

LUCINA LAND DEVELOPMENT LIMITED

(CIN: U70109DL2006PLC151260)

Registered Office: Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001,

Email: helpdesk@indiabulls.com , Tel/Fax: 011-42175143

Website: <https://www.indiabullsrealestate.com/lldl/>

NOTICE

NOTICE is hereby given that 16th Annual General Meeting of the members of **LUCINA LAND DEVELOPMENT LIMITED** will be held on **Thursday, September 29, 2022 at 11:30 A.M. (IST) ("AGM")** at the Registered Office of the Company at Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, for approval of remuneration of Cost Auditor for the financial year 2022-23:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Gurvinder Chopra & Co., Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2022-23, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and is hereby authorized to take all steps as may be necessary, proper, or expedient to give effect to the above Resolution."

3. **To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution for the appointment of Mr. Ssatyajit Parrihaar (DIN: 09643887) as Non-Executive Director of the Company:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and any other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and Articles of Association of the Company, Mr. Ssatyajit Parrihaar (DIN: 09643887), be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation w.e.f. June 24, 2022."

4. **To consider and if thought fit, to pass, the following resolution as an Special Resolution for the appointment of Mr. Meyyappan Ramanathan (DIN: 07119949) as a Whole-Time Director and Key Managerial Personnel of the Company and designated as its Executive Director of the Company, for a period of 5 (five years) w.e.f. June 24, 2022:**

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Meyyappan Ramanathan (DIN: 07119949), be and is hereby appointed as a Director of the Company, liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 and 203 of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of Mr. Meyyappan Ramanathan (DIN: 07119949) as a Whole-Time Director and Key Managerial Personnel of the Company and designated as its Executive Director, for a period of five years w.e.f. June 24, 2022 at ‘NIL’ remuneration.

By Order of the Board of Directors
For **Lucina Land Development Limited**

Place: New Delhi
Date: September 6, 2022

Sd/-
Yash Garg
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and on a poll to vote instead of himself and that a proxy need not be a member. The proxy form to be valid and effective should be lodged with the company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the AGM.
3. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. All documents referred to in this Notice and other statutory registers are open for inspection by the Members on the date of the AGM at the venue of the meeting and also at the Registered Office of the Company between 10:00 a.m. to 4:00 p.m on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.
6. Members desiring any information relating to the financial statement of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready at the AGM.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the businesses mentioned at item no. 2, 3 and 4 of the accompanying Notice dated September 6, 2022.

Item No. 2:

The Board of Directors of the Company had approved the appointment and remuneration of M/s Gurvinder Chopra & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23 at a fee of upto Rs. 50,000 (Rupees Fifty Thousand only) plus applicable tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

The Board accordingly recommends, passing of the Ordinary Resolution, as set out at Item No. 2 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution

Item No. 3:

Mr. Ssatyajit Parrihaar, aged about 53 years, has got very rich and varied experience in the area of client relationship, administration and related projects execution. He has been associated with the Real Estate group since April 2022 and is handling travels, customer relations related to various projects. He has done number of specialisation courses from the airline and CRS companies. Prior to joining Indiabulls, he has worked for various TMC’s handling big corporates for almost over 25 years and has got expertise in client relationship, vendor management, airlines hotel negotiations, revenue management etc.

The Board of Directors of the Company had appointed Mr. Ssatyajit Parrihaar (DIN: 09643887) as an Additional Non-Executive Director of the Company w.e.f. June 24, 2022 in place of Ms. Sunita Pawan Verma (DIN: 07133406), Non-Executive Director, who had resigned due to her personal reasons. Being additional director, Mr. Parrihar holds his office as such upto the date of ensuing AGM and therefore, in compliance with applicable provisions under the Companies Act, shareholders’ approval by way of Ordinary Resolution, in respect of his appointment w.e.f. June 24, 2022, is required.

Keeping in view of his vast experience, knowledge in the area of client relationship, administration and related projects execution, the Board has recommended seeking shareholders' approval by way of Ordinary Resolution in the ensuing AGM on his appointment as Non-Executive Director of the Company, liable to retire by rotation which it thinks is in the best business interest of the Company.

Except the proposed appointee, in resolution set out at Item No. 3 of this Notice, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 4:

Mr. Meyyappan Ramanathan (DIN: 07119949), aged 51 years, has rich & varied experience in the areas of Regulatory Compliance for Residential and Commercial Projects in Haryana. He is associated with Indiabulls Real Estate group since August 2021 and is handling Regulatory Compliance & RERA for projects in Gurugram, Jodhpur and Sonipat. Mr. Ramanathan holds a Master Degree in Corporate Secretaryship from Alagappa University, Tamil Nadu. Prior to joining Indiabulls, he was in Monnet Group, Suncity Projects & DLF. He is having a total work experience of 26 years & most of it is in Real Estate Sector.

Mr. Ramanathan was appointed by the board as a Whole-Time Director and Key Managerial Personnel of the Company and designated as Executive Director, for a period of five years, w.e.f. June 24, 2022 at 'NIL' remuneration, in place of Mr. Sanjay, Executive Director, who has resigned due to his personal reasons w.e.f. June 24, 2022. Being an additional director, Mr Ramanathan holds his office as such upto the date of ensuing AGM. Therefore, consent of the Members is required for his appointment as a Director, liable to retire by rotation, and also for his appointment as Whole-Time Director and Key Managerial Personnel of the Company, designated as Executive Director of the Company, for a period of five years, w.e.f. June 24, 2022 at 'NIL' remuneration.

Keeping in view of his vast experience, knowledge in the area of Regulatory Compliance for Residential and Commercial Projects in Haryana, the Board has recommended seeking shareholders' approval by way of Special Resolution in the ensuing AGM on his appointment as Whole-Time Director and Key Managerial Personnel designated as Executive Director of the Company which it thinks is in the best business interest of the Company

Except the proposed appointee, in resolution set out at Item No. 4 of this Notice, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors
For **Lucina Land Development Limited**

Place: New Delhi
Date: September 6, 2022

Sd/-
Yash Garg
Company Secretary

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(CIN: U70109DL2006PLC151260)

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FORM NO. MGT 11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U70109DL2006PLC151260

Name of the Company: **Lucina Land Development Limited**

Registered Office: Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001

Name of the Member (s): _____

Registered address: _____

E-mail Id: _____

Folio No. / DP ID No. _____ Client ID No. _____

I / We, being the member(s) of _____ Equity Shares of the above named Company, hereby appoint:

1. Name: _____ E-mail ID: _____

Address: _____

Signature: or failing him / her

2. Name: _____ E-mail ID: _____

Address: _____

Signature: or failing him / her

3. Name: _____ E-mail ID: _____

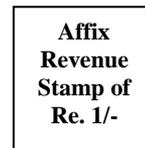
Address: _____

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 16th Annual General Meeting of the Company, to be held on **Thursday, September 29, 2022 at 11:30 A.M. (IST)** at the registered office of the Company at Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No.	Brief Details of the Resolutions
ORDINARY BUSINESS	
1.	Receipt, consideration and adoption of the audited Financial Statements of the Company as at March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
SPECIAL BUSINESS	
2.	Approval of remuneration of M/s Gurvinder Chopra & Co., Cost Accountants, Cost Auditors of the Company for the financial year 2022-23
3.	Approval of appointment of Mr. Ssatyajit Parrihaar (DIN: 09643887), as Non-Executive Director of the Company, liable to retire by rotation
4.	Approval of appointment of Mr. Meyyappan Ramanathan (DIN: 07119949) as a Whole-Time Director and Key Managerial Personnel of the Company and designated as its Executive Director of the Company, for a period of 5 (five years) w.e.f. June 24, 2022.

Signed this, 2022



Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. A person appointed as Proxy shall act on behalf of not more than 50 (fifty) Members and holding not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.

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(CIN: U70109DL2006PLC151260)

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ATTENDANCE SLIP

Folio No.*: _____

No. of Shares: _____

DP ID: _____

Client ID: _____

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy _____
(in BLOCK LETTERS)

I hereby record my presence at the 16th Annual General Meeting of the Company held on **Thursday, September 29, 2022 at 11:30 A.M. (IST)** at the registered office of the Company at Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001.

Member's Signatures

Proxy's Signatures

*Applicable for Members holding shares in Physical form.