

ANNUAL GENERAL MEETING NOTICE

Registered Office: 412, Floor-4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001

CIN: L45200MH1995PLC093041 **Website:** www.lodhagroup.com

Tel: +91 22 6133 4400 **E-mail:** investor.relations@lodhagroup.com

NOTICE is hereby given that the 30th Annual General Meeting ("AGM") of Lodha Developers Limited (formerly known as Macrotech Developers Limited) ("the Company") will be held on Friday, August 29, 2025 at 3.30 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 4.25 per equity share for the financial year ended March 31, 2025.
3. To appoint a director in place of Mr. Rajinder Pal Singh (DIN: 02943155), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Approve appointment of GDR & Partners LLP, Practicing Company Secretaries as Secretarial Auditors of the Company**

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

"RESOLVED THAT pursuant to provisions of Sections 204 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws, if any, (including any statutory modification(s), re-enactment thereof for time being in force) and based on the recommendation of the

Audit Committee and the Board of Directors, GDR & Partners LLP, Practicing Company Secretaries (ICSI Unique Number: L2024KR016500/ Peer Review No. 6014/2024), be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

5. Ratification of remuneration to Cost Auditor

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 statutory modification(s), re-enactment thereof for time being in force), remuneration of ₹ 10,00,000 (Rupees Ten lakhs only) (plus applicable taxes and re-imbursement of out of pocket expenses), payable to D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), who were appointed as cost auditors by the Board upon recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2025-26, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Registered Office:

412, Floor-4, 17 G, Vardhaman Chamber,
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CIN L45200MH1995PLC093041

Place: Mumbai

Date: June 20, 2025

By Order of the Board

For **Lodha Developers Limited**

Sanjyot Rangnekar

Company Secretary & Compliance Officer
Membership No.: F4154

Notes for members' attention

Sending of Notice and conduct of the AGM

1. Pursuant to General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") and circular SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("hereinafter collectively referred to as the "Circulars") and other applicable circulars and notifications issued and as amended from time to time, companies are allowed to hold AGM through Video Conferencing ("VC") or other audio visual means ("OAVM"), without physical presence of members at a common venue. In compliance with the applicable provisions of the Act, Listing Regulations and Circulars, the 30th AGM of the Company is being held through VC/OAVM on **Friday, August 29, 2025 at 3.30 p.m. (IST)**.
2. The deemed venue for the AGM shall be One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. Members can also view the live webcast of the proceedings of the AGM by logging on to the InstaMeet website of RTA at <https://instameet.in.mpms.mufig.com> by using their secure login credentials.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM are not annexed to this notice.
4. Members can join the AGM by VC/OAVM mode, 30 minutes before commencement of the AGM and at any time during the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the said Circulars.
5. Institutional investors and corporate members (i.e other than Individuals, HUF, NRIs, etc.), are required to send a certified copy of their respective Board /governing body resolution, authorisation, etc, authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer by e-mail at cs.shravangupta@gmail.com with a copy marked to rnt.helpdesk@inmpms.mufig.com. Alternatively, the Board resolution / Power of Attorney / authority letter etc. may be uploaded by clicking on "Upload Board Resolution / authority letter" displayed under "e-voting" tab in their login.
6. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility.
7. In case of joint holders attending the AGM through VC/ OAVM, only the member whose name appears first in order as per the Register of Members of the Company will be entitled to vote at the AGM.

8. The attendance of the Members attending the AGM through VC/OAVM will counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. In accordance with the aforesaid Circulars, the Notice of the AGM along with the Integrated Report for the financial year 2024-25 is being sent only through electronic mode to those members, whose names appear in the Register of Members as on Friday, June 27, 2025 on the e-mail addresses registered with the Company / MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Transfer Agent ("MUFG/RTA") / Depository Participants ("DPs") / Depositories.

Additionally, in accordance with regulation 36 of the Listing Regulations, a letter containing the web-link, including the exact path of Company's website, where the Integrated Report is available, will be sent to those shareholders who have not registered their e-mail addresses with the Company / RTA/ Depositories / DPs.

10. As per the Listing Regulations, physical copy of the Integrated Report is required to be sent only to those members who specifically request for the same. Accordingly, members who wish to obtain a physical copy of the Integrated Report for the financial year 2024-25, may write to the Company Secretary at investor.relations@lodhagroup.com requesting for the same, mentioning their Folio No / DP ID and Client ID.

Members holding shares in dematerialised (demat) mode are requested to register / update their e-mail ids with their relevant DPs. In case of any queries / difficulties in registering the e-mail ids with their DPs, Members may write to the Company's RTA at rnt.helpdesk@inmpms.mufig.com

11. The Notice convening the 30th AGM and the Integrated Report for the financial year 2024-25 will also be available on the Company's website at www.lodhagroup.com and on the websites of the Stock Exchanges where the Company's shares are listed, 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 the RTA at <https://instavote.linkintime.co.in/>.

Dividend related information

12. The Board of Directors of the Company ("Board"), at their meeting held on April 24, 2025, recommended a final dividend of ₹ 4.25/- per equity share for the financial year 2024-25, subject to the approval of the members at the ensuing AGM. The Company has fixed **Friday, August 22, 2025**, as the "Record Date" for determining the eligibility of members for payment of final dividend.
13. The dividend, if approved by the members at the AGM, shall be paid subject to deduction of income-tax at source ("TDS"), on or after **Monday, September 1, 2025**, to the members whose names appear in the Company's Register of Members as under:

a) **To members holding shares in electronic form:** To all beneficial owners of the shares as on the close of business hours on Friday, August 22, 2025 as per the details furnished by the Depositories.

b) **To members holding shares in physical form:** To all members whose names appear as members in the Company's Register of Members, after giving effect to valid transmission and transposition requests lodged with the Company, as on the close of business hours on Friday, August 22, 2025.

14. 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.

15. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its RTA cannot act on any request received directly on the same.

Note: As per SEBI requirements, effective April 1, 2024, companies are allowed to make dividend payments only in electronic mode. Members are once again reminded to update their PAN, KYC details and nomination by submitting the relevant ISR Forms before the cut-off date to ensure timely credit of dividends.

TDS related information

16. Members may note that as per the Income Tax Act, 1961 ("IT Act"), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from the dividend paid to the members at the rates prescribed in the IT Act. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to submit the documents in accordance with the provisions of the IT Act and Rules thereunder.

a) For Resident Members

Tax at source shall be deducted under Section 194 of the IT Act at 10% on the amount of dividend declared and paid by the Company during financial year 2025-26, subject to PAN details registered/ updated by the member. If PAN is not registered/ updated in the demat account/ folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the IT Act.

No tax at source is required to be deducted, if aggregate dividend paid or likely to be paid during the financial year to an individual member does not exceed ₹ 10,000 (Rupees Ten Thousand only).

In case of individual shareholders, who are mandatorily required to have their PAN Aadhaar linked and have not done so, their PAN would be considered as inoperative. Such inoperative PANs would be considered as invalid and a higher TDS rate as per Section 206AA of the IT Act would be applied. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking the validity of PANs / inoperative PANs under Section 206AA of the IT Act.

In cases where the member provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted, subject to the PAN of the member not having an 'In-operative' status as per provisions of Section 139AA of the IT Act.

In case PAN of any member falls under the category of 'In-operative', the Company shall deduct TDS @ 20% as per Section 139AA read with Section 206AA of the IT Act.

In case of resident member having Order under Section 197 of the IT Act, TDS will be deducted at the rate mentioned in the Order; provided the member submits copy of the Order obtained from the income-tax authorities.

b) For Non-resident Members

Tax at source shall be deducted under Section 195 of the IT Act, at the applicable rates. As per the relevant provisions of the IT Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident members.

In case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) under Section 196D of the IT Act.

In case of non-resident members having Order under Section 197 of the IT Act, TDS will be deducted at the rate mentioned in the Order; provided the member submits copy of the order obtained from the income tax authorities.

As per Section 90 of the IT Act, non-resident members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (DTAA or Tax Treaty). To avail the Tax Treaty benefits, the non-resident member will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the non resident member is a resident.
- Electronically generated Form 10-F.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the

- Indian income-tax authorities, if any.
- Self-declaration certifying the following points:
 - (i) Member is and will continue to remain a tax resident of the country of its residence during the financial year 2025-26;
 - (ii) Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - (iii) Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - (vi) Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
 - (v) Member does not have a taxable presence or a permanent establishment in India during financial year 2025-26.

c) For all Members

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the member(s), such member(s) will be responsible to indemnify the Company and also provide the Company with all information / documents and co-operation in any proceedings.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

In case of any discrepancy in documents submitted by the member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

In case of joint members, the member named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

17. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non-resident member.
18. In order to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, members are requested to provide the aforesaid details and documents on or before Friday, August 22, 2025 at mt.helpdesk@inmpms.mufg.com. No communication on the tax determination/ deduction shall be entertained after Friday, August 22, 2025. Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there would still be an option available to the member to file the return of income and claim an appropriate refund, if eligible.
19. In accordance with the provisions of the IT Act, TDS certificates can be made available to the members at their registered email ID after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.
20. The Company has sent out a separate email communication informing the members regarding the relevant procedure to be adopted by the members to avail the applicable tax rate as per the IT Act.

Information relating to unpaid or unclaimed dividends (Investor Education and Protection Fund)

21. As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends which remain unpaid or unclaimed by the shareholder for a period of 7 (seven) years shall be transferred to the Investor Education and Protection Fund (IEPF). Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of 7 (seven) consecutive years, to the demat account of IEPF Authority. Members are requested to encash/ claim their dividends within the prescribed period. Members are requested to contact the Company or RTA for encashing unclaimed dividends.

Details of Director (s) seeking re-appointment

22. In terms of section 152 of the Act, Mr Rajinder Pal Singh (DIN: 02943155) retires by rotation at this AGM and being eligible offers himself for reappointment. The NRC and Board have recommended his reappointment to the shareholders. The additional information in respect of re-appointment of Mr Rajinder Pal Singh as Director, liable to retire by rotation, pursuant to the provisions of Listing Regulations and SS-2 is provided as an Annexure to the Notice.

Mr Rajinder Pal Singh is interested in the Ordinary Business as set out at Item No. 3 of the Notice with respect to his reappointment. The relatives of Mr Rajinder Pal Singh 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.

Explanatory Statement

23. An Explanatory Statement relating to certain items of Special Business i.e. Item Nos. 4 and 5, to be transacted at the AGM is annexed hereto.

Procedure for inspection of documents

24. 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 the Directors are interested, maintained under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that ESOP Schemes are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection in electronic mode, by the members before and during the AGM.

All documents referred to in the AGM notice will be made available electronically for inspection, without any fees from the date of circulation of this Notice upto the date of the AGM. Members seeking to inspect such documents can send an email to the Company Secretary at investor.relations@lodhagroup.com

Procedure for remote e-voting and e-voting (InstaVote) at the AGM

25. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations and applicable Circulars, the Company has provided to its members, the facility to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
26. The Company has engaged MUFG Intime India Private Limited ("MUFG") as the authorised agency for facilitating voting through electronic means. Accordingly, the facility of casting votes using the remote e-voting system as well as e-voting during the AGM will be provided by MUFG.
27. The Company has appointed Mr. Shravan Gupta (ACS No. 27484, CoP No. 9990), Shravan A. Gupta & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the remote e-voting and InstaVote process in a fair and transparent manner.

28. The remote e-voting period begins on **Tuesday, August 26, 2025 at 09:00 A.M. (IST) and ends on Thursday, August 28, 2025 at 05:00 P.M. (IST)**. The remote e-voting module shall thereafter be disabled for voting by MUFG. Members, whose names appear in the Register of Members / Beneficial Owners as on the record date i.e. Friday, August 22, 2025, may cast their vote electronically.
29. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut off date, being Friday, August 22, 2025. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
30. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through <https://instavote.linkintime.co.in>.



Instructions for members for remote e-voting and joining the AGM**I. Individual shareholders holding securities in demat form**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by listed companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ website of depositories/DPs in order to increase efficiency of the voting process.

Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or MUFG Intime and you will be re-directed to InstaVote website for casting your vote during the remote e-Voting period.

	<p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with updating the required fields. Post successful registration, user will be provided with Login ID and password. After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>4. 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 company name or MUFG InTime and you will be redirected to e-Voting website of InstaVote for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 10px;">  <p>App Store</p>  </div> <div style="text-align: center; margin: 0 10px;">  <p>Google Play</p>  </div> </div>
Individual shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the evoting option will have links of e-voting service providers i.e., MUFG InTime / Link Intime, for voting during the remote e-voting period.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/. Proceed with updating the required fields. Post registration, user will be provided username and password. After successful login, user able to see e-voting menu. Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
Individual shareholders (holding securities in demat mode) login through their depository participants	<p>a) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode 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.com or call at 022 - 4886 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. 1800-22-5533

II. Other than individual shareholders holding shares in demat mode

Login method for other than individual shareholders holding securities in demat mode is given below:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank account number (last four digits), as recorded with your DP/Company.

Note:

- Shareholders holding shares in **NSDL form**, shall provide 'D' above
- Shareholders 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).

- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility

- c) Click on "**Login**" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

- d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. 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 ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organisation 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

Note: File name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, custodians and mutual funds shall also upload specimen signatures.

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".
- 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'.

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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) 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:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on 022-4918 6000.

Forgot Password:

Shareholders holding securities in physical mode / non-Individual shareholders holding securities in demat mode:

If shareholders holding securities in physical mode / non-individual shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

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

In case shareholders have a 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 information about the particulars of the security question and answer, PAN, DOB/DOI, bank account number (last four digits) etc. 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:

NSDL demat account – User ID is 8 character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case custodian / corporate body/ mutual fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).

- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the security question and answer, PAN, DOB/DOI etc. 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:

If individual shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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".

III. For shareholders whose email ids are not registered with depositories for procuring user Id and password and registration of email ids for e-voting for the resolutions set out in the notice:

- In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to investor.relations@lodhagroup.com.
- In case shares are held in demat mode, please provide your 16-digit DP ID and Client ID name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to investor.relations@lodhagroup.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their

mobile number and email ID correctly in their demat account in order to access e-Voting facility.

IV. For members for e-voting through Instavote

INSTAMEET VC Instructions for shareholders

In terms of MCA General Circular No. 09/2024 dated September 19, 2024, companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the AGM through InstaMeet:

a) Visit URL: <https://instameet.in.mpms.muvg.com> & click on "Login".

b) Select the "Company" and 'Event Date' and register with your following details:

- **Demat Account No. or Folio No:**

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.

Shareholders holding shares in physical form – shall provide Folio Number.

- **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.

- **Mobile No:** Enter your Mobile No.

- **Email ID:** Enter your email Id as recorded with your DP/ Company.

c) Click "Go to Meeting"

You are now registered for InstaMeet and your attendance is marked for the meeting.

Instructions for shareholders to speak during the AGM through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first come first serve basis depending upon the provision made by the Company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. 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 announces the name and serial number for speaking.

Instructions for Shareholders to vote during the AGM through InstaMeet:

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

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) 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

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) 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'.

f) 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. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Notes:

The terms "members" and "shareholders" are used interchangeably in this Notice.

Shareholders/ members, present at the AGM through InstaMeet 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 facility during the meeting.

Shareholders/ members who have voted through remote e-voting prior to the AGM will be eligible to attend/ participate in the AGM 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.relations@lodhagroup.com. The same will be replied by the Company suitably.

E-voting results

31. The results of the e-voting shall be declared to the Stock Exchanges after the conclusion of AGM not later than two working days from the conclusion of the AGM. The results along with the Scrutinizer's Report, shall be communicated to the stock exchanges and will also be available on the website of the Company at www.lodhagroup.com/investor-relations. Subject to receipt of requisite number of votes, the resolutions proposed in this Notice shall be deemed to have been passed on the date of the AGM, i.e., Friday, August 29, 2025.

Registration as a speaker shareholder

32. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at investor.relations@lodhagroup.com. Only those speaker registration requests received till 05:00 p.m. (IST) on Friday, August 22, 2025 shall be considered and allowed as speakers during the AGM.
33. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

SEBI mandate on KYC compliance

34. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 3, 2021 as amended,

has mandated registration of PAN, KYC details (i.e. contact details, mobile number, bank account details, signature) and nomination, by holders of physical securities. Further, members who hold shares in physical form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from April 1, 2024.

35. Accordingly, payment of final dividend, subject to approval by the members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf (FAQ nos. 38 & 39)
36. Communication in this regard has been sent to all physical holders whose folios are not KYC compliant at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to the Company's RTA, on or before Friday, August 8, 2025 so that the KYC details can be updated in the folios before the cut-off date i.e. Friday, August 22, 2025. ISR Forms can be accessed on the Company's website at www.lodhagroup.com/investor-relations.

SEBI mandate on issuance of securities only in demat mode

37. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue securities only in demat mode while processing any investor service requests including transmission, issuance of duplicate shares, deletion of name, exchange of shares, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

SEBI dispute resolution portal (SMART ODR)

38. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian securities market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website at www.lodhagroup.com/investor-relations.

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

Item No. 4: Approve appointment of GDR & Partners LLP, Practising Company Secretaries as Secretarial Auditors of the Company

Pursuant to Regulation 24A of the Listing Regulations and other applicable provisions of the Act, each as amended, the Company is required to appoint Secretarial Auditor for a period of 5 years commencing financial year 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Act and Listing Regulations and related circulars.

The Board at its meeting held on June 20, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of GDR & Partners LLP, Practising Company Secretaries, a peer reviewed firm (ICSI Unique Number: L2024KR016500/ Peer Review No. 6014/2024) as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members, in lieu of Shraavan A Gupta and Associates, Practising Company Secretary, who completed 5 years as Secretarial auditor of the Company in financial year 2024-25. The outgoing secretarial auditor was paid an amount of ₹1 lakh for conducting secretarial audit of the Company for financial year 2024-25.

GDR & Partners LLP is a well-known firm of Practising Company Secretaries. The firm has been peer reviewed by the Institute of Company Secretaries of India, ensuring the highest standards in professional practices. The firm is led by experienced partners, all distinguished professionals in the fields of corporate governance and compliance. Their collective expertise spans corporate advisory services, transactional services, litigation, ESG advisory and legal due diligence. The firm specialises in providing comprehensive advisory services in corporate and commercial laws, India entry services, securities law, capital market advisory, ESG advisory, corporate restructuring, insolvency and bankruptcy, contract management, intellectual property protection, labour and industrial laws etc. The firm has a diverse clientele across sectors like banking, manufacturing, pharmaceuticals and public utilities.

GDR & Partners LLP has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of

Regulation 24A of the Listing Regulations. The services to be rendered by GDR & Partners LLP as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be ₹ 2,50,000/- (Rupees Two lakh fifty thousand only) plus applicable taxes and other out-of-pocket expenses for financial year 2025-26 and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and the Secretarial Auditor. In addition to the secretarial audit, they may provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board/Audit Committee in consultation with the Secretarial Auditors.

The Board of Directors recommend the Ordinary resolution as set out at Item No. 4 of this Notice for your approval.

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 the resolution.

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 2025-26, at a remuneration of ₹ 10,00,000 (Rupees ten lakhs only) plus applicable taxes and reimbursement 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.

The Board of Directors recommend the Ordinary resolution as set out at Item No. 5 of this Notice for your approval.

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 the resolution.

Registered Office

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

Place: Mumbai

Date: June 20, 2025

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

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

Annexure to the Notice

Details of the Director seeking re-appointment at the 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 Meetings]

Name of the Director	Mr. Rajinder Pal Singh
DIN	02943155
Age and Date of birth	73 (20-10-1951)
Designation	Non-Executive Director
Qualification	Post graduate degree in mathematics from Advanced Centre for Pure Mathematics, Punjab University, Chandigarh.
Experience	Mr. Rajinder Pal Singh was an IAS officer (1976 batch) Andhra Pradesh cadre, past Chairman of National Highways Authority of India, Ex-Chairman and Managing Director of Punjab & Sind Bank and served as the secretary to the Department of Industrial Policy and Promotion, Government of India. He has worked both as commissioner of Hyderabad Municipal Corporation & Vice Chairman of Hyderabad Urban Development Authority. He has had long stints as Managing Director of A.P. Industrial Development Corporation and Commissioner of Taxation in A.P.
Expertise in specific functional areas	He has nearly 47 years' experience in regulatory areas of finance, industry, urban development and infrastructure.
Terms & conditions of appointment / re-appointment	Not Applicable
Remuneration last drawn & sought to be paid	Remuneration drawn in FY25 – Mr. Rajinder Pal Singh is a Non-executive Director and does not draw any remuneration from the Company. He draws remuneration of ₹ 0.90 lakhs from one of the subsidiaries of the Company and will continue to draw the same in FY26.
Date of first appointment on the Board	January 1, 2016
Directorships held in other companies as on March 31, 2025	1. IRB Infrastructure Private Limited 2. Nirlon Limited
Name of listed entities from which the Director has resigned in the past three years	Maruti Suzuki India Limited (completion of tenure)
Memberships / Chairmanship of committees of other companies as on March 31, 2025	Audit Committee 1. Nirlon Limited (Chairman) Nomination & Remuneration Committee 1. Nirlon Limited (Chairman) 2. IRB Infrastructure Private Limited (Member)
Shareholding in the Company (equity)	Nil
Inter-se relationship with other Directors / KMP	None
Number of Board meetings attended during FY2024-25	Attended 7 out of 7 meetings

Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.