

4th September, 2023

<b>BSE Limited</b> Corporate Services, Piroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Listing: <a href="http://listing.bseindia.com">http://listing.bseindia.com</a>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Listing: <a href="https://neaps.nseindia.com/NEWLISTINGCORP/">https://neaps.nseindia.com/NEWLISTINGCORP/</a>
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Re:

Security	BSE	NSE	ISIN
Equity Shares	532313	MAHLIFE	INE813A01018

**Sub : Intimation under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs,

This is further to our letters dated 9<sup>th</sup> November, 2022 and 6<sup>th</sup> October, 2022 (letters enclosed) informing joint venture with Actis, a leading global investor in sustainable infrastructure, for developing industrial and logistics real estate facilities across India.

In this regard, the Company has today executed a Securities Purchase Agreement (SPA) at 5:30 pm and Shareholders Agreement (SHA) at 8:30 pm with Omega Warehouse Holdings 2 Limited (Omega), Affiliate of Actis and Interlayer Two Warehousing Private Limited (Interlayer 2), (“Asset Owning SPV”) and others.

Pursuant to SPA and SHA, the Company has agreed for a total investment commitment of Rs. 48.9 crore over a period of five years subject to fulfilment of certain conditions as mentioned in the SHA and shall initially acquire 3,300 equity shares having face value of Rs. 10 each at a

premium of Rs. 12 each aggregating to Rs. 72,600 (Rupees Seventy-Two Thousand Six Hundred only) resulting in the Company holding 33% of the total shareholding of Interlayer 2 and balance 67% of the total shareholding of Interlayer 2 will be held by Omega. Further, investment in form of equity and/or other securities in Interlayer 2 will be undertaken in accordance with the terms of the SHA in the ratio of 33:67 wherein 33% will be held by the Company and balance by Omega.

The details, as required under Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023 are enclosed as Annexure A.

**For Mahindra Lifespace Developers Limited**

**Vimal Agarwal**

**Chief Financial Officer**

**PAN: ADRPA0775G**

Annexure A

Acquisition (including agreement to acquire)

Particulars	Information of such events
Name of the target entity, details in brief such as size, turnover etc.	<p>Interlayer Two Warehousing Private Limited (Interlayer 2) was incorporated on 5<sup>th</sup> August, 2022 and currently has authorised share capital of Rs. 5 crore and paid-up capital of Rs. 1 lakh.</p> <p>Turnover for the period from 5<sup>th</sup> August, 2022 till 31<sup>st</sup> March, 2023 was Nil</p> <p>The total investment commitment in Interlayer 2 is upto Rs. 148.3 crore, of which the Company, subject to the business requirement and fulfilment of certain conditions as mentioned in the SHA, may invest upto Rs. 48.9 crore, i.e. 33% of the overall investment commitment and the balance will be invested by Omega Warehouse Holdings 2 Limited (Omega), affiliate entity of Actis.</p> <p>However, as part of initial investment, pursuant to SPA, it is agreed that the Company will be investing in Interlayer 2 by acquiring 3,300 equity shares having face value of Rs. 10 each at a premium of Rs. 12 each aggregating to Rs. 72,600 (Rupees Seventy-Two Thousand Six Hundred only) resulting in the Company holding 33% of the total share capital of Interlayer 2 (Initial Subscription).</p>

<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”</p>	<p>The Initial Subscription will result in Interlayer 2 becoming associate of the Company.</p> <p>Requisite approvals for the said investment have been obtained.</p> <p>Neither Promoter nor any promoter group or group companies have any interest in Interlayer 2.</p>
<p>Industry to which the entity being acquired belongs;</p>	<p>Development of industrial and logistics real estate facilities</p>
<p>Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)</p>	<p>As agreed between the Company and Actis, Interlayer 2 shall act as Asset Owning Company in accordance with the definitive agreements executed for development of industrial and logistics real estate facilities. The said business is in the ordinary course of business of the Company.</p>
<p>Brief details of any governmental or regulatory approvals required for the acquisition;</p>	<p>Presently, no approvals are required for Initial Subscription agreed between the Parties.</p>
<p>Indicative time period for completion of the acquisition;</p>	<p>The total investment commitment may be invested over a period of five years subject to fulfilment of certain conditions as mentioned in the SHA.</p> <p>The Initial Subscription shall be completed today.</p>
<p>Nature of consideration – whether cash consideration or share swap and details of the same;</p>	<p>Cash consideration.</p>

<p>Cost of acquisition or the price at which the shares are acquired;</p>	<p>As part of initial investment, the Company would be acquiring 3,300 equity shares having face value of Rs. 10 each at a premium of Rs. 12 each aggregating to Rs. 72,600 (Rupees Seventy-Two Thousand Six Hundred only).</p> <p>The total investment commitment is upto Rs. 148.3 crore, of which the Company, subject to business requirements and subject to fulfilment of certain conditions as mentioned in the SHA, may invest upto Rs. 48.9 crore (i.e. 33% of the total investment commitment).</p>
<p>Percentage of shareholding / control acquired and / or number of shares acquired;</p>	<p>As part of initial investment, pursuant to SPA, it is agreed that the Company will be investing in Interlayer 2 by acquiring 3,300 equity shares having face value of Rs. 10 each at a premium of Rs. 12 each aggregating to Rs. 72,600 (Rupees Seventy-Two Thousand Six Hundred only) resulting in the Company holding 33% of the total share capital of Interlayer 2 (Initial Subscription). Further, investment in the form of equity and/or other securities in Interlayer 2 will be undertaken in accordance with the terms of the SHA and SPA in the ratio of 33:67 wherein 33% will be held by the Company and balance by Omega.</p>

Annexure A

Agreements viz. shareholder agreement(s)

<p>Name(s) of parties with whom the agreement is entered;</p>	<p>Share Purchase Agreement (SPA) has been executed amongst the Company, Omega Warehouse Holdings 2 Limited, Affiliate of Actis, Interlayer Two Warehousing Private Limited (Interlayer 2) ("Asset Owing SPV") and Mr. Santosh Jha, Mr. Akash Rastogi (current shareholders of Interlayer 2).</p> <p>Shareholders Agreement (SHA) has been executed amongst the Company, Omega Warehouse Holdings 2 Limited, Affiliate of Actis and Interlayer Two Warehousing Private Limited (Interlayer 2) ("Asset Owing SPV").</p>
<p>Purpose of entering into the agreement;</p>	<p>To develop industrial and logistics real estate facilities</p>
<p>Shareholding, if any, in the entity with whom the agreement is executed</p>	<p>The Company will be investing in Interlayer 2 by acquiring 3,300 equity shares having face value of Rs. 10 each at a premium of Rs. 12 each aggregating to Rs. 72,600 (Rupees Seventy-Two Thousand Six Hundred only) resulting in the Company holding 33% of the total share capital of Interlayer 2 (Initial Subscription). Further, investment in form of equity and/or other securities in Interlayer 2 will be undertaken in accordance with the terms of the SHA and SPA in the ratio of 33:67 wherein 33% will be held by the Company and balance by Omega.</p>

<p>Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;</p>	<p>The Company and Omega shall invest in Interlayer 2 to undertake the business of industrial and logistics real estate projects.</p> <p>Presently, the Company has a right to appoint one director and Omega has right to appoint three directors in Interlayer 2.</p> <p>No such specific restriction with respect to change in capital structure</p>
<p>Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship</p>	<p>Omega is not related to Promoter/Promoter group/group companies. Post Initial Subscription, Interlayer 2 will become associate of the Company.</p>
<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"</p>	<p>Post Initial Subscription, Interlayer 2 will become associate of the Company and that the Company has obtained requisite approvals in this regard. The transaction is undertaken at arm's length basis.</p>
<p>In case of issuance of shares to the parties, details of issue price, class of shares issued</p>	<p>The Company, pursuant to the Share Purchase Agreement, shall acquire to 3,300 equity shares having face value of Rs. 10 each at a premium of Rs. 12 each aggregating to Rs. 72,600 (Rupees Seventy-Two Thousand Six Hundred only) resulting in the Company holding 33% of the total share capital of Interlayer 2.</p> <p>Further, investment in form of equity and/or other securities in Interlayer 2 will be undertaken in accordance with the terms of the SHA and SPA in the ratio of 33:67</p>

	wherein 33% will be held by the Company and balance by Omega.
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Nil
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

For Mahindra Lifespace Developers Limited

Vimal Agarwal

Chief Financial Officer



9<sup>th</sup> November, 2022

<b>BSE Limited</b> Corporate Services, Piroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Listing: <a href="http://listing.bseindia.com">http://listing.bseindia.com</a>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Listing: <a href="https://neaps.nseindia.com/NEWLISTINGCORP/">https://neaps.nseindia.com/NEWLISTINGCORP/</a>
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Re:

Security	BSE	NSE	ISIN
Equity Shares	532313	MAHLIFE	INE813A01018

**Sub : Intimation under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Acquisition**

Dear Sirs,

This is further to our letters dated 6<sup>th</sup> October, 2022 (letters enclosed) informing execution of definitive document to establish a joint venture with Actis, a leading global investor in sustainable infrastructure, for developing industrial and logistics real estate facilities across India.

It was further mentioned in the said letters that, subject to requisite approval and finalisation of other definitive documents, the Company and Actis, for the above purpose, will form Asset Owning SPVs and an Operating Company which will provide service to these Asset Owning SPVs.

In this regard, the Company, pursuant to the definitive documents executed on 5<sup>th</sup> October, 2022, have today executed a Securities Subscription Agreement (SSA) and Shareholders Agreement (SHA) for the aforementioned Operating Company.

SSA has been executed between the Company and AMIP Industrial Parks Private Ltd (AMIP), a company formed for the purpose of providing services to the Asset Owning SPVs whereas SHA has been executed between Omega Warehouse Holdings 1 Ltd (Omega 1), Omega Warehouse Holdings 2 Ltd (Omega 2), both Affiliate entities of Actis, the Company and AMIP.

**Annexure A  
Acquisition (including agreement to acquire)**

<b>Particulars</b>	<b>Information of such events</b>
Name of the target entity, details in brief such as size, turnover etc.	<p>AMIP Industrial Parks Private Limited (AMIP), an entity 100% owned by Omega Warehouse Holdings 1 Ltd (Omega 1), Omega Warehouse Holdings 2 Ltd (Omega 2), both affiliate entities of Actis.</p> <p>AMIP is a recently incorporated company under the Companies Act, 2013. AMIP was incorporated on 10<sup>th</sup> October, 2022 with authorised share capital of Rs. 1 crore and paid up capital of Rs. 1 lakh.</p> <p>Turnover: Not applicable as AMIP is incorporated on 10<sup>th</sup> October, 2022.</p> <p>Pursuant to SHA, the total investment commitment in AMIP is upto Rs. 190 crore, of which the Company, subject to the business requirement, may invest upto Rs. 49.40 crore i.e. 26% of the overall investment commitment and the balance will be invested by Omega 1 and Omega 2, affiliate entities of Actis.</p> <p>However, as part of initial investment, pursuant to SSA, it is agreed that the Company will be investing a nominal amount in AMIP by subscribing 3,514 equity shares of Rs. 10 each aggregating Rs. 35,140 (Initial Subscription).</p>
Whether the acquisition would fall within related party transaction (s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	<p>No, the Initial Subscription of equity shares is not a related party transaction.</p> <p>However, further investment in AMIP will be a Related Party Transaction and Company will ensure necessary compliance in that regard.</p> <p>Neither Promoter nor any promoter group or group companies have any interest in AMIP.</p>
Industry to which the entity being acquired belongs;	Real estate management services.

<p>Brief background about the entity acquired in terms of products / line of business acquired, date of incorporation, history of last 3 years, turnover, country in which the acquired entity has presence and any other significant information (in brief)</p>	<p>AMIP was incorporated on 10<sup>th</sup> October, 2022 with authorised share capital of Rs. 1 crore and paid up capital of Rs. 1 lakh.</p> <p>AMIP is formed to carry on the business of providing various management and/or operating management services to the Asset Owning entities to be formed, from time to time, and such other parties for development of industrial and logistics real estate facilities across India.</p> <p>Last three years turnover – Not applicable</p> <p>AMIP is incorporated in India and currently, has no operation in countries other than India. Its present business operations in India are yet to commence.</p>
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**For Mahindra Lifespace Developers Limited**

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MANOJ SHAH  
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**Ankit Shah**  
**Assistant Company Secretary & Compliance Officer**  
**ACS 26552**

### Annexure A

1.	Name(s) of parties with whom the agreement is entered	The Company has, on late evening of 5 <sup>th</sup> October, 2022, executed definitive documents to establish joint ventures with Actis, a leading global investor in sustainable infrastructure.
2.	Purpose of entering into the agreement	To develop industrial and logistics real estate facilities across India.
3.	Shareholding, if any, in the entity with whom the agreement is executed;	Nil
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	<p>Subject to requisite approvals and finalisation of other definitive documents, the Company or its Affiliates and Actis or its Affiliates will jointly invest in Asset Owning SPVs (SPVs) and in an Operating Company which will provide service to Asset Owning SPVs.</p> <p>The Company or its Affiliates may own stakes in the range of 26% to 40% in these entities, and the balance will be owned by Actis or its Affiliates.</p> <p>Each party will have right to appoint directors in proportion to their shareholding. Presently, the Company has right to appoint one director and Actis has right to appoint three directors in the Asset Owning SPVs and Operating Company.</p> <p>No such specific restriction with respect to change in capital structure.</p>
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Actis is a third-party who does not belong to the Promoter/ Promoter Group/Group companies.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length	Presently, the arrangement does not fall under the ambit of Related Party Transactions. However, in case such situation arises in future, the same shall be done at "arms length" and requisite approvals will be sought from shareholders.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Subject to requisite approvals and finalisation of other definitive documents, the Company or its Affiliates may own stakes in the range of 26% to

Mahindra Lifespace Developers Limited

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6<sup>th</sup> October, 2022

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

Security	BSE	NSE	ISIN
Equity Shares	532313	MAHLIFE	INE813A01018

Dear Sirs / Madam,

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015**

The Company has, on late evening of 5<sup>th</sup> October, 2022, executed definitive documents to establish joint ventures with Actis, a leading global investor in sustainable infrastructure, for developing industrial and logistics real estate facilities across India. Subject to requisite approvals and finalisation of other definitive documents, the Company or its Affiliates and Actis or its Affiliates will jointly invest in Asset Owning SPVs and in an entity that will provide business services to the Asset Owning SPVs. The Company or its Affiliates may own stakes in the range of 26% to 40% in these entities, and the balance will be owned by Actis or its Affiliates.

Subject to requisite approvals, both Partners have earmarked upto 100 acres of land across the Mahindra World Cities as seed assets to be acquired by the Asset Owning SPVs during the course of arrangement. In addition, the Partners plan to expand the business by acquiring and developing greenfield and brownfield projects across India.

A press release which is self-explanatory is enclosed herewith.

Actis is a third-party who does not belong to the Promoter/ Promoter Group/Group companies and presently, the arrangement does not fall under the ambit of Related Party Transactions.

**For Mahindra Lifespace Developers Limited**

ANKIT  
 MANOJ  
 SHAH

**Ankit Shah**

**Asst. Company Secretary & Compliance Officer**

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The first real estate company in India to have committed to the global Science Based Targets initiative (SBTi), all Mahindra Lifespaces' projects are certified environment friendly. With a 100% Green portfolio since 2014, the company is working towards carbon neutrality by 2040 and actively supports research on green buildings tailored to climatic conditions in India. Mahindra Lifespaces® is the recipient of over 80 awards for its projects and ESG initiatives.

Learn more about Mahindra Lifespaces® at [www.mahindralifespaces.com](http://www.mahindralifespaces.com)

#### About Mahindra

Founded in 1945, the Mahindra Group is one of the largest and most admired multinational federation of companies with 260,000 employees in over 100 countries. It enjoys a leadership position in farm equipment, utility vehicles, information technology and financial services in India and is the world's largest tractor company by volume. It has a strong presence in renewable energy, agriculture, logistics, hospitality and real estate.

The Mahindra Group has a clear focus on leading ESG globally, enabling rural prosperity and enhancing urban living, with a goal to drive positive change in the lives of communities and stakeholders to enable them to Rise.

Learn more about Mahindra on [www.mahindra.com](http://www.mahindra.com) / Twitter and Facebook: @MahindraRise/ For updates subscribe to <https://www.mahindra.com/news-room>

#### About Actis

Actis is a leading global investor in sustainable infrastructure. We deliver competitive returns for institutional investors and measurable positive impact for countries, cities, and communities in which we operate. Our global experience, operational knowhow and strong culture allow us to create global sustainability leaders. We do it at scale. And have been doing so for decades. Since inception, we have raised US\$24 billion to invest in a better tomorrow.

Actis is a signatory to the United Nations backed Principles for Responsible Investment (UNPRI), an investor initiative developed by the UNEP FI and the UN Global Compact. The firm has consistently been awarded the highest rating score in the UN Principles for Responsible Investment (PRI) independent assessment. [www.act.is](http://www.act.is)

#### For further enquiries, please contact:

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