

October 21, 2021

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 & DB-
LODL23**

Sub: Notice of the Extra Ordinary General Meeting

Dear Sir/Madam,

This is to inform you that the Extra Ordinary General Meeting (“EGM”) of the Company is scheduled to be held on Friday, November 12, 2021 at 03.30 p.m. (IST) through video-conference (“VC”) / other audio-visual means (“OAVM”) pursuant to the General Circulars issued by Ministry of Corporate Affairs and by Securities and Exchange Board of India to transact the special business as set out in the Notice of the EGM dated October 21, 2021.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Notice convening the EGM of the Company. The same is also hosted on the Company’s website at <https://www.lodhagroup.in/>

Please note that the EGM Notice has been sent only in electronic mode to all those members whose names appear in the register of members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent of the Company or the Depository Participant(s) as on Friday, October 15, 2021.

Key information pertaining to the EGM:

Particulars	Details
Time and date of EGM	Friday, November 12, 2021 at 3.30 p.m. (IST)
Cut-off date for the purpose of determining eligibility for E-voting	Friday, November 5, 2021
E-voting start time and date	Tuesday, November 9, 2021 at 9.00 a.m. (IST)
E-voting end time and date	Thursday, November 11, 2021 at 5.00 p.m. (IST)

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For Macrotech Developers Limited


Sanjot Ranghekar
Company Secretary & Compliance Officer
Membership No. F4154



Encl: EGM Notice dated October 21, 2021.



LODHA

BUILDING A BETTER LIFE

MACROTECH DEVELOPERS LIMITED

MACROTECH DEVELOPERS LIMITED

Regd. Off.: 412, Floor-4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001
Tel.: +91.22.61334400 Fax: +91.22.23024550
CIN L45200MH1995PLC093041
Email: investor.relations@lodhagroup.com;
Website: www.lodhagroup.in

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE SHAREHOLDERS OF MACROTECH DEVELOPERS LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, NOVEMBER 12, 2021 AT 3.30 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS

ITEM NO. 1

SPECIAL BUSINESS:

TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreements entered into by the Company with the stock exchanges on which the equity shares having face value of ₹10 each of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed there under as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, the relevant Registrar of Companies, Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India, Government of India, BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and/or any other competent authorities (herein referred to as "**Applicable Regulatory Authorities**"), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the board of directors ("**Board**", which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) consent, authority and approval of the members of the Company be and is hereby accorded to the Board for the purposes of raising further capital and to achieve the minimum public shareholding requirements prescribed by SEBI, to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option up to Rs. 4,000 crore for the purpose of achieving minimum public shareholding to such investors, whether Indian or foreign, that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (the "**QIBs**") as defined in the SEBI Regulations, by way of public issue, rights issue, private placement including a qualified institutions placement (the "**QIP**") in accordance with Chapter VI of the SEBI Regulations, or **through any other permissible mode** as may be considered appropriate, by way of issue of equity shares or by way of issue of any instrument or security including fully/ partly convertible debentures, securities convertible into equity shares, global depository receipts (the "**GDRs**"), american depository receipts (the "**ADRs**"), foreign currency convertible bonds (the "**FCCBs**"), or by way of a composite issue of

non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares and/or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the **"Securities"**) or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including, resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/ alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorised to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called the **"Investors"**), to all or any of them, jointly and/or severally through an offer/placement document and/or other letter or circular and/or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, as may be decided by the Board in its discretion and as permitted under applicable laws and regulations, at such time or times, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws."

"RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of a **QIP** in terms of Chapter VI of the SEBI Regulations,

- a) allotment of the Securities, shall be completed within 365 days from the date of passing of the special resolution by the members of the Company (**"Members"**) or such other time as may be allowed under the SEBI Regulations from time to time;
- b) Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time as may be permitted from time to time under the SEBI Regulations;
- c) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the issue of Securities and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations;
- d) in case of allotment of eligible convertible securities, the relevant date for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board decides to open the proposed QIP or the date on which the holders of the eligible convertible securities are entitled to apply for the Equity Shares;
- e) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI Regulations; and
- f) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI Regulations."

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- b) the Securities to be created, offered, issued and allotted in terms of this resolution shall rank paripassu in all respects with the existing Securities of the Company."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including but not limited to finalization and approval of preliminary placement documents and placement documents, private placement offer-cum-application letters, determining the form and manner of the issue, including the number of Securities to be allotted, issue price, date of the opening and closing of the issue, or execution of various transaction documents, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, appointment of legal advisors/solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and/or any other advisors, professionals, agencies as may be required, to negotiate/ modify/ execute/ deliver and/ or sign any declarations, offer letters, prospectuses, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions, difficulties or doubts that may arise in regard to the issue, creation, offer, issue and allotment of the Securities and utilization of issue proceeds without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to committee of the Board or any such persons as the Board may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things , including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise.”

Registered Office:

412, Floor - 4, 17G Vardhaman Chambers,
Cawasji Patel Road, Horniman Circle,
Fort, Mumbai – 400 001
CIN L45200MH1995PLC093041

By Order of the Board

For Macrotech Developers Limited

Sanjyot Rangnekar

Company Secretary

Membership No.: F4154

Place: Mumbai

Date: October 21, 2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE

Housing demand in the past one year has gone from strength to strength. Covid led lockdowns have intensified the housing demand as Indian consumers have been under-bought for last several years. In the post Covid world, demand for better, branded and bigger homes has seen a surge and supply has been consolidating at an accelerated pace for reasons like lack of availability of capital for Tier 2 developers and due to various other factors. This significant consolidation has meant that unbranded developers and landowners are now actively looking at Tier-1 branded developers to tie-up, creating numerous growth opportunities for branded developers.

The Company had earmarked Rs. 375 crore from the proceeds of its initial public offering to cater for such growth opportunities. Significant tail winds in the industry have enabled the Company to successfully consummate 5 joint development agreements (JDAs) amounting to cumulative GDV value of Rs ~4,600 crore till September 2021. The Company expects that its entire growth capital will be deployed within the current quarter and there will be a continued pipeline of growth opportunities available in the target geographies.

In order to ensure that the Company continues to capitalize on these growth opportunities without compromising on its stated aim of reducing debt using organic free operating cash flow, it is desirable for the Company to raise more equity capital at an appropriate time

In view of the future outlook of the business, its growth targets and prospects, the Company will require additional funding inter alia, to capitalize on significant growth opportunities lying ahead under the capital light business model of joint development and/or acquiring attractively priced land parcels, future expansion plans, deleveraging and for general corporate purposes.

Further, in accordance with the requirement provided under Rules 19 (2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957 read with Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, the Company is required to achieve minimum public shareholding of 25% within 3 years of listing of the equity shares of the Company on the stock exchanges i.e. by April 18, 2024. As on the date of this Notice, the aggregate shareholding of the promoters and promoter group of the Company constitutes 88.50% of the total issued share capital of the Company.

For the above purposes, the Company has been exploring various avenues for raising funds by way of issue of Securities (as defined hereinafter). The Board of Directors (the "**Board**") at its meeting held on October 21, 2021 sought the approval of the members of the Company (the "**Members**") to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities, for cash at such price that may be decided by the Board or a duly authorized committee thereof in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option, up to Rs. 4,000 crore to such investors, whether Indian or foreign, that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (the "**QIBs**") as defined in the SEBI Regulations, by way of public issue, rights issue, private placement including a qualified institutions placement (the "**QIP**") or through any other permissible mode in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2018, as amended ("**SEBI Regulations**") as may be considered appropriate by way of issue of Equity Shares or by way of issue of any instrument or security including fully/partly convertible debentures, securities convertible into equity shares, Global Depository Receipts (the "**GDRs**"), American Depository Receipts (the "**ADRs**"), Foreign Currency Convertible Bonds (the "**FCCBs**"), or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares or any other eligible securities (the "**Securities**") or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies). The issue of Securities is subject to the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

Accordingly, the approval of the Members is hereby sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, as amended (the "**Companies Act**") as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of Chapter VI of the SEBI Regulations and the SEBI Listing Regulations. The Securities issued, if any, shall rank in all respects pari passu with the existing securities of the Company.

The issue of Securities as above may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board / Committee may in

its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to SEBI Regulations and other applicable laws, regulations, rules and guidelines.

Since the pricing and other terms of the issuance of Securities cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board / Committee to finalize the terms and the same would be in accordance with the SEBI Regulations and any other applicable law. The provisions of appointment of registered valuer are not applicable to the Company, however the same would be in accordance with the SEBI Regulations or any other guidelines/regulations as may be applicable. In case of an issue of the Securities to Investors pursuant to Chapter VI of the SEBI Regulations through QIP, the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations, and the relevant date in this regard shall be the date as determined in accordance with SEBI Regulations and as mentioned in the resolution.

The proceeds from the issue of Securities shall be utilized for any of the aforesaid purposes to the extent permitted by law.

The Directors, Promoters and any person related to the Promoters will not subscribe to the issuance of Securities.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities/ equity shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post-issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms with respect to the issue of Securities, including but not limited to the identification of the proposed investors and quantum of Securities/ equity shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI Regulations, SEBI Listing Regulations, the Companies Act, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The aforesaid proposal is in the interest of the Company and the Board thus recommends the above resolutions at Item No. 1 for approval of the Members as a Special Resolution.

None of the Directors of the Company or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of his/her holding of Securities and to the extent of his/ her subscribing to Securities if and when issued as also to the extent of subscription by a financial institution/ company/body corporate in which the KMPs, Director or his/her relatives may be directly or indirectly interested.

Registered Office:

**412, Floor - 4, 17G Vardhaman Chambers,
Cawasji Patel Road, Horniman Circle,
Fort, Mumbai – 400 001
CIN L45200MH1995PLC093041**

By Order of the Board

For Macrotech Developers Limited

Sanjyot Rangnekar

Company Secretary

Membership No.: F4154

Date: October 21, 2021

Place: Mumbai

NOTES:

1. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("**Act**"), as amended read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended ("**SEBI Listing Regulations**"), setting out material facts concerning the special business under Item No. 1 of the Notice is annexed hereto.
2. In view of the massive outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("**MCA**") has vide its General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively and 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (collectively referred to as "**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CMD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as the "**SEBI Circulars**") permitted convening the Extra Ordinary General Meeting ("**EGM**" / "**Meeting**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without the physical presence of the members of the Company ("**Members**") at a common venue and voting only through electronic means ("**E-voting**"). In compliance with these circulars, provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held through VC / OAVM, which does not require physical presence of Members at a common venue. Pursuant to MCA Circulars and SEBI Circulars, this Notice of EGM is being sent by email only.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM and hence the proxy form and attendance slip are not annexed to this Notice. However, the body corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting facility. The resolution authorising for the aforesaid shall be sent to the Company at investor.relations@lodhagroup.com with a copy marked to cs.shravangupta@gmail.com, scrutiniser appointed for the meeting and to Link Intime India Private Limited at enotices@linkintime.co.in
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation through VC/OAVM is provided by Link Intime India Private Limited through InstaMeet.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the EGM will be held through VC/ OAVM, the route map of the venue of the meeting is not annexed hereto.
7. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.lodhagroup.in. The Notice may also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and also on the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility or RTA or R&T Agent) i.e. <https://instavote.linkintime.co.in>.
8. All documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to investor.relations@lodhagroup.com.
9. Members desiring any information / clarification on any matter to be placed at the EGM are requested to write to the Company at investor.relations@lodhagroup.com at least two days in advance to enable the management to keep information ready at the EGM. Further, Member who would like to express their views or ask questions during the EGM may register themselves as a speaker on or before Wednesday, November 10, 2021 (by IST 05:00 p.m.) by sending email from their registered email address mentioning their name, DPID and Client ID/folio number, PAN, mobile number at investor.relations@lodhagroup.com.
10. Pursuant to Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, companies can serve communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ("**DP**"). Further the Company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes

therein and such request may be made by only those members who have not got their email ID recorded or to update a fresh email ID and not from the members whose e-mail IDs are already registered. In view of the above, the Company hereby requests the members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Link Intime India Private Limited, the Registrar and Transfer Agent of the Company ("**R&T Agent**"). Members who hold shares in physical and have not registered their e-mail can now register the same by sending an email to Company Secretary and Compliance Officer of the Company at investor.relations@lodhagroup.com. Members holding shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.

11. In compliance with the aforesaid MCA Circulars, the Notice of EGM along with login details for joining the EGM through VC/OAVM facility including e-voting are being sent only through e-mail to those Members whose e-mail address are registered with the Company or DP or RTA. The Notice of EGM will be sent to those Members/beneficial owners by e-mail whose name will appear in the Register of Members/list of beneficiaries received from the Depositories as on **Friday, October 15, 2021**.
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP. Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's R&T Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the RTA.
13. The Securities and Exchange Board of India ("**SEBI**") has mandated submission of Permanent account number ("**PAN**") by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
14. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company does not accept the request of transfer of shares in the physical form. In view of the above and to avail various benefits of dematerialisation, Members are requested to dematerialise the shares held by them in physical form.
15. Non-Resident Indian Members are requested to inform RTA/DP, immediately of:
 - i. Change in their residential status on return to India for permanent settlement;
 - ii. Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the bank with pin code number.
16. All correspondence including demat/remat request should be addressed to the RTA of the Company viz. Link Intime India Private Limited, C101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 or write an e-mail rnt.helpdesk@linkintime.co.in or call Link Intime on 022- 4918 6000.
17. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, and the MCA Circulars and Secretarial Standard on general meeting ("**SS-2**"), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM and the facility for those members participating in the EGM to cast vote through e-voting system during the EGM. For this purpose, the Company has engaged the services of Link Intime India Private Limited for facilitating voting through electronic means, as the authorized agency.
18. Any person, who acquires shares of the Company and becomes member of the Company after the Company sends notice of the EGM by email and holds shares as on the cut-off date i.e. Friday, November 5, 2021 may obtain their login ID and password by sending a request at enotices@linkintime.co.in.
19. The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date i.e. Friday, November 5, 2021.

20. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company maintained by the depositories as on the cut-off date i.e. **Friday, November 5, 2021** only shall be entitled to avail the facility of remote e-voting or e-voting at the EGM. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
21. The remote e-voting period will commence on **Tuesday, November 9, 2021 at IST 9:00 am and will end on Thursday, November 11, 2021 at IST 5:00 pm**. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, November 5, 2021**, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by Link Intime India private Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or vote again.
22. The Company has appointed Shraavan Gupta, (CoP No. 9990), Practicing Company Secretary or failing him Ritul Parmar (CoP No. 14845), "Practicing Company Secretary" as the scrutinizer (the 'Scrutinizer') for scrutinizing the remote e-voting process as well as e-voting at the EGM in a fair and transparent manner.
23. Only those Members who will be present in the EGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
24. During the EGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the EGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the EGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the EGM.
25. The Scrutiniser shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall prepare a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit such Report to the Chairman or any person authorised by him within two working days from the conclusion of the meeting, who shall then declare the result of the voting forthwith.
26. The results declared along with the report of the Scrutinizer will be placed on the website of the Company www.lodhagroup.in and on the website of the Link Intime India Private Limited immediately after the declaration of result by the Chairman or a person authorized by him. The results will also be immediately forwarded to the stock exchanges for dissemination.

27. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on LinkInTime and you will be re-directed to LinkInTime website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 LinkInTime and you will be redirected to LinkInTime e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they 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. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider (ESP) i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on LinkInTime to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • 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 where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you 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 LinkInTime and you will be redirected to LinkInTime e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in Physical mode	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members 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) (Members 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 Link Intime/Company. <ul style="list-style-type: none"> • 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). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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). 7. 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.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on the e-voting system of Link Intime India Private Limited at <https://instavote.linkintime.co.in> 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.

Individual Shareholders holding securities in Physical mode and have forgotten the password:

- ▶ Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- ▶ Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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.

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

- Shareholders/ members 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".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

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

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

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| <ul style="list-style-type: none"> ▶ Select the "Company" and 'Event Date' and register with your following details: - <ul style="list-style-type: none"> A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No <ul style="list-style-type: none"> • Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID • Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID • Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable. C. Mobile No.: Enter your mobile number. D. Email ID: Enter your email id, as recorded with your DP/Company. ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting). |
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Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Members who would like to speak or ask questions during the meeting need to register themselves as speaker by sending their request from their registered e-mail address to the Company Secretary at investor.relations@lodhagroup.com mentioning their name, DP ID and Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker at least two days in advance before the start of the meeting i.e. by Wednesday, November 10 2021 by IST 5.00 p.m. will be able to speak at the meeting..
2. Shareholders will get confirmation from the Company/RTA.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet, however, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.