

8th June, 2020

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

Security	BSE	NSE	ISIN
Equity Shares	532313	MAHLIFE	INE813A01018

Dear Sirs / Madam,

**Sub.: Addendum to the Annual Secretarial Compliance Report for the Year ended
31st March, 2020**

This is in continuation to our letter dated 23rd May, 2020 regarding submission of the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2020, issued by M/s. Martinho Ferrao & Company, Practising Company Secretaries and Secretarial Auditors of the Company, in accordance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019.

In this connection, we are enclosing an Addendum to the Annual Secretarial Compliance Report issued by M/s. Martinho Ferrao & Company, Practising Company Secretaries, which forms part of the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2020.

We request you to please take the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2020 together with the Addendum, as enclosed herewith, on your record.



Mahindra Lifespace Developers Ltd.

CIN : L45200MH1999PLC118949

Mahindra Towers, 5th Floor, Dr. G. M. Bhosale Marg,

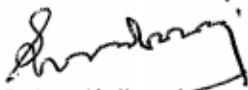
Worli, Mumbai 400 018, India

Tel.: +91 22 67478600 / 8601

www.mahindralifespaces.com

We sincerely regret the inconvenience caused in this regard.

For Mahindra Lifespace Developers Limited



Suhas Kulkarni
Chief Legal Officer & Company Secretary
FCS - 2427

SECRETARIAL COMPLIANCE REPORT OF MAHINDRA LIFESPACE DEVELOPERS
LIMITED FOR THE YEAR ENDED 31ST MARCH, 2020

To,
Mahindra Lifespace Developers Limited
5th Floor, Mahindra Towers,
Worli, Mumbai-400018

We, Martinho Ferrao & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Mahindra Lifespace Developers Limited. ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) all other document, filing, submission on the basis of which this certification is given,

for the financial year ended on 31st March, 2020 (Review Period) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) 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;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) All other regulation and circulars / guidelines issued thereunder and as applicable to the Company from time to time

and based on the above examination, We, hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However, in absence of any transaction relating to buyback of securities, issue of non-convertible and redeemable preference shares, issue of debt securities during the Review Period, the compliance of the relevant regulations mentioned above does not arise;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



- (c) There are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) There were no observations in the report for previous year ended 31st March 2019 hence no actions were required to be taken by the listed entity.

It is to be noted that due to the nationwide lockdown arising out of COVID-19 pandemic, report for the review period is issued by examining documents and records provided to us through electronic mode since physical verification was not possible.

For MARTINHO FERRAO & ASSOCIATES

Company Secretaries



Martinho Ferrao
Proprietor

FCS No.: 6221

C P No.: 5676

UDIN: F006221B000262433

Place: Mumbai

Date: 20.05.2020

MARTINHO FERRAO & ASSOCIATES

Company Secretaries



Level 3, Office # 301, Dhun Building, 23/25 Janmabhoomi Marg, Fort, Mumbai - 400 001

Tel: +91 22 2202 4366 Email: mferraocs@yahoo.com Website : www.csmartinhoandassociates.com

Addendum to Annual Secretarial Compliance Report of Mahindra Lifespace Developers Limited (CIN L45200MH1999PLC118949) for the year ended 31st March, 2020

This certificate is in furtherance to the Annual Secretarial Compliance Report of Mahindra Lifespace Developers Limited (CIN L45200MH1999PLC118949) dated 20th May, 2020 for the year ended 31st March, 2020.

In terms of Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 (SEBI Circular), SEBI had *inter alia* mandated the listed entity to amend the terms of appointment of its statutory auditors in terms of Paragraph 6(A) and 6(B) of the SEBI Circular. Further, the compliance of the said requirement should also be verified by the practising company secretary who issues the Annual Secretarial Compliance Report.

We state that Mahindra Lifespace Developers Limited and its material subsidiaries have modified the terms of appointment of Statutory Auditors who have already been appointed by including in their terms of appointment, the conditions mentioned in clauses 6(A) and 6(B) of the SEBI Circular on resignation of statutory auditors from listed entities and their material subsidiaries.

Accordingly, we certify that Mahindra Lifespace Developers Limited (CIN L45200MH1999PLC118949) and its material subsidiaries have complied with the requirements of clauses 6(A) and 6(B) of the SEBI Circular.

This Certificate shall be read with our Annual Secretarial Compliance Report dated 20th May, 2020 (UDIN: F006221B000262433)

For Martinho Ferrao & Associates

Company Secretaries

Martinho Ferrao

Proprietor

F.C.S. No. 6221

C.P. No. 5676



Place: Mumbai

Date: 05.06.2020