Mahindra Lifespace Developers Limited

Fair Valuation of the Stake

VALUATION REPORT

Prepared By:

Nishant Soni

Registered Valuer – SFA Category

ABOUT US

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Nishant Soni
Registered Valuer – SFA Category

18th September 2025

To
The Board of Directors
Mahindra Lifespace Developers Limited

Sub: Fair Valuation of the Stake of Actis Mahi Holdings (Singapore) Private Limited in Mahindra Homes Private Limited for the Proposed Transfer to Mahindra Lifespace Developers Limited

Respected Sir,

I, Nishant Soni, Registered Valuer ("NS"/"We"), have been appointed by the Board of Mahindra Lifespace Developers Limited ("MLDL") to determine fair valuation of the Stake of Actis Mahi Holdings (Singapore) Private Limited ("AMHPL") in Mahindra Homes Private Limited ("The Company/"MHPL") for the Proposed Transfer to Mahindra Lifespace Developers Limited. We are pleased to present herewith our report for the same.

We enclose fair valuation report providing our opinion on the fair value of the Stake of AMHPL in MHPL on a going concern basis of limited Reviewed financial statement as on 30th June 2025. The attached report details the valuation methodologies, calculations and conclusions with respect to this valuation. The fair valuation has been arrived on the basis of internationally accepted pricing methodology for valuation of shares on an arm's length basis – Revised pricing guidelines and as per Indian Valuation Standards issued by ICAI.

Yours faithfully,
Nishant Soni
Registered Valuer
RV No: IBBI/RV/06/2019/10745
ICAIRVO: ICAIRVO/06/RV-P00110/2018-2019
UDIN: 25149316BMIBAQ6839
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Background of the Company

Mahindra Homes Private Limited is a public company domiciled in India and was incorporated on June 2, 2010 under the provisions of the Companies Act, 1956 applicable in India (CIN- U70102MH2010PTC203618). The registered office of the company is located at 5th Floor, Mahindra Tower, Worli, Mumbai – 400018. The company is engaged in the business of development of residential complexes. It is currently developing residential projects in Gurugram & Bengaluru.

Brief Overview of Existing Projects is as under-

Luminare (Gurugram) - Luminare is a premium residential project which was launched in 2014 and comprises of 3 Towers to be developed in 3 Phases (Phase 1- Tower A & EWS, Phase 2- Tower C & Club, Phase 3- Tower B). Tower A has 120 units, Tower C has 120 Units and Tower B has 140 units with total saleable area for the entire project is around 12.01 lakhs sqft. Sales and Construction of Tower A started in 2014 and Tower C in 2015. Tower B construction started in December, 2021. Occupation Certificate for Tower A & C have been received and those towers have been handed over to the customers. Construction of Tower B of the project is in final stage and Occupancy Certificate is applied for.

Windchimes (Bengaluru) - Windchimes is a residential project in mid-segment category which was launched in 2014. It comprises of 4 Towers to be developed in 2 Phases with a total of 403 apartments (Phase 1- Tower 1 & Tower 2, Phase 2- Tower 3 & Tower 4). The total saleable area of the project is 8.68 Lakh sqft. Occupation Certificate of both the phases has been received and the project is completely sold out and the same is handed over to the customers.

Purpose of the valuation and appointing authority

As per Engagement Letter Dated 15th September 2025, the purpose of this valuation exercise is to derive fair valuation of the Stake of Actis Mahi Holdings (Singapore) Private Limited in Mahindra Homes Private Limited for the Proposed Transfer to Mahindra Lifespace Developers Limited, in compliance with the provisions of Section 56(2)(x) of the Income-tax Act, 1961 read with Rule 11UA of the Income-tax Rules, 1962, and the applicable provisions of the Foreign Exchange Management Act (FEMA) Rules, 2019. In this regard, we have been appointed by the Board of Directors of MLDL as an Independent registered Valuer for the purpose of arriving at the Fair Value of the Stake of Actis Mahi Holdings (Singapore) Private Limited in Mahindra Homes Private Limited.

The Identity of the valuer and other experts involved

I, Nishant Soni have in-depth knowledge in valuation related services. Nishant Soni is a registered Valuer with ICAI RVO Membership Number as ICAIRVO/06/RV-P00110/2018-2019 and IBBI Registration Number as IBBI/RV/06/2019/10745 wef 4th February 2019.

Disclosure of the valuer's interest or conflict

We do not have any interest in the business of the Company. We are neither associated nor carrying out any relationship with the client and accordingly, we understand that there is no conflict of interest for carrying out work independently. However, we would to highlight as per section 247(2)(d) of the Companies Act, 2013, that we have been assigned valuation assignment from the Mahindra Group Company as under:

- Mahindra Lifespace Developers Limited
- Mahindra Industrial Park Private Limited
- Mahindra Homes Private Limited
- Ample Park Projects Private Limited

However, all the above assignments were undertaken as an independent Valuer only and all the reporting were for the statutory purpose only and the same cannot be treated as management consultancy job.

Inspections and/or investigations undertaken

We have inspected Audited Financial Statement for year ending March 2023, March 2024 and March 2025; Provisional Financials as on 30th June 2025; Projected Cash Flow Statement from 1st July 2025 to 30th September 2026, whereby all the projects in the order book of the Company gets accomplished. We have verified various documents like RERA Certificate, Interest working, detailed business plan of the Company, etc. to arrive at the conclusions. We have also inspected Charter documents like MOA, AOA, and Certificate of Incorporation.

Date of appointment, valuation date and date of the valuation report

Date of appointment for valuation of Shares is 15th September 2025. The Limited-Reviewed financial statement is considered as on 30th June 2025 and the date of Valuation Report is 18th September 2025.

Nature and sources of the information used or relied upon

- Certificate of Incorporation of the Company, Memorandum of Association and Articles of Association of the Company.
- Audited Financials as on 31st March 2025.
- Limited Reviewed Financial Statement as on 30th June 2025.
- Projected Cash flows from 1st July 2025 to 30th September 2026 as provided by the management of the Company.
- Valuation Report dated 11th July 2025.
- Order Sheet of Hearing (Hybrid) dated 7th August 2025 issued by the NCLT, Mumbai Bench – Court II.
- Relevant data and information provided to us by the representatives of the Company either in written or oral form or in form of soft copy.
- Discussions with the representatives of the Company regarding the past, current and future business projections of the Company.

- Management Representation Letter.

Procedures adopted in carrying out valuation and valuation standards followed

- For preparation of this Valuation report, we have followed Indian Valuation standards issued by ICAI with effect from 01st July, 2018.
- According to Indian Valuation Standard 102 and according to scope present in engagement letter as per Valuation Standard 201, I have valued the stake at Fair Value basis.
- 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 valuation date.

Valuation Methodology

Indian Valuation Standard 103 issued by ICAI provides guidance to select an appropriate valuation approach and methodology for determining the value of an asset, liability or a business. The main three valuation approaches are as follows:

- Market approach
- Income approach
- Cost approach

Market approach

A valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business. Commonly used valuation methods under the market approach are as follows:

- Market price method
- Comparable Companies Multiple (CCM) method/ guideline public company method
- Comparable Transaction Multiple (CTM) method/ guideline transaction method.

Income approach

A valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts. Commonly used valuation methods under the income approach are as follows:

- Discounted Cash Flow (DCF) method
- Relief from royalty method
- Multi-Period Excess Earnings Method (MPEEM)
- With and without method
- Option pricing models such as Black-Scholes-Merton model and binomial model

Cost approach

A valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost). Commonly

used valuation methods under the cost approach are as follows:
- ❖ Book Value or Net Assets Value Method
- ❖ Replacement Cost Method
- ❖ Reproduction Cost Method

Selection of Method

As we understand the detailed approaches prescribed above, we understand that we broadly have 3 methods to choose from the above prescribed approaches, viz. Cost Approach, Income Approach or Market Approach.

Cost Approach

We can avoid using Cost Approach because the purpose of the fair valuation exercise to determine the fair value of the shareholder's stake. Being the Company at exit level of its heavy capital intensive project costing, the Cost Approach focuses on existing networth of the Company. It excludes impact of potential upcoming events, like Capital Reduction, and closure of project events. Hence, it is important and pertinent to note that cost approach shall be undervaluing the business. Hence, we abide using Cost Approach for valuation of this Company.

Income Approach

The Company has provided detailed projections of its ongoing projects, which are expected to be completed by September 2026. Since the business operations and associated cash inflows can be reasonably estimated over this small and defined horizon, the Discounted Cash Flow (DCF) method under the Income Approach is considered the most appropriate for valuation. Further, given that Actis Mahi Holdings (Singapore) Private Limited is exiting and Mahindra Lifespace Developers Limited will consequently hold 100% stake in the Company, it is important to capture the intrinsic value of the underlying cash inflows and outflows from the completion of these projects.

Market Approach

The Market Approach has not been adopted in this case, as there are no directly comparable listed companies or recent transactions that mirror the business model and project-specific nature of Mahindra Homes Private Limited. The Company's revenues are derived from identified real estate projects with a finite timeline for completion (till September 2026), whereas market multiples are generally based on companies with ongoing, recurring operations. Using such benchmarks would not appropriately capture the project-driven cash flow profile of the Company, and hence the Market Approach is not considered suitable for this valuation.

Methodology Adopted – Discounted Cash Flow Method

Considering the nature of Mahindra Homes Private Limited's business, the Income Approach – DCF method has been considered most appropriate, as it directly values the expected cash flows from the Company's ongoing projects, which are projected to be completed by September 2026. The Market Approach has not been applied due to the absence of truly comparable companies or transactions that capture the project-specific and finite nature of the Company's operations. Similarly, the Cost/Asset Approach does not adequately reflect the earning potential of the projects under execution, as it focuses only on the book value of assets rather than the future economic benefits they are expected to generate. Accordingly, the valuation has been carried out under the Income Approach, which most appropriately captures the intrinsic value of the business in the given circumstances.

Valuation Assumptions in applying Discounted Cash Flow Method (DCF)

The Discounted Cash Flow (DCF) method is a valuation technique under the Income Approach that determines the value of a business by estimating the future cash flows it will generate and discounting them back to their present value netting with risk and perquisites inherited by the Company.

Under this method, the Company's cash inflows and outflows are taken into account. These cash flows are then discounted at an appropriate discount rate, which reflects both the risk of the business and the return expected by investors. The sum of these discounted cash flows represents the present value, or the fair value.

Fair Value of the Stake of Actis Mahi Holdings (Singapore) Private Limited in Mahindra Homes Private Limited

The fair value of is derived as follows:

1. As per discussions with the Management of the Company it has been noted that the economic benefits and losses of the Company are shared equally in the ratio of 50:50 between AMHPL and MLDL.

2. The total number of Series B and Series C equity shares is 22,086; however, based on the agreement among the shareholders, The capital reduction is proposed to be transacted at 21,000 shares as per the documents filed with NCLT on 14th July 2025, which were subsequently registered with NCLT on 4th August 2025, and further noted in the Order Sheet of Hearing (Hybrid) dated 7th August 2025 issued by the NCLT, Mumbai Bench – Court II. Accordingly, applying the per share value of INR 88,010 as per the NCLT Filed documents for Capital reduction purpose, the transaction value is INR 1848.2 Mn (i.e., 21,000 shares × INR 88,010 per share).

3. Based on the discussion with the Management and their legal team experts, it is estimated that the Company could receive final order of capital reduction by 28th February 2026. Considering the agreed 50:50 sharing of economic benefits, the proceeds attributable to AMHPL from such reduction amount to INR 924 Mn.

4. As on June 25, the Company had a net balance of INR 130.03 Mn towards TDS/Advance Tax (net of provision). After adjusting for tax provision relating to July–March 2026 of INR 8.95 Mn and short provision of tax and interest for earlier periods of INR 4.70 Mn, and adding TDS receivable from Mahindra Homes Private Limited at 1% for July–March 2026 of INR 13.04 Mn along with TDS on fixed deposit interest at 10% amounting to INR 6.68 Mn, the net TDS/Advance Tax refundable for FY26 works out to INR 136.10 Mn. Considering interest on refund of INR 24.43 Mn, the total expected refund aggregates to INR 160.53 Mn. Based on assumptions that the refund of INR 66.9 Mn will be received over a period of 3.5 years (from April 2025 to September 2028) and the refund of INR 69.2 Mn will be received over 2.5 years (from April 2026 to September 2028), and applying a discount rate of 9% for 3 years, the present value of the total tax refund is estimated at INR 123.96 Mn.

5. Based on discussions with the Management, it is expected that the capital reduction order may be received by 28th February 2026. Accordingly, the capital reduction proceeds of INR 924 Mn attributable to AMHPL have been discounted for the time value of money at an assumed inflation rate of 9%, resulting in a present value adjustment, if the transaction concludes on 31st October, 2025, the discounting value is INR 26 Mn. Similarly, if the transaction is concluded on 30th November, 2025, the discounting value is INR 20 Mn.

6. After due discussion with the Management, the Company has projected combined contingent liabilities amounting to INR 274 Mn, and since the economic benefit and loss are shared equally between AMHPL and MLDL, AMHPL share of these liabilities amounts to INR 137 Mn, mainly consisting of:

7. Therefore, the net amount that is to be transferred to AMHPL (if the transfer takes place in the month of October 2025 or November 2025 respectively) is calculated as follows:

Particulars	INR in Mn	
	As on 31st October 2025	As on 30th November 2025
Capital reduction proceeds (Refer note 3)	924	924
Additions:	**97**	**97**
- As per cashflow projected	35	35
- As per tax projected (refer note 4)	62	62
Reductions:	**-163**	**-157**
Discounting for time (Refer Note 5)	-26	-20
Price Adjustment for contingent liabilities (Refer Note 6)	-137	-137
Net amount to be transferred	**858**	**864**

Restrictions on use of the Valuation Report

This report and the information contained herein are for the sole use of the management and shareholders AMHPL, management and shareholders of MLDL and the Company for providing select information and only in connection with the purpose as set out above, including for the purpose of statutory compliances. It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued and to comply with regulatory requirements. We will not accept any responsibility to any other party to whom this report may be shown or who may acquire a copy of the report, without our written consent.

Conclusion

Having regard to the above valuation methodology, and based on the information and explanations furnished by the Management, we report that the net consideration attributable to the stake of AMHPL to be transferred by MLDL is estimated at **INR 858 Mn**, assuming the transfer is completed in **October 2025** (corresponding to a discounting period of 4 months). If the transfer is concluded in **November 2025**, the discounting period would reduce to 3 months, resulting in a revised net consideration of **INR 864 Mn**.

Limitations and Disclosures

Our report is subject to the limitations detailed hereinafter. This report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

- The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by us during the course of our work. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Company and have considered them at the value as disclosed by the Company in their regulatory filings or in submissions, oral or written, made to us.

- This report is based on the information received from the sources mentioned herein and discussions with the representatives of the Company. We assume no responsibility for any erroneous or misleading information or whether such information has been withheld that could have influenced the purpose of our report. Also, we do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Company or any of its subsidiaries or associated companies. However, nothing has come to our attention to indicate that the information provided was materially misstated/incorrect. We assume that the Management of the company has drawn our attention to all matters of which they are aware, which may have an impact on our report up to the date of signature.

- This valuation report has been prepared as per Discounted Cash Flow method and ultimately depends upon a number of factors which in turn calculated as per the documents provided. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided to us

- During the course of work, we have relied upon the financial cash flow projections of the company provided to us by the management but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. The assumptions underlying the projections have not been reviewed or independently verified by us and accordingly, there can be no assurance that these assumptions are accurate. Since, the projections relate to the future, actual result may be different from the projected results because events and circumstances do not occur as expected, and differences may be material.

- Reasonable care has been taken to ensure that the facts stated in the report are accurate and opinions given are fair. Neither ourselves nor any of our associates, employees or officers shall in any way be responsible for the contents stated herein. Neither of us nor any of our employees/associates have a financial interest in the company and/or its assets. Moreover, we are not owned or controlled by any employees or directors of the company.

- Our views are based on economic, market and other condition currently in effect, and information available to us as on valuation date. The valuation analysis contained herein is not intended to represent the value at any time other than the date specifically stated in this report. It should be understood that subsequent developments may affect our views and that we do not have obligation to update, revise or reaffirm view expressed in the report.

- Valuation is not a precise science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While we have provided an assessment of the value based on an analysis of information available to us and within the scope of our engagement, others may place a different value on this business.

- Our valuation report does not construe as an investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction with the company.

- The fee for this engagement is not contingent upon the results of this report.