that infringe human rights, such as forced and child labour. The Company's approach is guided by the United Nations Global Compact Principles on Human Rights and relevant national regulations. In order to integrate human rights into its operations, the Company has developed policies such as Code of Conduct, CSR Policy, Prevention of Sexual Harassment Policy, and the Green Supply Chain Management Policy. The Company also builds awareness of human rights among employees through training during the onboarding process.
How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?	During FY 2019-20, the Company didn't receive any stakeholder complaints regarding any human rights violation.

Principle 6: Environment

Business should respect, protect, and make efforts to restore the environment

Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / etc.	Underpinned by its credo of *Sell Genuinely, Build Responsibly, and Deliver on Time*, Mahindra Lifespaces aims to create dynamic and inclusive ecosystems that meet the growing infrastructure requirements of the country with minimal environmental and social impact. The Company has taken several steps to address environmental risks, maximise energy and water efficiency during construction, incorporate renewable energy, reduce emissions and increase the use of sustainable resources.
Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.	Mahindra Lifespaces conducts a structured materiality assessment once at periodic intervals to identify and prioritise its sustainability focus areas. In FY2018-19, the company had refreshed its materiality assessment in line with the changing regulatory requirements, market needs, customer preferences, evolving sustainability and climate discourse, and Mahindra Group commitments. Some of the key material topics that emerged out of the exercise included energy and water use efficiency, emissions, and effluents and waste management. These material topics have been embedded into the operations and strategy of the Company. The Sustainability Roadmap 2020, developed to assess the environmental and social performance, also spells out the initiatives undertaken by the Company to address the key risks identified through the materiality assessment exercise. The detailed performance against the roadmap will be published in the Sustainability Report, which can be accessed at https://www.mahindralifespaces.com/about/sustainable-urbanisation. However, performance against some of the parameters during construction is provided below:

Key performance indicator	Division	Unit of measurement	2017-18	2018-19***	2019-20**
Specific energy consumption	Mahindra Lifespaces	GJ/square feet area developed	0.016	0.013	0.00950
	Mahindra World Cities	GJ/ acre of land developed/ maintained	15.457	12.500	12.130
Greenhouse gas emissions' intensity (Scope I & II)	Mahindra Lifespaces	tCO_2/ square feet area developed	0.002	0.00036	0.00039
	Mahindra World Cities	tCO_2/ acre of land developed/ maintained	3.401	0.910	0.750
Specific water consumption	Mahindra Lifespaces	m^3/ square feet area developed	0.150	0.127	0.070
	Mahindra World Cities	m^3/ acre of land developed/ maintained	889.710	882.650	914.600

**The data for 2019-20 is in the process of being externally assured.

***In 2018-19, the methodology for calculating and reporting energy consumption and GHG emissions has been revised. Therefore, the associated data for the year has been revised in the table.

With the validity of the current roadmap ending in 2020, Mahindra Lifespaces is in the process of finalising a comprehensive roadmap from 2021-2025.

The Company has launched its second wave of sustainable development journey – Sustainability 2.0. In this phase, it aims to achieve carbon neutrality by 2040, while focusing on:

- Alignment of strategy to SDGs for creating shared value.
- Reinforcing its commitment to national and global regulations/agenda
- strengthen integration of climate-related risks and opportunities
- Adoption of ambitious science-based targets (SBT) for carbon – across the value chain (*The targets of Mahindra Lifespaces have been approved by SBTi. The targets can be viewed at https://sciencebasedtargets.org/companies-taking-action/)*
- Zero waste to landfill goal for its sites

Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Mahindra Lifespaces has also invested in thought leadership and research initiatives to increase the stock of energy efficiency and green buildings in the country. The Mahindra TERI Centre of Excellence (CoE) is one such initiative. The CoE focuses on developing market-ready, scalable, and viable building materials and technologies. During the year in review, the Centre installed Solar Photo Voltaic panels with an annual generation capacity of 23,000 kWh, enabling it to become a ***net zero energy*** R&D facility. It also received NABL accreditation in accordance with the international standard ISO/IEC 17025:2017

Progress in the research activities

Material Testing & Database Building:

- Successfully completed the assembly of Guarded Hot Box, a first-of-its-kind facility in the country to test building material assembly.
- Provided testing services for 46 innovative and emerging energy efficient building materials and products. About 75 building materials have been tested so far.

Performance Evaluation of Opaque construction materials:

- Initiated the first phase of testing of materials and is in the process of resolving the errors in the initial test results as part of the equipment calibration.

Modelling the Sky:

- Installed Sky Scanner over the terrace of building to collect data, making CoE a research class observation station for sky studies

Visual Comfort Studies:

- Completed pilot survey for visual comfort studies and data analysis is in process.

Water related activities:

- With the objective of assessing water efficiency and informing residents on sustainable water use and conservation, conducted rapid water audit for five properties of Mahindra Lifespaces
- City level water sustainability assessment to understand demand and supply scenario in Chennai and Pune under progress.

	As a part of the Sustainable Housing Leadership Consortium, Mahindra Lifespaces has developed a comprehensive list of market-ready, scalable, viable, and sustainable technologies. It is also in the process of evaluating the efficiency of smart meters for optimising energy and water use.
Does the company identify and assess potential environmental risks? Y/N	The Company maps its environmental, social, and governance (ESG) risks through the materiality assessment process. It uses its Enterprise Risk Management (ERM) framework to tie the long-term ESG risks to the site-specific risks which are internally assessed. Apart from the materiality assessment, the Company also leverages CDP and Task Force on Climate-related Financial Disclosures (TCFD) to identify climate-related risks and opportunities. The climate-related risks are identified at corporate and site level by cross-functional teams, rated, and mapped in the company level risk register. Mitigation measures for these climate-related risks are developed and reviewed every six months.
Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	The Company doesn't have any projects related to Clean Development Mechanism
Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/ SPCB for the financial year being reported?	The emissions/ waste generated by the Company were within the permissible limits of CPCB/ SPCB in FY2019-20.
Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e., not resolved to satisfaction) as on end of financial year.	The Company didn't receive any show cause/ legal notices from CPCB/ SPCB during the year in review.

Principle 7: Advocacy & Public Policy

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

Is your company a member of any trade and chamber or association? Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad	Mahindra Lifespaces firmly believes that businesses can achieve more when they are in a collaborative mode. As a pioneer in green homes development, Mahindra Lifespaces strive to further the sustainability agenda through partnerships and engagement with other like-minded organisations and industry peers. The Company engages with many industry bodies and associations, some of which include: ● Confederation of Indian Industry (CII) ● Federation of Indian Chambers of Commerce and Industry (FICCI) ● Real Estate Developers' Association of India (CREDAI) ● Maharashtra Chamber of Housing Industry (MCHI) ● Indian Green Building Council (IGBC) ● The Energy Resources Institute (TERI) ● C40 Cities, Climate Positive Development Program ● India Business and Biodiversity Initiative (IBBI) ● World Business Council for Sustainable Development (WBCSD) ● World Resources Institute (WRI)

It also engages in dialogue with government and regulatory bodies on a need basis to advocate for policy changes to promote green housing developments. The Company is one of the founding members of the Sustainable Housing Leadership Consortium (SHLC), a voluntary and private sector led consortium to make strides towards the United Nations Sustainable Development Goal 11 – Creating Sustainable Cities and Communities. In order to incentivise green portfolio, SHLC has supported development of the State Green/Affordable Housing Policy in Maharashtra and Karnataka. It also engaged with the Central Government for fast tracking environmental clearance process and taxation advocacy for green buildings.

Principle 8: Inclusive Growth & Equitable Development

Businesses should support inclusive growth and equitable development

Does the company have specific programmes / initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.	Mahindra Lifespaces believes that it has a critical role in addressing country's social challenges and contributing to wider socio-economic development. It aims to serve the interests of the society and create shared and sustained value for all its stakeholders, including local communities. This is essential in ensuring its social license to operate. Through its CSR initiatives, the Company focuses on enhancing relationships with key stakeholders and create a positive impact on the communities around its developments. The CSR Policy enshrines the framework for the implementation of these initiatives. It also defines a transparent structure to guide the development and implementation of the interventions.
What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?	The Company along with subsidiaries and JV companies contributed INR 3.29 crores towards CSR initiatives in four key areas: environment, education, health, and others. The detailed breakup of the expenditure is provided under Annexure 2 of the Annual Report. A snapshot of the initiatives and associated impact is provided below:

Environment

- **Mahindra TERI Center of Excellence (CoE):** The Mahindra TERI Center of Excellence was launched in 2018 with a vision '*To build a greener urban future by developing innovative energy efficient solutions tailored to Indian climates*.' It utilises state-of-the-art research techniques and tools to generate performance data and metrics, leading to large-scale implementation of energy efficient solutions. The progress achieved in research activities during FY2019-20 are detailed out under Principle 6.
- **Green Army:** The Green Army provides education to children on sustainable living habits and choices and encourages them to spread awareness amongst friends, families, societies, and nearby communities. Since its inception, the Company has reached out to 350 schools, 70,000 students, and 2,80,000 citizens across Mumbai Metropolitan Region, Pune, Nagpur, Chennai, Delhi, Ahmedabad, Bengaluru. As a result, savings of 31,50,000 units of energy, 48,190 million litres of water, and 6,387.50 tonnes of waste has been observed.
- **Hariyali:** The Company planted 5,000 trees in Government approved forest area and villages around Mahindra World City, Jaipur.
- **Waste Management:** 40 volunteers from Kunnavakkam village were trained on different aspects of solid waste management including wet and dry waste, biodegradable and non-biodegradable waste, and recycling techniques among others. Dustbins were also provided to 220 households to segregate biodegradable and non-biodegradable waste.

Education

- **Nanhi Kali:** Nanhi Kali is a flagship project of the K.C. Mahindra Education Trust and Naandi Foundation, that aims to provide quality education girls upto the age of 15 years. The Company supported 2,302 Nanhi Kalis in FY2019-20. It also renewed the sponsorship of 1,548 Nanhi Kalis for a period of one year.
- **STEM Education:** The Company is in the process of establishing a Mini Science Centre to teach the concepts of Science and Mathematics in an interactive manner to 300 children at Government High School Karunilam, Kattankalathur. In addition, a computer lab was also set up at Panchayat Union Middle School, Paranur.
- **Vocational Skill Development Training**: 250 people were trained in FY2019-20. Till date, trainings have been imparted to 2,023 people.
- **Self Help Groups, Mahindra World City Jaipur**: During the year in review, 10 new SHGs were formed with 175 women. Till date, 105 SHGs have been formed with 1,418 women. 50 women were also provided primary education.
- **Seva Mandir –** The Company donated INR 25 lakh to Seva Mandir for providing education to underprivileged children
- **Mid-day Meals:** In association with Akshay Patra Foundation, it provided mid-day meals to 605 children across five schools.
- **Infrastructure Development:** In FY 2019-20, the Company constructed 12 toilets in government schools across seven villages.

Health

- **Donation to Mumbai Mobile Creches,** an organisation working for the right of marginalised children to Early Childhood Development.
- **Donation to ENT Research Society:** The Company contributed INR 25 lakhs to the ENT Research Society to support implantation of cochlear devices in underprivileged deaf and mute children.
- **Health Camps:** Camps were conducted in two government colleges and two government schools at Mahapura village near Mahindra World City, Jaipur to educate girls to health and menstrual hygiene.
- **Anganwadis:** 3 Anganwadis have been adopted to provide renovation and education support.
- **Contribution towards COVID-**19: In order to sensitise the customers and communities in the residential areas on the precautions to be taken during current times, awareness sessions were conducted in Mahindra World City, Chennai. The Company also regularly fumigated all the public places and have provided hand sanitisers and face masks to the health workers and police officials posted on COVID-19 duty.

Are the programmes /projects undertaken through in-house team/own foundation/ external NGO/ government structures/ any other organization?	The CSR initiatives are implemented by the local CSR committees of the Company or credible NGO/ voluntary oragnisations having an established track record of implementing similar programmes. Some of the initiatives are also implemented through partnerships with corporate foundations namely, the Mahindra Foundation and the K.C. Mahindra Education Trust. In addition, the Company also encourages its employees to volunteer (known within the Mahindra Group as Esops) and participate in the CSR projects.
Have you done any impact assessment of your initiative? *Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.*	The CSR initiatives are regularly monitored by the Sector CSR Council comprising of senior leadership of Mahindra Lifespaces as well as the Unit CSR Committee. The Company also undertakes impact assessment surveys at periodic intervals to assess the effects of its initiatives.

Principle 9: Customer Engagement

Businesses should engage with and provide value to their customers and consumers in a responsible manner

Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/ N.A. /Remarks (additional information)	Being in the real estate business, product labels are not applicable to the Company. However, detailed information about all its projects, features, and pre-certification/ certification labels by IGBC/ GRIHA, are provided on the website as well as individual project brochures. Additionally, the message of sustainability is also provided to the customers during marketing, sales, and handover process, so that they are able to realise the benefits of green development. All the marketing documents follow the set of norms laid down under the RERA Act, 2016 as well as the brand guidelines of the Mahindra Group.
What percentage of customer complaints/ consumer cases are pending as on end of financial year?	Mahindra Lifespaces places high priority on ensuring that every aspect of customer journey – from pre-purchase to post-handover, is enjoyable. This is reflected in its value proposition of Joyful Homecomings. Quick resolution of customer complaints is a key component of our customer journey. The percentage of customer complaints pending as on 31^{st} March 2020 was 0.49%^. The number of consumer cases pending as on 31^{st} March 2020 was 31nos^. *^Includes MLDL, MBDL, MHPL, DMDPL, MHDL, MRDL, MITL, MWCDL, MWCJL.*
Did your company carry out any consumer survey/ consumer satisfaction trends?	As a part of its customer engagement process, the Company conducts quarterly customer satisfaction surveys (CSS). The overall CSS score increased by 28%, reaching 77 in the third quarter. The results of the survey of the fourth quarter are awaited. In addition, it also carries out satisfaction surveys through external agencies such as IMRB International.
Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last 5 years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.	No case was filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on 31^{st} March 2020.

Sustainability Roadmap 2020

This roadmap is a culmination of inputs from an enhanced stakeholder base (both internal and external) such as employees, customers, competitors, vendors, consultants and local community. The roadmap sports aggressive targets across all three bottom-lines and will help align efforts with the real needs of the enterprise and its stakeholders.

BUSINESS RESPONSIBILITY

- Set and uphold the highest standards of ethics & transparency with all our stakeholders
- Increase shareholder value by significantly enhancing the Return On Capital Employed
- Be recognised among the most trusted brand for customers in the markets we operate in, through reputable survey(s)
- Be among industry leaders in the 'Great Places to Work' Survey
- Improve our gender diversity ratio to 30% women
- Build partnerships to drive innovation in the development of sustainable habitats and ecosystems

COMMUNITY OUTREACH

- 100% of our projects to have community engagement programmes
- Community engagement programmes to reach out and cover >30% of the target group
- Enable employability by driving skill development and upgradation programmes reaching out to over 10,000 persons

ENVIRONMENTAL STEWARDSHIP

- 10% energy intensity reduction and 10% Greenhouse Gas intensity reduction
- 10% improvement in water efficiency and exceeding the minimum wastewater standards
- 5% of energy requirement to be met through renewable energy
- Reduce waste intensity by 20%
- Zero fatalities and reportable accidents at all sites and continued reduction in lost work day accident rates
- Ensure that 50% of the total building materials (by cost) are procured within a distance of 400 km
- Build sustainable supply chain for top 100 suppliers through capacity building and establish monitoring mechanism for carbon and water footprint
- Develop biodiversity plans for at least two key locations

ANTHEIA, PUNE

BLOOMDALE, NAGPUR

MAHINDRA WORLD CITY, CHENNAI

WINDCHIMES, BENGALURU

HAPPINEST BOISAR

HAPPINEST KALYAN

Mahindra LIFESPACES
JOYFUL HOMECOMINGS

Mahindra HAPPINEST

Mahindra WORLD CITY

ORIGINS
by Mahindra WORLD CITY
Where Business Comes To Life

OUR PRESENCE

Delhi NCR I Jaipur I Mumbai & MMR I Pune I Nagpur I Bengaluru I Chennai

CORPORATE OFFICE

Mahindra Lifespace Developers Limited
CIN L45200MH1999PLC118949
5th Floor, Mahindra Towers, Worli, Mumbai 400 018, India

Tel: 022 6747 8600-01 | Fax: 022 2497 5084
Email: homes@mahindra.com | Website: www.mahindralifespaces.com

'Shree Dham', 3rd Floor,
R-20, Yudhishter Marg,
'C'- Scheme, Jaipur-302 005
Ph. 0141- 4021472,4021474
E-mail id:-jpsassociates@hotmail.com
Website : www.jpsnassociates.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR 2019-20

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Mahindra World City (Jaipur) Limited,
4th Floor, 411, Neelkanth Tower,
Bhawani Singh Road, C-Scheme,
Jaipur-302001.

(I) We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Mahindra World City (Jaipur) Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts and statutory compliances and expressing our opinion thereon.

(II) Based on our verification of the Company's statutory registers and records, minutes books, forms and returns filed with various authorities and other records maintained by the Company and also the information and explanation provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with various provisions of statutory enactments listed hereunder at clause (III) and that the Company has proper Board processes and compliance mechanism in place to the extent and in the manner and subject to the reporting made hereinafter.

(III) We have examined the Statutory Registers, Minutes books of the General Meetings, Board Meetings and Committee Meetings, Forms and Returns filed with various Authorities and other records maintained by the Company for the financial year ended on March 31, 2020, according to the provisions of:

1. The Companies Act, 2013 and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

'Shree Dham', 3rd Floor,
R-20, Yudhishter Marg,
'C'- Scheme, Jaipur-302 005
Ph. 0141- 4021472,4021474
E-mail id:-jpsassociates@hotmail.com
Website : www.jpsnassociates.com

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. The Indian Stamp Act, 1899
5. Goods and Service Tax Laws;
6. The Special Economic Zones Act, 2005;
7. Employees Provident Fund and Miscellaneous Provisions Act,1952;
8. Employers Liability Act,1938;
9. The Payment of Gratuity Act, 1972;
10. The Payment of Bonus Act,1965;
11. The Contract Labour (Regulation and Abolition) Act,1970;
12. The Environment (Protection) Act,1986;
13. The Water (Prevention and Control of Pollution) Act, 1974;
14. The Air (Prevention and Control of Pollution) Act, 1974.

(IV) As observed and as per the information and explanations given to us, since the company did not receive any Foreign Direct Investment and / or External Commercial Borrowings and did not make any Overseas Direct Investment, the provisions of Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under relating thereto were not applicable to the company during the year under review.

(V) Since the company is an unlisted company, the Securities and Exchange Board of India Act,1992 ('SEBI Act') and the Rules, Regulations and guidelines made there under are not applicable to the company during the year under review.

(VI) We have also examined the compliance with applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

(VII) Based on our above mentioned examination and verification of records and information and explanation provided to us by the management, officers, employees and staff of the company, we report that during the financial year under review the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc. mentioned above.

(VIII) We further report that having regard to the size and nature of the company the Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors.

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'C'- Scheme, Jaipur-302 005
Ph. 0141- 4021472,4021474
E-mail id:-jpsassociates@hotmail.com
Website : www.jpsnassociates.com

(IX) We further report that keeping in view the size and nature of the company, in our opinion adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

(X) We further report that decisions were observed to be carried out by majority, however, we do not come acrossor explained with any instance of dissenting members, whose views need to be separately recorded in the minutes books as such.

(XI) We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

(XII) We further report that during the audit period, there were no instances of:

(i) Public / Rights / Preferential issue of shares / sweat equity;
(ii) Buy-back of securities;
(iii) Merger/ amalgamation / reconstruction etc.;
(iv) Foreign technical collaborations.

Our above report is subject to the following:

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records, based on our audit;

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion;

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company;

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4. Wherever required, we have obtained the Management Representation, in writing as well as verbal, about the compliance of laws, rules and regulations and happening of events etc., which we believe to be true and correct;

5. The Compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis;

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or the effectiveness with which the management has conducted the affairs of the Company.

7. The compilation of the Secretarial Audit Report and the above mentioned contents are without any bias and/ or prejudice.

FOR JPS & ASSOCIATES
COMPANY SECRETARIES

DATE : 17th APRIL 2020
PLACE : JAIPUR

(JAI PRAKASH SHARMA)
PARTNER
C. P. No. : 5161

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Mahindra Homes Private Limited
5th floor, Mahindra Towers, Worli,
Mumbai - 400018

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mahindra Homes Private Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Due to the current nationwide lockdown situation, we have examined the papers, minute books, forms, returns filed and other records maintained by the Company provided to us through electronic mode for the financial year ended on 31st March, 2020. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Not Applicable**

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F. C. S. No. 6221
C. P. No. 5676
Company Secretaries

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **Not Applicable to the Company**

(a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009;

(d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)Regulations, 1993 regarding the Companies Act and dealing with client; -

(g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; -and

(h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. – **Not Applicable except for Regulation 24A**

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Directors. The changes in the composition of the Board of Directors that took place

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Company Secretaries

during the period under review were carried out in compliance with the provisions of the Act and were as follows:

i. Ms. Sangeeta Prasad(DIN: 02791944) who was appointed as an Additional Director in the category of Non-Executive Professional Director w.e.f. 29th September, 2018 was regularised by the shareholders at the Annual General Meeting of the Company held on 19th July, 2019.

ii. Mr. Rahul Gupta (DIN: 08295798) who was appointed as an Additional Director in the category of Non-Executive Professional Director w.e.f. 12th December, 2018 was regularised by the shareholders at the Annual General Meeting of the Company held on 19th July, 2019.

iii. Mr. Mukesh Tiwari *(DIN: 06599112) was* appointed as an Additional Director in the category of Non-Executive Professional Director w.e.f. 10th January, 2020.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda are in most cases sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Consent of the Board of Directors is obtained in cases where Meetings are scheduled by giving notice or agenda papers less than seven days.

All decisions were carried through with requisite majority. There were no dissenting views from the members during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that; during the period under review:

i. The Company has altered its Articles of Association subsequent to execution of Shareholders Amendment Agreement.

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C. P. No. 5676
Company Secretaries

ii. The Company has allotted 64,034 Series B Equity Shares (carrying dividend right but no voting rights) of Rs.10 each at a premium of Rs.49990/- per share pursuant to conversion of 3,20,17,000 Series A – Compulsorily Convertible Debentures (CCDs) in the ratio of 500:1, i.e. every 500 CCDs converted into 1 Series B Equity Share pursuant to the terms of the Shareholders Agreement as amended from time to time.

iii. The Company has allotted 64,034 Series C Equity Shares (carrying dividend right but no voting rights) of Rs.10 each at a premium of Rs.49990/- per share pursuant to conversion of 3,20,17,000 Series B – Optionally Convertible Debentures (OCDs) in the ratio of 500:1, i.e. every 500 OCDs converted into 1 Series C Equity Share pursuant to the terms of the Shareholders Agreement as amended from time to time.

iv. The investor changed from SCM Real Estate (Singapore) Private Limited (SCM) to Actis Mahi Holdings (Singapore) Private Limited (Actis) due to takeover of SCM by Actis.

For **MartinhoFerrao& Associates**
Company Secretaries

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

MartinhoFerrao
Proprietor
FCS No. 6221
C P. No. 5676
UDIN: F006221B000230379

Place: Mumbai
Dated: 12.05.2020

This report is to be read with our letter which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
Mahindra Homes Private Limited
Mahindra Towers, 5thFloor,
Worli, Mumbai 400018

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. The minutes, documents, records and other information checked for the purpose of audit were received from the Company in soft copy and through electronic mail due to the nationwide lockdown caused pursuant to the outbreak of Covid-19 (Coronavirus).

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Martinho Ferrao & Associates
Company Secretaries

Martinho Ferrao
Proprietor
FCS No. 6221
C P. No. 5676

Place: Mumbai
Dated: 12.05.2020

Khandelwal Arun & Associates
Company Secretaries

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended March 31, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Mahindra World City Developers Limited

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Mahindra World City Developers Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2020, according to provision of:

(i) The Companies Act, 2013 ("the Act") and the rules made there under;
(ii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of FDI, ODI and ECB.
(iii) Other laws applicable to the Company as per the representations made by the Management.
   a) Transfer of property act, 1882
   b) Registration Act, 1908,
   c) The Land Acquisition Act, 1894
   d) Indian Stamp Act, 1899

Arun & Associates Chennai

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e) The Prevention of Corruption Act, 1988
f) The Prevention of Money Laundering Act, 2002
g) The Public Liability Insurance Act, 1991
h) Town & Country Planning Acts and Development Control Regulations & Building Bye Laws as applicable at various locations
i) The Right to Fair Compensation & Transparency in land Acquisition, Rehabilitation & Resettlement Act, 2013.
j) The Intellectual Property Act
k) The Environment Protection Act, 1986
l) The Special Economic Zone Act, 2005 and rules thereunder
m) The Income Tax Act, 1961
n) The Central Goods and Services Tax Act, 2017
o) The State Goods and Services Tax Act, 2017
p) The Integrated Goods and Services Tax Act, 2017
q) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder
r) Labour Laws related to wages, gratuity, provident fund, ESIC, compensation etc., including Welfare Act of the States
s) Real Estate (Regulation and Development) Act, 2016 and other related Real Estate Acts.
t) The Co-operative Societies Act, as applicable at various locations.
u) Shops & Establishment Act, as applicable at various locations.
v) Such other laws as may be applicable to the Company.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI), as amended from time to time, were applicable to the Company for the period under review.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in

Khandelwal Arun & Associates Chennai

Shop No: 27, C-47, 1st Floor, Anna Nagar Plaza, II Avenue, Anna Nagar, Chennai - 600040
M: +91 99305 69303 •E: khandelwal.fcs@gmail.com

advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes. We further report that the Company has passed certain resolutions through circulation during the Audit period.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has filled all the relevant eforms with the Registrar of companies within the statutory time period except one time initial return pertaining to details of Loans/borrowings and modification of charges with Axis Bank Ltd for Rs. 50 crore with one day and five days delay respectively.

We further report that during the audit period the Company has undertaken following significant and material corporate events/actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

1. The Company has spent the entire amount allocated for CSR of Rs. 23.01 lakh during the Financial Year 19-20.
2. The Board of Directors had approved the Dividend of Re.1 per share (10%) on April 19, 2019 for the FY 2018-19 and subsequently shareholders approved at their Annual General Meeting held on June 21, 2019. The entire dividend amount has been paid to the respective shareholders within the statutory time period.
3. The Board of Directors had approved on April 19, 2019 for issuance of Duplicate Share Certificates to 7 shareholders holding 1 share each.
4. Mr. N Vaghul resigned as Director and Chairman of the Board with effect from April 19, 2019
5. Mr. Jayant Manmadkar resigned as Chief Executive Officer (KMP) with effect from April 30, 2019.

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M: +91 99305 69303 •E: khandelwal.fcs@gmail.com

6. Mr. Ramchandaran Karthikeyan appointed as Additional Director on January 15, 2019 and subsequently at the Annual General Meeting held on June 21, 2019 has been appointed as Director.
7. The Company has closed the Loan of Rs. 160 crore had with HDFC Ltd on May 30, 2019 and satisfaction of Charges has been filed with Registrar of Companies on June 21, 2019.
8. Mr. Bharat Dhirajlal Shah appointed as Additional Director (Independent Director) with effect from July 12, 2019.
9. The Board of Directors at their meeting held on July 12, 2019 had appointed Cost Auditors.
10. The Company had filed the AOC-4 XBRL as per IND AS on July 19, 2019.
11. The Company sold 3.46 acres Land to its Related Party i.e Mahindra Industrial Park Chennai Limited for a consideration of Rs. 4.49 crore at Market Price on October 9, 2020.
12. Mr. Vimal Agarwal has been appointed as Chief Executive Officer (KMP) with effective from October 15, 2019.
13. The Company had register fresh charge for Rs. 50 crore with Axis Bank Ltd on January 13, 2020 and subsequently modified on March 11, 2020. The eform for creation of charges has been filed within the statutory time period of 30 days and modification with Six days of delay in filing.

For Khandelwal Arun & Associates
Company Secretaries
(S2017TN553800)

Khandelwal

Khandelwal Arun & Associates Chennai

Arun Kumar Khandelwal
Proprietor
FCS 9350, CP No: 19611

Place: Chennai
Dated: April 22, 2020
UDIN: F009350B000282469

Shop No: 27, C-47, 1st Floor, Anna Nagar Plaza, II Avenue, Anna Nagar, Chennai - 600040
M: +91 99305 69303 •**E:** khandelwal.fcs@gmail.com

Khandelwal Arun & Associates
Company Secretaries

'Annexure A'

To,

The Members,

Mahindra World City Developers Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. In view of the restrictions imposed by the Government of India on movement of people across India to contain the spread of Covid-19 pandemic, we have relied on electronic data for verification of records as the physical verification was not possible.

For Khandelwal Arun & Associates
Company Secretaries
(S2017TN553800)

Khandelwal

Khandelwal Arun & Associates Chennai

Arun Kumar Khandelwal
Proprietor
FCS 9350, CP No: 19611

Place: Chennai
Dated: April 22, 2020
UDIN: F009350B000282469

Shop No: 27, C-47, 1st Floor, Anna Nagar Plaza, II Avenue, Anna Nagar, Chennai - 600040
M: +91 99305 69303 •**E:** khandelwal.fcs@gmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Mahindra Bloomdale Developers Limited
5th floor, Mahindra Towers, Worli,
Mumbai - 400018

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mahindra Bloomdale Developers Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Due to the current nationwide lockdown arising out of the COVID-19 pandemic, we have examined the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company provided to us in electronic mode for the financial year ended on 31st March, 2020. No physical verification of any document / record was possible. Based on our examination as aforesaid and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Not Applicable to the Company**
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company**

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F. C. S. No. 6221
C. P. No. 5676
Company Secretaries

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): **Not Applicable to the Company**

(a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
(d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
(g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
(h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.
ii. The Listing Agreements entered into by the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: **Not Applicable to the Company**

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and its authorized representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and were as follows:

i. Appointment of Mr. Rahul Gupta (DIN: 08295798) as an Additional Director in the category of a Non-Executive Non-Independent Director on 15th April, 2019.
ii. Cessation of Mr. Jayant Bhalchandra Manmadkar (DIN: 03044559) as a Director on 30th April, 2019.

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C. P. No. 5676
Company Secretaries

iii. Regularization of Mr. Suhas Kulkarni, who was appointed as an Additional Director on 24th September, 2018, as a Non-Executive Non-Independent Director of the Company on 19th July, 2019.

iv. Regularization of Mr. Rahul Gupta as a Non-Executive Non-Independent Director of the Company on 19th July, 2019.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions are carried through with requisite majority. There were no dissenting views from the members during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Martinho Ferrao & Associates**
Company Secretaries

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

Martinho Ferrao
Proprietor
FCS No. 6221
C P. No. 5676
UDIN: F006221B000230346

Place: Mumbai
Dated: 12th May, 2020

This report is to be read with our letter which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
Mahindra Bloomdale Developers Limited
Mahindra Towers, 5th Floor,
Worli, Mumbai 400018

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. The minutes, documents, records and other information checked for the purpose of audit were received from the Company in soft copy and through electronic mail due to the nationwide lockdown caused pursuant to the outbreak of Covid-19 (Coronavirus).

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Martinho Ferrao & Associates**
Company Secretaries

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

Martinho Ferrao
Proprietor
FCS No. 6221
C P. No. 5676
UDIN: F006221B000230346

Place: Mumbai
Dated: 12th May, 2020