

ANNUAL GENERAL MEETING NOTICE

**Regd. Off.: 412, Floor-4, 17G Vardhaman Chamber, Cawasji Patel Road,
Horniman Circle, Fort, Mumbai-400001**

CIN.: L45200MH1995PLC093041; **Website.:** www.lodhagroup.in

Tel.: +91 22 6773 7373; **E-mail.:** investor.relations@lodhagroup.com

NOTICE is hereby given that the 29th Annual General Meeting (“**AGM**”) of Macrotech Developers Limited (“**Company**”) will be held on Friday, August 23, 2024 at 3.30 p.m. (IST) through video conferencing (“**VC**”) / Other Audio-Visual Means (“**OVAM**”) to transact the following business. The deemed venue of the meeting shall be at Lodha Excelus, N.M. Joshi Marg, Mahalaxmi, Mumbai – 400 011.

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To declare final dividend of ₹ 2.25 per equity share for the financial year ended March 31, 2024.
3. To appoint a director in place of Mr. Rajendra Lodha (DIN: 00370053) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mr Shaishav Dharia (DIN: 06405078) as a Whole-time Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby granted for appointment of Mr Shaishav Dharia (DIN: 06405078), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 17, 2024 and who will hold office upto the date of

this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Section 196,197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr Shaishav Dharia (DIN: 06405078) as a Whole-time Director of the Company, for a period of 3 (Three) years to hold office from June 17, 2024 to June 16, 2027, liable to retire by rotation, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act and rules made thereunder, where in any financial year during the period of three years the Company has no profits or inadequate profits, Mr Shaishav Dharia will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act, or any modification or re-enactment thereof;

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Act and rules made thereunder, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perquisites and other benefits payable to Mr Shaishav Dharia within such prescribed limit or ceiling as agreed by and between the Board and Mr Shaishav Dharia without any further reference to the members in General Meeting;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act, for the time being in force and the limit given in the explanatory statements;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolution.”

5. Ratification of remuneration to Cost Auditors

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 (“Act”) read with Companies

(Audit and Auditors) Rules, 2014 (including any amendments or modifications thereto from time to time), remuneration of ₹ 10,00,000 (Rupees Ten Lakhs only) (plus applicable taxes and re-imbusement of out of pocket expenses), payable to D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), appointed by the Board to conduct the audit of the cost records of the Company for the financial year 2024-25, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Registered Office:

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

Place: Mumbai

Date: June 17, 2024

Sanjyot Rangnekar

Company Secretary & Compliance Officer
Membership No.: F4154

Notes:**1. Explanatory Statement:**

The Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") setting out material facts concerning the business under item nos. 4 and 5 of the Notice and the relevant details of the Director as mentioned under item no. 4 above as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.

2. Sending of Notice and Conduct of Annual General Meeting:

- a. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the MCA Circulars, the AGM is being held through VC /OAVM. The deemed venue for the AGM shall be Lodha Excelus, N M Joshi Marg, Mahalaxmi, Mumbai 400 011.
- b. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Report for FY 2023-24 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively referred as "Depositories" through the concerned Depository Participants ("DPs") and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA"), Link Intime India Private Limited ("Link Intime"). Physical copy of the Integrated Report shall be sent only to those members who request for the same. Members may also note that the Notice of the AGM and the Integrated Report 2023-24 will also be available on the Company's website at www.lodhagroup.in, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of Link

Intime (agency for providing the Remote e-voting facility) at <https://instavote.linkintime.co.in/>.

- c. In compliance with the Listing Regulations, the Company has made provision to webcast the proceedings of the AGM on Link Intime website. Members can view the live proceedings of the AGM by logging on the InstaMeet website of Link Intime at <https://instameet.linkintime.co.in/> by using their secure login credentials.
- d. Members can join the AGM through VC/OAVM mode 30 minutes before commencement of the meeting and at any time during the AGM by following the procedure mentioned in the Notice of the AGM which shall remain open for at least 15 minutes after the scheduled time of the meeting.
- e. Members may note that the VC facility, provided by Link Intime, allows participation of 1,000 members on a first-come-first-basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee (NRC), auditors, etc., can attend the AGM without any restriction on a first-come-first-served basis.
- f. Members of the Company under the category of institutional shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote.
- g. Institutional shareholders/corporate shareholders (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body resolution/authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by e-mail on his registered e-mail address cs.shravangupta@gmail.com with a copy marked to insta.vote@linkintime.co.in. Institutional shareholders (i.e., other than individuals, HUFs, NRIs etc.) can also upload their Board resolution/Power of Attorney/authority letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
- h. The attendance of the Members attending the 29th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i. As the 29th AGM will be held through VC/OAVM, the facility for appointment of Proxy by the members is not available for this AGM. Hence, proxy form, attendance slip and route map of the venue are not annexed hereto.

3. Dividend Information:

- (i) The Company has fixed, Friday, August 16, 2024 as the 'Record Date' for determining eligibility for payment of dividend, if declared at the AGM.

- (ii) The dividend, if declared at the meeting, will be paid, subject to deduction of tax at source on or after Monday, August 26, 2024 to those members or their mandates: (i) whose names appear as beneficial owners at the end of the business hours on Friday, August 16, 2024 in the list of beneficial owners to be furnished by the depositories (i.e. NSDL and CDSL) in respect of the shares held in electronic form; and (ii) whose names appear as members in the Company's Register of Members on Friday, August 16, 2024 after giving effect to valid transmission or transposition requests in physical form lodged with the Company or Link Intime, ('RTA') on or before Friday, August 16, 2024.
- (iii) Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of members w.e.f. April 01, 2020 and the Company is required to deduct tax at source from the dividend paid to members at the prescribed rates, for various categories. The members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their Permanent Account Number (PAN) with the Company/ RTA (in case of shares held in physical mode) and their respective DPs (in case of shares held in demat mode).
- (iv) Resident individual members who are not liable to pay income tax can submit a yearly declaration in Form No. 15G/ 15H along with a self-attested copy of their PAN card, to avail the benefit of non-deduction of tax at source by uploading the same on <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by Friday, August 16, 2024 up to 5.00 P.M. (IST). Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Further, no tax is required to be deducted, if aggregate dividend distributed or likely to be distributed during the Financial Year (FY) to a resident individual member does not exceed ₹ 5,000/- (Rupees five thousand only). Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document that may be required to avail the tax treaty benefits. The aforesaid declarations and documents need to be uploaded by the members on <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by Friday, August 16, 2024 up to 5.00 P.M. (IST). Further, tax will be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the Income-tax Act, 1961, if such valid certificate is provided. For further details on various categories and prescribed rates, please refer to the Company's website www.lodhagroup.in/investor-relations.
- (v) Pursuant to Section 124 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, ('IEPF Rules') dividends which are not encashed / claimed by the member for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. Further, according to the said IEPF Rules, shares in respect of

which dividends remain unclaimed by the members for 7 consecutive years or more shall also be transferred to the demat account of the IEPF Authority. The Company requests all the members to encash/ claim their respective dividends within the prescribed period. Members are requested to contact the Company or Link Intime, RTA for encashing the unclaimed dividends.

4. Inspection of documents:

- (i) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Act, Certificate from Secretarial Auditors of the Company certifying that ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant documents referred to in the Notice will be available electronically for inspection by the members before and during the AGM.
- (ii) All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor.relations@lodhagroup.com.

5. Update of email ID and Bank Details:

- (i) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that 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. Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the DPs. Members holding shares in the physical mode are also requested to update their email addresses by writing and quoting their folio numbers to the Link Intime India Private Limited, Registrar and Transfer Agent of the Company ("RTA") by email to rint.helpdesk@linkintime.co.in or by letter addressed to Mr Jayprakash Parambath, Link Intime India Private Limited, Unit. Macrotech Developers Limited, C 101, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400 083, Maharashtra or to the Company by email to investor.relations@lodhagroup.com or by letter addressed to the Company Secretary, Lodha Excelus, L2, N M Joshi Marg, Mahalaxmi, Mumbai 400 011.

- (ii) The Listing Regulations mandate that dividend payments shall be made, using electronic clearing services (local, regional or national), direct credit, Real Time Gross Settlement (RTGS), National Electronic Funds Transfer (NEFT) etc. The Company and the RTA are required to seek relevant bank details of the members from depositories/ members for making payment of dividend in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. In the event, the Company is unable to pay the dividend to any Member directly into their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest possible.
- (iii) 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 DPs will then be automatically reflected in the Company's record which will help the Company and the Company's RTA 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.
- 6.** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 7.** Members may avail the facility of nomination in respect of shares held by them by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities.
- 8. Important SEBI Circulars in the interest of investors/shareholders:**
- (i) The 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 DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
- (ii) SEBI vide its notification dated June 08, 2018, amended the Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective April 01, 2019. Accordingly, requests for effecting transfer of physical securities cannot be processed unless the securities are held in dematerialised form with any DPs. Therefore, the RTA and the Company have not been accepting any request for the transfer of shares in physical form w.e.f. April 01, 2019.
- (iii) Members may note that as per the provisions of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 (being part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024), in supersession of earlier Circular(s) issued in this regard read with SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details.
- (iv) In accordance with the said Circular, it is mandatory for the members holding securities in physical form to inter-alia, furnish PAN, KYC and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 01, 2024 upon registering the required details.
- If a member holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in the prescribed form. Members holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out from nomination, as the case may be, on or before June 30, 2024, failing which their demat account shall be frozen for debits.
- In compliance with the aforesaid SEBI circulars/guidelines, Members are advised to register the updated details with the RTA or DPs for smooth processing of their service requests and trading without any restrictions.
- (v) SEBI vide circular dated January 25, 2022 (being part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024), mandated the listed entities to issue securities for the following investor service requests (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal / Exchange of securities certificate; (iv) Endorsement; (v) Sub-division / Splitting of securities certificate; (vi) Consolidation of securities certificates/folios; (vii) Transmission; (viii) Transposition; in dematerialised form only. Members are advised to take note of the same.
- 9. Remote e-voting facilities, Scrutinizer and e-voting results:**
- (i) 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 Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its

members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-voting system during the AGM. For this purpose, the Company has engaged Link Intime India Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by Link Intime India Private Limited.

- (ii) 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, August 16, 2024.
- (iii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Friday, August 16, 2024 only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

Any person, who acquires shares of the Company and becomes a member of the Company after the Company e-mails the Notice of the AGM and holds shares as on the cut-off date i.e., Friday, August 16, 2024, may obtain the User ID and password by sending a request at enotices@linkintime.co.in and may follow the steps mentioned in Note no. 11 to this Notice.

- (iv) The remote e-voting period will commence on Tuesday, August 20, 2024 at 9:00 am (IST) and will end on Thursday, August 22, 2024 at 5:00 pm. (IST). During this remote e-voting period the members, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 16, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by Link Intime 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.
- (v) The Company has appointed Mr Shравan Gupta, (CoP No. 9990), Practicing Company Secretary, as the scrutinizer (the 'Scrutinizer') for scrutizing the remote e-voting process as well as e-voting at the AGM in a fair and transparent manner.
- (vi) During the AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker during the AGM, formally propose to the members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM 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 AGM.
- (vii) The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast during the AGM and thereafter unblock the votes cast through remote e-Voting and shall make 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 48 hours from the conclusion of the meeting, who shall then countersign and declare the result of the voting forthwith.

- (viii) 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 Link Intime 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 exchange simultaneously.

10. Re-appointment of Mr Rajendra Lodha (DIN: 00370053):

- (i) In terms of Section 152 of the Act, Mr Rajendra Lodha, retires by rotation at this AGM and being eligible, offers himself for re-appointment. The NRC and the Board of Directors of the Company has recommended his re-appointment.
- (ii) The additional information in respect of re-appointment of Mr Rajendra Lodha as Director, liable to retire by rotation, pursuant to the provisions of Listing Regulations and the Secretarial Standard on General Meetings, is provided as an Annexure to the Notice.
- (iii) Mr Rajendra Lodha is interested in the Ordinary Business as set out at Item No. 3 of the Notice with respect to his re-appointment. The relatives of Mr Rajendra Lodha may also be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, for Item No. 3.

11. The detailed process and manner for remote e-voting are explained herein:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 09, 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:

I. Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".

- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nSDL.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

II. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service

providers i.e., LINKINTIME, for voting during the remote e-voting period.

- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

III. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website.
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime

InstaVote website for casting the vote during the remote e-voting period.

IV. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

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

1. Visit URL: <https://instavote.linkintime.co.in>
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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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 holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘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 (“Corporate Body/ Custodian/Mutual Fund”):

• STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

• STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name’ - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board

resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

• **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your

vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in 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 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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form 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>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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>

- Click on ‘**Login**’ under ‘**Corporate Body/Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organization ID 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 a minimum of 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 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”.

12. Process and manner for attending the Annual General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “**Login**”.

- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
 - Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - 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
 - 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.
 - Mobile No.:** Enter your mobile number.
 - 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).

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

1. Shareholders 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 Shareholders who have registered themselves as speaker atleast 48 hours in advance before the start of the meeting i.e., by Wednesday, August 21, 2024 by 3.30 p.m. (IST) will be able to speak at the meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. 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/ management will announce the name and serial number for speaking.

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

Once the electronic voting is activated by the scrutinizer 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 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 General Meeting will be eligible to attend/ participate in the 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

Item No. 4: Appointment of Mr Shaishav Dharia (DIN: 06405078) as a Whole-time Director

Mr Shaishav Dharia was appointed as an Additional Director by the Board, upon recommendation of the NRC, with effect from June 17, 2024 and holds office till the date of this AGM and in the capacity of Whole-time Director for a period of three years, with effect from June 17, 2024 to June 16, 2027, liable to retire by rotation, subject to approval of the members.

The Company has received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr Shaishav Dharia as a Director of the Company. He is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmations including his consent to be appointed on the Board of the Company. He also satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment.

Brief profile of Mr Shaishav Dharia:

Mr Shaishav Dharia is designated as Director – Lodha Green Digital Infrastructure and CEO- Extended Eastern Suburbs & Rental Assets. He holds a bachelor's degree in mechanical engineering from the University of Mumbai, Mumbai, a master's degree in business administration from the Booth School of Business, University of Chicago and a master's degree in science (industrial engineering) from Georgia Institute of Technology, Atlanta, USA. He has recently completed the Advanced Management Program from Harvard Business School. He has over 23 years of experience in consulting across leading organisations in India and the USA. Prior to joining Lodha in 2010, he was an Associate Principal at McKinsey & Company and also served as a Manager at KPMG Consulting in their consumer and industrial markets.

During the 14+ years of his association with the Company, he has taken on many roles from Head of Strategy, Development Director to CEO/Director. He has been instrumental in driving many of the township projects across the portfolio including Palava City, an integrated greenfield smart city, a model of sustainable urbanization near Mumbai, spread over ~5,000 acres. Additionally, he leads the various rental asset businesses that includes offices, retail, industrial spaces and Green Digital Infrastructure Platform which is focused on developing industrial / logistics parks pan India. He brings to the Board, extensive experience in the areas of design, business development, strategy, risk management, leadership and governance.

It is proposed to seek members' approval for the appointment and remuneration payable to him as Whole-time Director of the Company in terms of the applicable provisions of the Act

and the rules made thereunder on the terms and conditions as detailed below.

Brief particulars of the terms of appointment of and remuneration payable to Mr Shaishav Dharia are as under:

1. Tenure

For a period of 3 years from June 17, 2024 to June 16, 2027.

2. Fixed Salary

Not exceeding ₹ 7 crore per annum.

3. Variable pay (Performance Linked Incentive)

He shall be entitled to variable pay based on individual performance including milestones achieved on ESG front and Company performance as per Company policies and as approved by the NRC and / or the Board.

4. Sitting fees

No sitting fees shall be paid to him for attending Board or committee meetings.

5. Perquisites and benefits

He shall be entitled to provident fund, superannuation fund, gratuity, leave encashment, personal accident insurance, benefits under the Company's pension scheme etc as per the Company policies as amended or modified from time to time. The perquisite value of the facilities / benefits shall be determined as per the Income Tax Act, 1961 and the Rules framed thereunder. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Employees Stock Options granted / to be granted to him from time to time, shall be considered as a part of perquisites and the perquisite value of stock options exercised shall be in addition to the remuneration mentioned above.

6. Increments

Annual increase, if any, in salary shall be as per Company policies and shall be decided by the Board of Directors on the recommendation of the NRC.

7. Minimum Remuneration

If in any financial year during the currency of his tenure, the Company has no profits or if its profits are inadequate, he shall be entitled to minimum remuneration by way of basic salary, perquisites, allowances within limits prescribed under Section II, Part II of Schedule V of the Act as amended from time to time.

8. Notice period and severance pay

His office may be terminated by the Company or by him by giving 3 months prior notice in writing. No severance pay will be paid to him.

9. Miscellaneous

- a) The perquisites and allowances shall be evaluated wherever applicable, as per the provisions of the Income Tax Act 1961 or any rules thereunder or any statutory modifications or re-enactment thereof, in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- b) The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income tax law, gratuity payable and encashment of leave as per the rules of the Company and to the extent not taxable under the Income tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

The above may be treated as a written memorandum setting out the terms of appointment of Mr Shaishav Dharia under Section 190 of the Act.

Disclosure as required under Schedule V to the Act is given hereunder:

I. General Information

1.	Nature of Industry	Real Estate
2.	Date or expected date of Commercial Production	Not applicable as the Company has already commenced its business activities
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

II. Financial Performance (standalone)

₹ in million

Particulars	For the year ended		
	March 2024	March 2023	March 2022
Revenue from operations	94,595	87,346	83,659
Profit before tax	15,841	1,943	15,984
Profit after tax	11,638	3,054	11,335
Share capital	9,945	4,818	4,815
Net worth	1,66,441	1,22,275	1,18,447

III. Foreign investments or collaborations, if any

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors acquired during the initial public offering,

open market and QIP. There is no foreign collaboration in the Company.

IV. Information about the appointee

a. Background details

Background details have been provided in the Annexure to this Notice.

b. Past remuneration

Not Applicable

c. Recognition or awards

Nil

d. Job profile and suitability

He is designated as Director – Lodha Green Digital Infrastructure and CEO-Extended Eastern Suburbs & Rental Assets. He has been with the Lodha Group for 14+ years. During his tenure, he has taken on many roles from Head of Strategy, Development Director to CEO/Director. He has been instrumental in driving many of the township projects across the portfolio including Palava City, an integrated greenfield smart city, spread over ~5,000 acres and a model of sustainable urbanization near Mumbai. Additionally, he leads the various rental asset businesses that includes offices, retail, industrial spaces and Green Digital Infrastructure Platform which is focused on developing industrial / logistics parks pan India.

e. Remuneration proposed

As per Terms of appointment given above

f. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person

Taking into consideration the size of the Company and the individual profile of Mr Shaishav Dharia and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level positions in other companies in the industry.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

He has no pecuniary relationship directly or indirectly with the Company or its key managerial personnel other than his remuneration in the capacity of Director – Lodha Green Digital Infrastructure and CEO – Extended Eastern Suburbs & Rental Assets.

V. Other Information

1. Reason for inadequate profit	The information pertaining to said clauses shall be disclosed at appropriate places in the financial year in which the loss or inadequacy of profits is incurred.
2. Step taken or proposed to be taken for improvement	
3. Expected increase in productivity and profits in measurable terms	

Additional information in respect of Mr Shaishav Dharia, pursuant to the Listing Regulations and Secretarial Standards is provided in the Annexure to this Notice.

Mr Shaishav Dharia and his relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the special resolution at Item No. 4 of this Notice for your approval.

Registered Office:

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

Place: Mumbai

Date: June 17, 2024

Item No. 5: Ratification of Cost Auditor's remuneration

The Board has approved appointment of D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611) to conduct the audit of the cost records of the Company for the financial year 2024-25, at a remuneration of ₹ 10,00,000 (Rupees Ten Lakh) plus applicable taxes and re-imbursalment of out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, remuneration payable to the Cost Auditor has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 5 of this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the ordinary resolution at Item No. 5 of this Notice for your approval.

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

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

Annexure to the Notice

Details of the Directors seeking appointment/re-appointment at the 29th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meeting]

Name of the Director	Mr Rajendra Lodha	Mr Shaishav Dharia
DIN	00370053	06405078
Date of Birth	June 06, 1966	October 18, 1973
Qualification	Bachelor's degree in civil engineering from M.B.M. Engineering College, University of Jodhpur, Jodhpur	Bachelor's degree in mechanical engineering from the University of Mumbai, Mumbai, Master's degree in business administration from the Booth School of Business, University of Chicago, Master's degree in science (industrial engineering) from Georgia Institute of Technology, Atlanta, United States
Experience	Mr. Rajendra Lodha started his career with the Lodha Group. He has 34 years of experience in all facets of real estate development.	Details disclosed in Statement above containing required information as per Disclosure under Schedule V to the Act under Item No. 4.
Expertise in specific functional areas	Land acquisition, real estate development	Design, business development, strategy, risk management, leadership and governance.
Terms & Conditions of appointment / re-appointment	Whole time director, liable to retire by rotation.	Please refer to Item No. 4 of the explanatory statement of this Notice.
Remuneration last drawn & sought to be paid	Remuneration drawn in FY24 ₹ 83.88 Mn (including fixed, variable, all benefits & perquisites)	Not Applicable
	Remuneration sought to be paid within the limits approved by the shareholders in the 27 th AGM	
Date of first appointment on the Board	June 21, 2016	June 17, 2024
Directorships held in other companies as on March 31, 2024	Nil	Nil
Name of Listed entities from which the Director has resigned in the past three years.	Nil	Nil
Memberships/ Chairmanship of committees of other companies as on March 31, 2024	Not Applicable	Not Applicable
Shareholding in the Company (Equity)	400 equity shares	12,86,630 equity shares
Inter-se Relationship with other Directors/Manager/ other Key Managerial Personnel	None	None
Number of Board meetings attended during the financial year 2023-24	Please refer to the Corporate Governance Report forming part of this Integrated Report	Not Applicable