

CITADEL REALTY AND DEVELOPERS LIMITED

CIN: L21010MH1960PLC011764

Registered Office: Futurex, N.M. Joshi Marg, Lower Parel (West), Mumbai 400013

Phone: 022 61588484 Fax: 022 61588410

Email: citadel@marathonrealty.com Website: www.citadelrealty.in

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the '**Act**') and all other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India ('**SEBI**') including, but not limited to, Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('**ICDR**'), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR**'), the resolutions set out below are proposed to be passed as Special Resolution by the Members of the Company by way of electronic voting (e-voting).

The Board of Directors of the Company have appointed Mr. Nitin R Joshi, practicing Company Secretary (Membership Number: CP 1884) (the "**Scrutinizer**") as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Notice including the notes appended herein and record your assent (for) or dissent (against) for the resolutions set out below only through e-voting (*as per the instructions in the Notes under the section 'Voting through electronic means' in this Notice*).

Upon completion of the scrutiny of the E-Voting, the Scrutinizer will submit his report to the Chairman or any other Director of the Company (*or any other person so authorised*).

The results of the Postal Ballot (including e-voting) will be announced not later than **5.00 p.m. on or before Monday, i.e. March 20, 2023**. The aforesaid results shall also be communicated to the depositories, SEBI, BSE and other statutory bodies within 48 (forty eight) hours of the declaration of the results and shall also be displayed on the Company's website at www.citadelrealty.in along with the Scrutinizer's Report.

ITEM NO 1- Restructuring of existing Inter Corporate Deposits of the Company

"**RESOLVED THAT** pursuant to Section 42, Section 62(1)(c), Section 71, Section 110 and Section 188 of the Companies Act, 2013 (the "Act") and other applicable provisions if any, of the Act and the rules made therein (including any amendments thereto or reenactment thereof), Rule 13 of Companies (Share Capital and Debenture) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant rules/regulations, guidelines, if any as prescribed by SEBI, Article 185 Chapter XXIII of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of any other appropriate statutory authorities, including but not limited to SEBI, stock exchange, institution or bodies as the case may be necessary, the consent of the Members of the Company is hereby accorded to the Board of Directors of the Company to

enable to restructure its inter corporate deposits (long term borrowing) of the Company to the extent of Rs. 1,35,00,000 (Rupees One Crore thirty Five lakhs) out of the total inter corporate deposits (long term borrowing) of the Company amounting to Rs.2,43,56,000 (Rupees two crores forty three lakhs fifty six thousand only) due by the Company as on 31st December, 2022 to Fibre Box Bombay Private Limited (an associate of the Company), wherein such restructuring shall also include the option to convert, in full or in part, an amount of Rs 1,35,00,000 (Rupees One Crore thirty Five lakhs only) out of the total inter corporate deposit (long term borrowing) of the Company into Compulsory Convertible Debentures ("CCDs"), in a single or multiple tranches pursuant to the terms and conditions as decided upon by the Company.

FURTHER RESOLVED THAT Fibre Box Bombay Private Limited has agreed and accepted the issue of CCDs by the Company against a part of the outstanding inter corporate deposits (long term borrowing) not exceeding Rs 1,35,00,000 (Rupees One Crore thirty Five lakhs only). The CCDs shall be converted into Equity Shares in the financial year ie., 2024-25 upon the Terms and conditions as mentioned below:-

Terms and conditions for issue of CCDs:

Sr No	Details	Terms & Conditions
1	Face Value	Rs. 1000/-
2	Coupon amount	0%
3	No of Compulsorily Convertible Debentures	13,500
4	Tenor/Conversion	18 months / After 9 months from the date of issue of such CCD
	(a) Shall be Converted into No. of equity shares of Face Value of Rs. 10 each not exceeding	4,50,000
	(b) Price at which the conversion to be made	Rs.30/(Premium of Rs.20)
	(c) Current Price at the BSE	Rs.21/-
5	Nature of Compulsorily Convertible Debentures	0 % Unsecured Compulsorily Convertible Debentures
6	Conversion Mechanism/Price	The CCDs would be converted into fully paid equity shares as per the tenor approved by the members at the rate of Rs. 30 per share of face value of Rs. 10 each
7	Transferability of Compulsorily Convertible Debentures	Restriction on Transfer
8	Other terms	The CCDs shall not confer any rights upon Fibre Box Bombay Pvt Ltd as a shareholder and such rights shall be conferred only upon the conversion of such CCDs into equity shares
9	Relevant date	30 (thirty) days prior to the date on which the meeting of shareholder is held Or 30 (thirty) days prior to the last date of receipt of approval from members through duly completed postal ballot forms as announced by the scrutinizers.

RESOLVED FURTHER THAT Upon conversion, the amount of such inter corporate deposit that has so been converted shall stand and shall be deemed to have been fully repaid to the extent of the corresponding face value of such equity shares that will be allotted in place of the said CCDs and rank pari-passu with that of existing equity shares of company.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing of said issue is February 15, 2023.

RESOLVED FURTHER THAT the said CCDs to be allotted to Fibre Box Bombay Private Limited shall be subject to the relevant provisions applicable to them of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors shall be at liberty, to vary any of the terms and conditions with respect to the inter corporate deposit, including issue of any other instrument convertible instrument other than CCDs or waiver of certain portion of the inter corporate deposit as they may deem fit in the best interests of the Company.

RESOLVED FURTHER THAT Mr. S. Ramamurthi, Director and CEO, Mr. Nilesh Dand, Director and Mr. Kiran Bangera, Company Secretary be and are hereby be jointly or severally authorized to execute the relevant documentation and all necessary and ancillary documents, and do all other incidental acts in this matter.

RESOLVED FURTHER THAT Mr. S. Ramamurthi, Director and CEO, Mr. Nilesh Dand, Director, and Mr. Kiran Bangera, Company Secretary be and are hereby jointly or severally authorized to do, or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable, including filing of requisite reports, in-principal approval, returns or forms with the Registrar of Companies, SEBI, stock exchange or other concerned regulatory authorities.

Registered Office:
Futurex, N.M. Joshi Marg,
Lower Parel (West), Mumbai 400013

By order of the Board

For and on behalf of

CITADEL REALTY AND DEVELOPERS LIMITED

Place: Mumbai
Date: February 13, 2023

Sd/-
Kiran Bangera
Company Secretary

EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013 and the rules made therein)

RESTRUCTURING OF EXISTING INTER CORPORATE DEPOSITS OF THE COMPANY

-Back Ground:

In the year 2007, post taking over the Management by Marathon Realty Private Limited promoted and managed by Mr. Chetan Shah and Mr. Mayur Shah the original name of Rohit Pulp and Paper Mills Limited was changed to the present name. Consequent to the taking over of the Management by Marathon Group, two deed of assignments, both dated in September 10, 2008, executed by the Company (*the Borrower therein*) and Fibre Box Bombay Private Limited (*the Assignee therein*) with (i) Multipack Systems Private Limited and (ii) JMP Investment Private Limited (*the Assignors therein*), the Assignors assigned all their rights, title and interest accrued, in relation to their inter corporate deposits, amounting to Rs.1,50,00,000/- (*Rupees one crore and fifty lakhs only*) and Rs.2,19,00,000/- (*Rupees two crore and nineteen lakhs only*) respectively and totally aggregating to Rs.3,69,00,000 (*Rupees three crores sixty nine lakhs*) provided by the Assignors to the Company, in favour and forever in the name of Fibre Box (Bombay) Private Limited, which has since been shown in the audited financial statements of the Company as a long term borrowing of the Company.

-Restructuring Activities by issue of CCDs:

During the year 2017, in line with the restructuring activities, the Company had issued 12,544 Compulsorily Convertible Debentures (CCDs) (of FV: Rs. 1000/-) for a value of Rs.1,25,44,000 (*Rupees one crore twenty five lakhs and forty four thousand*) of out of the inter corporate deposits (long term borrowing) of the Company amounting to Rs.3,69,00,000 (*Rupees three crores sixty nine lakhs only*) due by the Company to Fibre Box (Bombay) Private Limited (an associate of the Company). Such restructuring also included the option to the Company to convert, in full or in part, the aforesaid amount of Rs.1,25,44,000 (*Rupees one crore twenty five lakhs and forty four thousand*).

The said CCDs were converted in full into 1,86,112 equity shares during the year September 2019.

-Proposed Preferential Issue:

Now, the Company propose to issue 13,500 (CCDs) (FV: Rs. 1000/-) in a single or multiple tranches through a Preferential Issue, pursuant to the terms and conditions as decided upon by the Company as the part of further restructuring of the existing outstanding ICDs as on Dec 31, 2022 to the extent of Rs. 2,43,56,000 wherein such restructuring shall also include the option to the Company to convert the CCDs, in full or in part. Post issue of CCDs which are convertible (in full) into equity shares within 18 months of the issue the outstanding ICDs in the books of the Company would stand at Rs. 1,08,56,000/-

Fibre Box (Bombay) Private Limited, the proposed allottee has agreed and accepted for the issue of certain CCDs against a part of the outstanding inter corporate deposits (long term borrowing) not exceeding Rs 1,35,00,000 (*Rupees One Crore thirty Five lakhs only*).

At the meeting of the Board of Directors of the Company have approved such conversion of its inter corporate deposit into CCDs on preferential basis to Fibre Box (Bombay) Private Limited, an associate of the Company held on February 13, 2023, on such terms and conditions as set out below .

The Board of Directors of the Company have further proposed to issue and allot the CCDs to Fibre Box (Bombay) Private Limited at such price as may be determined in accordance with Chapter V-Preferential Issue -of SEBI (Issue of Capital and Disclosure Requirements), 2018 and other applicable laws and subject to the relevant provisions applicable to them as per the Memorandum of Association and Articles of Association of the Company.

The proposed offer/ invitation of the subscription of the CCDs is being made to the existing member of the Company, and therefore, the provisions of Rule 14 (1) and the proviso to Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 shall not be applicable to such private placement.

Article 185 Chapter XXIII of the Articles of Association of the Company gives the power to the Company to convert its inter corporate deposit into Equity Shares and therefore, the Company intends to issue CCDs, convertible into Equity Shares at the time of its conversion.

Terms and conditions for issue of CCDs:

Sr No	Details	Terms & Conditions
1	Face Value	Rs. 1000/-
2	Coupon amount	0%
3	No. of Compulsorily Convertible Debentures	13,500
4	Tenor/Conversion	18 months / After 9 months from the date of issue of such CCD
	(a) Shall be Converted into No. of equity shares of Face Value of Rs. 10 each not exceeding	4,50,000
	(b) Price at which the conversion to be made	Rs.30/(Premium of Rs.20)
	(c) Current Price at the BSE	Rs.21/-
5	Nature of Compulsorily Convertible Debentures	0 % Unsecured Compulsorily Convertible Debentures
6	Conversion Mechanism/Price	The CCDs would be converted into fully paid equity shares as per the tenor approved by the members at the rate of Rs. 30 per share of face value of Rs. 10 each
7	Transferability of Compulsorily Convertible Debentures	Restriction on Transfer
8	Other terms	The CCDs shall not confer any rights upon Fibre Box Bombay Pvt Ltd as a shareholder and such rights shall be conferred only upon the conversion of such CCDs into equity shares
9	Relevant date	30 (thirty) days prior to the date on which the meeting of shareholder is held Or 30 (thirty) days prior to the last date of receipt of approval from members through duly completed postal ballot forms as announced by the scrutinisers

The CCDs shall be converted into Equity Shares in the next financial year, i.e. FY 2024-25 upon the terms and conditions as mentioned below. The Equity Shares issued on conversion shall rank *pari passu* with the then existing Equity Shares of the Company. Upon conversion, the amount of such inter corporate deposit that has so been converted shall stand and shall be deemed to have been fully repaid to the extent of the corresponding face value of such equity shares that will be allotted in place of the said CCDs.

The Board of Directors therefore recommends the special resolution as set out above for approval of the members of the Company.

The consent of the members for the above purpose is being obtained through E-Voting for the aforesaid Item.

In terms of Regulation 163 of Chapter V Part III of SEBI (Issue of Capital and Disclosure Requirements), 2018 certain particulars to be disclosed in the explanatory statement for issue of Equity Shares on preferential basis, are as follows:

(1.)

a) **Objects of the Preferential Issue:**

The Board of Directors of the Company intends to restructure the existing inter corporate deposits (long term borrowing) of the Company due by the Company to Fibre Box Bombay Private Limited (*an associate the Company*), wherein such restructuring shall include the conversion of the inter corporate deposit into CCDs, subject to such approvals, consents, permissions and sanctions, if any, of any other appropriate statutory authorities, including but not limited to SEBI, stock exchange, institution or bodies as the case may be necessary.

The present restructuring involves conversion of an amount of Rs. 1,35,00,000 (Rupees One Crore thirty Five lakhs *only*) out of the outstanding inter corporate deposits of Rs.2,43,56,000 into CCDs.

The consideration amount of Rs. 1,35,00,000 (Rupees One Crore thirty Five lakhs *only*) has already been received by the Company at the time of the acceptance of such inter corporate deposit in or around the year 2008 and no separate consideration (by cash or otherwise) to be received by the Company under this allotment.

b) **Maximum number of Specified Securities to be issued:**

Such number of CCDs having face value of Rs.1000/- (*Rupees thousand only*) each at par carrying a Coupon Rate of 0 % per annum and having a tenure of not less than 9 months from the date of issue of such CCDs and not exceeding 18 months, each fully paid-up, for an amount not exceeding Rs. 1,35,00,000 (Rupees One Crore thirty Five lakhs *only*).

The price is determined at approximately Rs. 30 (*Rupees thirty only*), which is more than the price as arrived in accordance with the SEBI approved formulas in compliance with SEBI (Issue of Capital and Disclosure Requirements), 2018

c) **Intent of the Promoters, Directors or KMP of the issuer to subscribe to the offer:**

The proposed preferential issue by issue of 13,500 (Thirteen thousand five hundred only) CCDs (by converting Rs. 1,35,00,000 (Rupees One Crore thirty Five lakhs only) out of the total inter corporate deposits into CCDs is being made to Fibre Box Bombay Private Limited, the sole preference shareholder of the Company, which is also an associate of the Company.

Ms. Sonal Mayur Shah, one of the directors of Fibre Box Bombay Private Limited, is also a director in the Company. The shareholders of Fibre Box Bombay Private Limited includes Mr. Mayur Shah and Mr. Chetan Shah (*the promoters of the Company*), who severally hold 40% of the subscribed and paid up share capital of Fibre Box Bombay Private Limited aggregating to a total of 80% of the subscribed and paid up share capital of Fibre Box Bombay Private Limited.

None of the other promoters, directors or key management personnel of the Company intends to apply/subscribe to any of the Equity Shares of the Company.

d) **Shareholding Pattern of the issuer before and after the preferential issue:**

Sr. No.	Category	Pre Issue*		Post Issue**	
		No. of Shares of Rs. 10/- each	% of share holding	No. of Shares of Rs. 10/- each	% of share holding
	Promoters' holding:				
	Indian Promoters:				
	Individual	5,40,000	6.84	5,40,000	6.47
	Director and Relatives	-	-	-	-
	Bodies Corporate*	45,84,962	58.09	50,34,962	60.36
	Sub Total	51,24,962	64.94	55,74,962	66.83
	Foreign Promoters	0	0	0	0
	Sub Total (A)	51,24,962	64.94	55,74,962	66.83
	Non- Promoters' holding:				

Sr. No.	Category	Pre Issue*		Post Issue**	
		No. of Shares	% of share holding	No. of Shares	% of share holding
	Institutional Investors	2484	0.03	2484	0.03
	Non-Institution:	2764752	35.03	2764752	33.14
	Sub Total (B)	27,67,236	35.06	27,67,236	33.17
	Grand Total	78,92,198	100.00	83,42,198	100.00

*The pre-shareholding pattern is the shareholding pattern after the conversion of the CCDs into equity shares but does not factor in the issuance of CCD

** This post issue-shareholding pattern is the shareholding pattern after the conversion of the CCDs into equity shares and equity shares of the Company which shall occur after 9 months from the date of issue of such CCD and not exceeding 18 months.

* Details of the Promoter (Body Corporates):

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares of Rs. 10/- each	% of share holding	No. of Shares of Rs. 10/- each	% of share holding
A	Fibre Box Bombay Private Limited (Proposed Allottee)	7,43,198	9.42	11,93,198	14.30
B	Marathon Realty Pvt Ltd	38,41,764	48.68	38,41,764	46.06

e) **Time frame within which the preferential issue shall be completed:**

As per Regulation 170 of SEBI (Issue of Capital and Disclosure Requirements), 2015, the allotment of CCDs is to be made within 15 days from the date of the holding of the meeting for passing such Special Resolution. As per clause 16.6.3 of the Secretarial Standard-2, issued by the Institute of Company Secretaries of India (ICSI), in case of Special Resolution to be approved through postal ballot, the date of passing of such Special Resolution shall be deemed to be the last date specified by the Company for

receipt of duly completed postal ballot forms/end of voting process.

Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by SEBI or the exchanges, any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

f &(fa)

The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of proposed Allottee	Pre Issue*		Post Issue**		The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees	
		No. of Equity Shares	% of share holding	No. of Equity Shares	% of share holding		
1.	Fibre Box Bombay Private Limited [PAN: AAACF2343J]	7,43,198	9.42	11,93,198	14.30	Chetan R. Shah	40%
						Mayur R. Shah	40%
						R Z Shah HUF	9.98%
						Ansuya Shah	10.02%

**The pre-shareholding pattern is the shareholding pattern after the conversion of the CCDs into equity shares but does not factor in the issuance of CCD*

*** This post issue-shareholding pattern is the shareholding pattern after the conversion of the CCDs into equity shares and equity shares of the Company which shall occur after 9 months from the date of issue of such CCD and not exceeding 18 months.*

g) Undertaking to re-compute price:

The Company undertakes that it shall re-compute the price of the specified securities in terms of the provision of the SEBI (Issue of Capital and Disclosure Requirements), 2018 where it is required to do so.

h) Undertaking to put under lock-in till the re-computed price is paid:

The Company undertakes that if the amount payable/ adjusted on account of the re-computation of price is not paid within the time stipulated in the SEBI (Issue of Capital and Disclosure Requirements), 2018, the specified securities shall continue to be locked-in till the time such amount is paid/adjusted by the allottees.

- i) **Disclosure as per schedule VI: Not Applicable**
- j) **Current and Proposed status of allottee(s) post the preferential issue namely, promoter or non- promoter:**
- Fibre Box Bombay Private Limited – Promoter Group Company - Current
- Fibre Box Bombay Private Limited – Promoter Group Company- Proposed
- k) **In Principal Approval:** The Company has made an application for seeking In Principal approval from BSE as per SEBI (Issue of Capital and Disclosure Requirements), 2018

(2.) Certificate from Practicing Company Secretary certifying that the issue is made in accordance with the requirement of these regulations: Attached

(3) Specified securities may be issued on a preferential basis for consideration other than cash: Not Applicable

(4) Relevant Date: The details of relevant date is included in the special resolution.

Lock-in Period:

The CCDs and Equity Shares issued on conversion shall be locked in as per the provisions of SEBI (Issue of Capital and Disclosure Requirements), 2018.

The Board of Directors recommends the Special Resolution set out above for your approval.

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution set above except the following:

- (i) Chetan Shah, one of the promoters and director of the Company;
- (ii) Mrs Sonal M. Shah, the Director of the Company;
- (iii) Mayur Shah, one of the Promoters of the Company and a relative of the Director of the Company; and
- (iv) Shailaja Chetan Shah, one of the directors of Fibre Box Bombay Private Limited, is a relative of Chetan Shah, one of the Promoters and a Director of the Company.

All the documents related to the preferential offer is open for inspection by the members at the registered office of the Company at Futurex, N.M. Joshi Marg, Lower Parel (West) Mumbai 400013, Maharashtra and its corporate office at 702, Marathon Max, Mulund - Goregaon Link Road, Mulund (West), Mumbai 400080, on all working days, except Saturdays and Sundays, during business hours upto last date of the Postal Ballot, i.e. March 18, 2023.

NOTES:

1. The Statement pursuant to Section 102, Section 108 and Section 110 of the Companies Act, 2013 setting out all the material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors have appointed Mr. Nitin R. Joshi, Practising Company Secretary (Membership Number CP 1884) as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**") and the members, whose names appear in the register of members.
4. As per Companies (Management and Administration) Rules, 2014 the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (*in case of electronic shareholding*)/the Company's Registrar (*in case of physical shareholding*).
5. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company on the cut-off date, i.e. February 10, 2023 and a person who is not a Member as on February 10, 2023 shall treat this Notice for information purposes only.
6. The Company is pleased to offer e-voting facility as an option to all the Members of the Company, in compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, and applicable provisions of Securities and Exchange Board of India not limited to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
8. The Postal Ballot Notice is also placed in the 'e-voting' section on the Company's website: www.citadelrealty.in
9. Members are requested to carefully read the e-voting instructions.
10. The date of declaration of results of the postal ballot shall be the date on or before **March 20, 2023**.
11. The Special Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they had been passed at a General Meeting of the Members.
12. Voting period commences from Saturday, **February 18, 2023, at 10.00 a.m.** and ends on **Sunday, March 19, 2023 at 5.00 p.m.** E-voting shall not be allowed beyond the said date and time.
13. Kindly note that the Members can opt only for e-voting.
14. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) vernacular newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and published on the Company website www.citadelrealty.in.
15. The instructions for Members Voting Electronically are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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 evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will

	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file.

- (ii) Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to n_r_joshi@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. 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 (www.citadelrealty.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary 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 (www.citadelrealty.in). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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.

Registered Office:
Futurex, N.M. Joshi Marg,
Lower Parel (West), Mumbai 400013

By order of the Board

For and on behalf of

CITADEL REALTY AND DEVELOPERS LIMITED

Place: Mumbai
Date: February 13, 2023

Sd/-
Kiran Bangera
Company Secretary

List of document/s available at Compay's Website www.citadelrealty.in (certificate under regulation 163(2) of SEBI (ICDR) Regulation 2018:

Copy of Certificate form Practicing Company Secretary under regulation 163(2) of SEBI (ICDR) Regulation 2018.