

September 22, 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.: Postal Ballot Notice of Macrotech Developers Limited ("the Company")

Ref.: 1. <u>Regulation 30 of the Securities and Exchange Board of India (Listing obligations and</u> <u>Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)</u>

2. Our Intimation dated September 20, 2022

With reference to the above, please find enclosed herewith the Postal Ballot Notice dated September 20, 2022 ("said Notice"), seeking approval of members of the Company for appointment of Ms. Harita Gupta as an Independent Director of the Company for a first term of five years from September 20, 2022 to September 19, 2027, not liable to retire by rotation.

The said Notice is being sent electronically, to all the members whose names appear in the Register of Members/List of Beneficial Owners and whose email id's are registered with the Company/ Link Intime India Private Limited ("RTA")/ Depositories as on Friday, September 16, 2022 ("cut-off date"). The same is also available on the website of the Company i.e. <u>www.lodhagroup.in</u> and on the Company's RTA i.e. at <u>https://instavote.linkintime.co.in</u>

The remote e-voting period shall commence on Friday, September 23, 2022 at 9.00 a.m. IST and will conclude on Saturday, October 22, 2022 at 5.00 p.m. IST.

The results of e-voting shall be declared on or before Wednesday, October 26, 2022.

Kindly take the above information on record.

Thanking You,

Yours Faithfully,

For Macrotech Developers Limited

Digitally signed by SANJYOT SANJYOT NILESH NILESH RANGNEKAR RANGNEKAR Date: 2022.09.22 17:19:03 +05'30'

Sanjyot Rangnekar Company Secretary & Compliance Officer Membership No. F4154

Encl.: As above



MACROTECH DEVELOPERS LIMITED

Registered Office: 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai – 400001. Corporate Identity Number (CIN): L45200MH1995PLC093041; Tel: +91 (22) 6773 7373 E-mail: investor.relations@lodhagroup.com; Website: www.lodhagroup.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") as amended, Secretarial Standard-2 on General Meetings (the "**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021 and 02/2022 dated 5th May, 2022 (the "**MCA Circulars**") in view of COVID-19 pandemic and any other applicable laws and regulations, the following resolution is proposed to be passed by the Members of Macrotech Developers Limited (the "**Company**") through Postal Ballot by way of voting through electronic means ("**e- voting**") only.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Shravan Gupta (ACS No. 27484, CoP No. 9990) or failing him Ms. Ritul Parmar (ACS No. 31583, CoP No. 14845), Partners of Shravan A. Gupta & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is offering facility of e-voting to all the Members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

Upon completion of the scrutiny of the votes cast through e-voting and postal ballot, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot and e-voting shall be announced on or before **October 26, 2022**. The said results would be intimated to the National Stock Exchange of India Limited and the BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <u>www.lodhagroup.in</u> and on the website of National Securities Depository Limited (NSDL) <u>www.evoting.nsdl.com</u>. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

SPECIAL BUSINESS

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

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

"**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 September 20, 2022 upto September 19, 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 Rangnekar** Company Secretary Membership No. F4154

Registered office:

412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai – 400001. CIN: L45200MH1995PLC093041

Place: Mumbai Date: September 20, 2022

NOTES:

- 1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act stating material facts and reasons for the proposed resolution is annexed hereto.
- 2. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021 and 02/2022 dated 5th May, 2022 (the "MCA Circulars"), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, September 16, 2022. Members may note that this Notice will also be available on the Company's website, www.lodhagroup.in and on the website of National Securities Depository Limited ("NSDL"), www.evoting.nsdl.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
- 3. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
- 4. For receiving copy of postal ballot notice electronically, the Members who have not yet registered their email addresses are requested to send an email to <u>investor.relations@lodhagroup.com</u> by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
- 5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Listing Regulations, the Company is pleased to provide voting facility by electronic means ("e-voting") to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
- 6. The e-voting period commences from 9.00 a.m. (IST) on Friday, September 23, 2022 to 5.00 p.m. (IST) on Saturday, October 22, 2022. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 16, 2022; i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- 7. A Member cannot exercise his vote by proxy on Postal Ballot.
- 8. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e. **Saturday, October 22, 2022**.
- 9. The details of the process and manner for remote e-voting are explained herein

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

Existing IDeAS user can visit the e-Services website of NSDL viz... https://www.evoting.nsdl.com either
on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner"
icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing
User ID and Password. After successful authentication, you will be able to see e-Voting services under

Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

- If you are not registered for IDeAS e-Services, option to register is available at <u>https://eservices.nsdl.com</u> Select "Register Online for IDeAS Portal" or click at <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u>
- 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://eservices.nsdl.com</u> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- 2. Individual Shareholders holding securities in demat mode with CDSL
 - Existing users who have opted for Easi / Easiest, can login through their user id and password. Option
 will be made available to reach e-Voting page without any further authentication. The URL for users to
 login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and
 click on New System Myeasi.
 - 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 - 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.
 - 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- 3. Individual Shareholders (holding securities in demat mode) login through their depository participants you can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- 1. Open the internet browser and launch the URL: <u>https://instavote.linkintime.co.in</u>.
- 2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - **A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- **C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company in DD/MM/YYYY format)
- **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).
- 3. Click on 'Login' under 'SHARE HOLDER' tab.
- 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

- 1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- 2. E-voting page will appear.
- 3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
- 4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <u>https://instavote.linkintime.co.in</u> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at <u>enotices@linkintime.co.in</u> or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can contact NSDL
securities in demat mode with	helpdesk by sending a request at evoting@nsdl.co.in or call at toll
NSDL	free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding	Members facing any technical issue in login can contact CDSL
securities in demat mode with	helpdesk by sending a request at helpdesk.evoting@cdslindia.com or
CDSL	contact at 022- 23058738 or 22- 23058542-43

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.

<u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate)</u>: Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice dated September 20, 2022.

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 Notice.

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.

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.

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

> Sanjyot Rangnekar Company Secretary Membership No. F4154

Registered office:

412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai – 400001. CIN: L45200MH1995PLC093041

Place: Mumbai Date: September 20, 2022

Annexure to the Notice

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



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 Policy Holders 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