

October 23, 2022

The Listing Dept.,  
BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001  
Scrip Code: **543287** Scrip ID:-**LODHA**

The Listing Dept.  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051  
Trading Symbol : **LODHA**  
Debt Segment - **DB - LDPL23**

Dear Sir,

**Sub: Result of Postal Ballot by remote e voting process**

This is further to our letter dated September 22, 2022, submitting the Postal Ballot Notice dated September 22, 2022, for seeking approval of the Members of the Company by way of Special Resolution for appointment of Ms. Harita Gupta as an Independent Director of the Company with effect from September 20, 2022 for a period of 5 (five) consecutive years, not liable to retire by rotation.

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with related Rules, as amended, the Company conducted the postal ballot by remote e-voting process as set out in the Notice.

The remote e-voting process was concluded on Saturday, i.e. October 22, 2022 at 5.00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot. Based on the report of Scrutinizer, we hereby inform that, the members of the Company have duly passed the above mentioned Resolution with requisite majority.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we are enclosing herewith the details of the voting results (**Annexure A**) and the Report of the Scrutinizer (**Annexure B**).

The voting results and the Report of the Scrutinizer are being made available on the website of the Company [www.lodhagroup.in](http://www.lodhagroup.in) and on website of Linkintime Limited <https://instavote.linkintime.co.in>.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

**For Macrotech Developers Limited**

SANJYOT  
NILESH  
RANGNEKAR

Digitally signed by SANJYOT NILESH RANGNEKAR  
DN: cn=N, o=PERSONAL,  
serialNumber=658567487899531e4450a489a77  
21  
2.5.4.20=C7812C81A242822A968919D5198D  
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serialNumber=0712a58a2c028a2a2a593c8  
020414c38a4a40908090722494,  
cn=SANJYOT NILESH RANGNEKAR  
Date: 2022.10.23 18:05:10 IST

**Sanjyot Rangnekar**  
**Company Secretary & Compliance Officer**  
**Membership No. F4154**

*Encl.: As above*

## ANNEXURE A

### A. DETAILS OF VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS:

Sr. No.	Particulars	Details
1.	Date of Postal Ballot Notice	Tuesday, September 20, 2022
2.	Cut-off date	Friday, September 16, 2022
3.	Voting Start Date & Time	Friday, September 23, 2022
4.	Voting End Date & Time	Saturday, October 22, 2022
5.	Total Number of Shareholders as on the Cut-off Date	54,109
6.	No. of members present in meeting either in person or proxy	
	Promoter & Promoter Group	NA
	Public	NA
7.	No. of members attended the meeting through Video Conferencing	
	Promoter & Promoter Group	NA
	Public	NA

### B.RESULTS OF POSTAL BALLOT

Sr. No.	Agenda	Resolution required	Mode of Voting	Remarks
1.	Appointment of Ms. Harita Gupta (DIN:01719806) as Non-Executive Independent Director of the Company for the period of 5 years	Special Resolution	Remote E-voting	Passed with requisite majority

Resolution required (Ordinary/Special):					Special			
Whether Promoter/Promoter group are interested in the Resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	395878000	395877800	99.9999	395877800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>395877800</b>	<b>99.9999</b>	<b>395877800</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79163543	58738034	74.1983	58738034	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>58738034</b>	<b>74.1983</b>	<b>58738034</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	6577919	35618	0.5415	35555	63	99.8231	0.1769
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>35618</b>	<b>0.5415</b>	<b>35555</b>	<b>63</b>	<b>99.8231</b>	<b>0.1769</b>
<b>Total</b>		<b>481619462</b>	<b>454651452</b>	<b>94.4006</b>	<b>454651389</b>	<b>63</b>	<b>100.0000</b>	<b>0.0000</b>

## Annexure B

**Shravan A. Gupta**  
B.Com., FCS, LLB.



**SHRAVAN A. GUPTA & ASSOCIATES**  
Practising Company Secretary

### REPORT OF SCRUTINIZER

The Chairperson,  
**M/S. MACROTECH DEVELOPERS LIMITED**  
**CIN: L45200MH1995PLC093041**  
412 Floor- 4, 17G Vardhaman Chamber Cawasji Patel Road,  
Horniman Circle, Fort Mumbai MH 400001.

**Sub : Electronic Voting process under section 110 of the companies Act, 2013 ("the Act"), read with Rule 22 of the companies (Management and Administration) Rules, 2014 ("the Rules") and Submission with the stock exchanges and submission of Scrutinizer's Report.**

I, Shravan A. Gupta, Practising Company Secretary, Proprietor of M/s. Shravan A. Gupta & Associates, have been appointed as scrutinizer by the Board of Directors of M/s. **MACROTECH DEVELOPERS LIMITED** ("the Company") for the purpose of scrutinizing the Postal Ballot/Remote e-voting by shareholders through postal ballot process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 110 of the companies Act, 2013 read with Rule 22 of companies (Management and Administration) Rules, 2014 on the 1 (One) Special resolution contained in the notice of Postal Ballot Dated 20<sup>th</sup> September, 2022.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the company.
2. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's Report of the votes cast "in favors" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Linkintime InstaVote, the authorized agency to provide e-voting facilities, engaged by the company.
3. I hereby submit my report as under
  - 3.1 The Company completed the dispatch of postal ballot notice ( for the process of remote e-voting) on 20<sup>th</sup> September, 2022 only through electronic mode to members whose email ID was Registered with the company and whose name appeared on the register of members/list of beneficial owners as on the cut-off date i.e. 16<sup>th</sup> September, 2022 for this purpose.
  - 3.2 The e-voting period opened at 9:00 AM on 23<sup>rd</sup> September, 2022 and closed at 5.00 pm on 22<sup>nd</sup> October, 2022.
  - 3.3 All the votes received up to 5.00. P.M. on 22<sup>nd</sup> October, 2022 being the last date and time fixed by the Company for remote e-voting, were considered by me for my scrutiny. The e-voting was disabled immediately thereafter.
  - 3.4 A total no of 347 (Three hundred and forty seven) Shareholders have cast their vote on the e-voting platform.
  - 3.5 The results of remote e-voting were unblocked by me by accessing the data downloaded by me from the website of <https://instavote.linkintime.co.in> in presence of two witness Mr. Sahil Gupta and Ms. Manisha Sharma who are not the employees of the Company
  - 3.6 The Postal ballot electronic votes, as downloaded from the Linkintime website, were duly scrutinized.



3.7 The particulars of postal ballot received from members in electronic voting report generated from <https://instavote.linkintime.co.in> have been entered in a Separate Register maintained for the purpose.

3.8 The Result of e-voting for postal ballot is as under

Resolution No 1											
Subject Matter: Appointment Of Harita Gupta (Din 01719806) as an Independent Director											
Particulars of Voting	No of Members voted	No of Shares Held by Members voted	Voting in Favors of Resolution			Voting Against the Resolution			Invalid Votes		Results
			No of Members voted	No of Shares Held by Members voted	% Age	No of Members voted	No of Shares Held by Members voted	% Age	No of Members voted.	% Age	
Remote E-voting	343	454847261	340	454847198	99.9999	3	63	0.0001	0.00	0.00	Special Resolution Passed By Majority
Postal Ballot	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Total</b>	<b>343</b>	<b>454847261</b>	<b>340</b>	<b>454847198</b>	<b>99.9999</b>	<b>3</b>	<b>63</b>	<b>0.0001</b>	<b>0.00</b>	<b>0.00</b>	

*Total 4 shareholders holding 82 shares abstained from voting on the matter*

3.9 Based on the aforesaid result, I report that special resolution as contained in the postal ballot notice dated 20<sup>th</sup> September, 2022 has been passed with the requisite majority. You may accordingly declare the result of remote e-voting for postal ballot process.

Thanking you  
Yours faithfully

**Shravan A. Gupta & Associates**  
Practicing Company Secretary

**SHRAVAN** Digitally signed  
by SHRAVAN  
**AMRITLAL** AMRITLAL GUPTA  
Date: 2022.10.23  
**GUPTA** 19:18:20 +05'30'

**Shravan A. Gupta**  
Proprietor  
UDIN : A027484D001348067  
ACS: 27484, CP:9990  
Place Mumbai  
Dated : 23<sup>rd</sup> October, 2022





**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON OCTOBER 22, 2022**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 read with Schedules IV & V and other applicable provisions of the Companies Act, 2013 (**“Act”**) and Companies (Appointment and Qualification of Directors) Rules, 2014 (**“Rules”**) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (**“Listing Regulations”**) including any amendments or modifications thereto from time to time and upon recommendation of the Nomination and Remuneration Committee (**“NRC”**) and approval of the Board of Directors of the Company, Ms. Harita Gupta (DIN: 01719806), who was appointed as an Additional Director of the Company in the category of Independent Director, by the Board of Directors with effect from September 20, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose her candidature for the office of a Director and who has submitted a declaration that she meets with the criteria of independence under Section 149(6) of the Act and the Listing Regulations, be and is hereby appointed as a Director of the Company, in the category of Independent Director, for a first term of five years from 20<sup>th</sup> September 2022 upto 19<sup>th</sup> September 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** in the event the Company has no profits or inadequacy of profits in any financial year, Ms. Harita Gupta may be paid remuneration in accordance with the provisions of Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors,  
For Macrotech Developers Limited**

SANJYOT  
NILESH  
RANGNEKAR

Digitally signed by SANJYOT NILESH RANGNEKAR  
DN: c=IN, o=PERSONAL,  
ou=macrotechdeveloperslimited, ou=1659531, ou=455048967721,  
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serialNumber=077124562220208462a3a951u852941  
746432448d2f5a89299722a49, cn=SANJYOT NILESH  
RANGNEKAR  
Date: 2022.10.23 18:46:30 +05'30'

**Sanjyot Rangnekar  
Company Secretary  
Membership No. F4154**

**Macrotech Developers Limited:** Lodha Excelus , NM Joshi Marg, Mahalaxmi, Mumbai 400 011, India • T + 91 22 67737373

**Regd. Office :** 412, Floor-4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai 400 001, India

**CIN:** L45200MH1995PLC093041

[www.lodhagroup.in](http://www.lodhagroup.in)

**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)**

**Appointment of Ms. Harita Gupta (DIN 01719806) as an Independent Director of the Company**

Ms. Harita Gupta was appointed as an Additional Director by the Board with effect from September 20, 2022, pursuant to Section 161 of the Act, read with the Articles of Association of the Company upon recommendation of the Nomination and Remuneration Committee (NRC). In this process the NRC was assisted by one of the world’s leading global executive search and leadership consulting firm.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Ms. Harita Gupta as an Independent Director of the Company, not liable to retire by rotation, for a period commencing from September 20, 2022 to September 19, 2027. Pursuant to Regulation 17(1C) of the Listing Regulations, the Company need to ensure that the approval of shareholders for appointment of Ms. Harita Gupta on the Board is to be taken at the next Annual General Meeting or within a period of three months from the date of her appointment, whichever is earlier.

The Company has received a notice in writing from a Member proposing her candidature for the office of Director, under Section 160 of the Act. The Company has also received a consent in writing to act as Director, a confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and a declaration that she meets the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations, .

Further, Ms Gupta has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (‘IICA’).

The profile and specific areas of expertise of Ms. Harita Gupta is provided as an annexure to this Explanatory Statement.

In the opinion of the Board, Ms. Harita Gupta is a person of integrity and fulfils the conditions for her appointment as an Independent (Non-Executive) Director of the Company as specified under the Act read with Rules made thereunder and the Listing Regulations and is independent of the management. The documents referred to in the notice and explanatory statement and the terms and conditions of appointment of Ms. Gupta as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID from their registered e-mail address to the Company at [investor.relations@lodhagroup.com](mailto:investor.relations@lodhagroup.com).

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms. Harita Gupta, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 1 of this Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Ms. Harita Gupta as an Independent Director in the interest of the Company and recommends the Special resolution as set out at Item No. 1 in the Notice for approval of the Members.

## Annexure

Details of Ms. Harita Gupta (DIN 01719806), Director seeking appointment pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards on General Meetings

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**Date of Birth:** June 5, 1962

**Qualification:** Masters' of Science (Chemistry) from IIT New Delhi and a Bachelors' of Science from Stella Maris College, Chennai

**Experience:**

Ms. Harita Gupta holds a Masters' of Science (Chemistry) from IIT New Delhi and a Bachelors' of Science from Stella Maris College, Chennai. She brings over three decades of global experience in digital and IT Services sectors. She has held leadership positions at globally renowned companies such as Microsoft Technologies and NIIT Technologies among others. She is presently Leading APAC and Global Head Enterprise Business at Sutherland Global Services where her focus is to establish Sutherland as a true digital transformation innovation partner for customers in APAC. Prior to Sutherland, she worked for Microsoft India where she led the growth of the Customer Service and Support operations for enterprise customers across India and Greater China. She started her career at NIIT Technologies and managed various portfolios and technology centres of excellence. Her areas of experience and expertise include people management, digital transformation & governance within the IT / ITES services sector. She is very passionate about CSR. She drives innovative projects in her current role and volunteers at 2 NGOs. She is also the advisory Board chair at Will Forum India and a council member of NASSCOM BPM. She was named in the 2020 Top 11 Women AI Leaders in India, won the CIO Award in 2020 and was named in Top 50 women in Technology 2020.

**Expertise in specific functional areas:** Digital transformation, business development, strategy, leadership, governance, people management and CSR.

**Terms & Conditions of appointment / reappointment:** She is proposed to be appointed as an Independent Director for a first term of five years from September 20, 2022 to September 19, 2027, not liable to retire by rotation.

**Remuneration last drawn & sought to be paid:**

Remuneration drawn in FY22 - Not Applicable

Remuneration sought to be paid: She will be paid sitting fees and commission upto 1% of the net profits in a particular financial year or upto minimum remuneration as per Schedule V of the Act.

**Date of appointment on the Board:** September 20, 2022

**Directorships held in other companies as on date of the Notice:** India First Life Insurance

**Memberships/ Chairmanship of committees of other companies as on the date of the Notice:** Member of the Audit Committee, Nomination and Remuneration Committee and Policyholders Protection Committee of India First Life Insurance Company Limited.

**Shareholding in the Company (Equity):** Nil



**Relationship with other Directors/ Key Managerial Personnel: None**

**Number of Board meetings attended during the FY22: Not applicable**

SANJYOT  
NILESH  
RANGNEKAR

Digitally signed by SANJYOT NILESH  
RANGNEKAR  
DN: cn=, o=PERSONAL,  
serialNumber=d68647a8789531ee492a492e  
774,  
c=IN,  
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o=SANJYOT NILESH RANGNEKAR  
Date: 2022.10.23 18:49:51 +05'30'