

**NOTICE FOR THE 13<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirteenth (13<sup>th</sup>) Annual General Meeting of the Members of Joyville Shapoorji Housing Private Limited ("**the Company**") will be held at a shorter notice on Friday, September 25, 2020 at 11.00 a.m. (IST) through Video Conference ("**VC**") Facility or Other Audio Visual Means ("**OAVM**"), to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

**SPECIAL BUSINESS**

2. To consider and approve appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as a Director of the Company:

To consider and, if thought fit, to pass with or without any modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and Rules framed thereunder (including any statutory enactment, re-enactment or modification thereof for the time being in force), Mr. Subrata Dutta Gupta (DIN: 08767943), who was appointed as an Additional Director of the Company on June 22, 2020 and who holds office upto the date of this Annual General Meeting, and being eligible for re-appointment, be and is hereby appointed as a Director of the Company, on such terms and conditions as may be mutually decided between the Board and Mr. Subrata Dutta Gupta.

**RESOLVED FURTHER THAT** Mr. Sriram Mahadevan, Managing Director and Mr. Venkatesan Gopalakrishnan, Director of the Company and/ or the Chief Financial Officer and/ or the Company Secretary of the Company be and are hereby severally authorized to sign, execute and arrange to file all necessary e-forms, returns and documents with the Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Central Government and/ or any other prescribed authority, as may be required under the applicable provisions of the Act or any other enactments thereof and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution."

**Joyville Shapoorji Housing Pvt. Ltd.,**

**CIN** U70109MH2007PTC166942

**Corporate Office:** Godrej Coliseum, Office No. 1201, 12th Floor, "B" Wing,  
Off K. J. Somaiya Hospital Road, Everard Nagar, Sion, Mumbai - 400 022

**Head Office:** SP Center, 41/44, Minoo Desai Marg, Colaba, Mumbai - 400 005

**(T)** +91 22 43560000 **(W)** [www.joyvillehomes.com](http://www.joyvillehomes.com)



3. To consider and approve re-appointment of Mrs. Ranjana Agarwal (DIN: 03340032) as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without any modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and Rules framed thereunder (including any statutory enactment, re-enactment or modification thereof for the time being in force) read with Schedule IV of the Act and in accordance to the Articles of Association of the Company, Mrs. Ranjana Agarwal (DIN: 03340032), who was appointed as an Independent Director for a term of five years with effect from December 3, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from December 3, 2020 to December 2, 2025, on such terms and conditions as may be mutually decided between the Board and Mrs. Ranjana Agarwal.

**RESOLVED FURTHER THAT** Mr. Sriram Mahadevan, Managing Director and Mr. Venkatesan Gopalakrishnan, Director of the Company and/ or the Chief Financial Officer and/ or the Company Secretary of the Company be and are hereby severally authorized to sign, execute and arrange to file all necessary e-forms, returns and documents with the Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Central Government and/ or any other prescribed authority, as may be required under the applicable provisions of the Act or any other enactments thereof and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution.”

Dated this 9<sup>th</sup> Day of September 2020 at Mumbai.

By Order of the Board of Directors  
*For Joyville Shapoorji Housing Private Limited*

Sd/-  
**Siddhant Agarwal**  
**Company Secretary**  
**M. No. A41137**

**Registered Office:**  
SP Centre, 41/44, Minoo Desai Marg,  
Colaba, Mumbai – 400005.

**NOTES:**

- 1) This AGM is being convened at a shorter notice in terms of provisions of Section 101 of the Companies Act, 2013 and the Articles of Association of the Company. Hence, the members of the Company are requested to provide their consents in writing in the format enclosed as **Annexure A**, to hold the AGM at a shorter notice. The members may send their duly signed consents at [siddhant.agarwal@shapoorji.com](mailto:siddhant.agarwal@shapoorji.com) / [cs-spre@shapoorji.com](mailto:cs-spre@shapoorji.com).
- 2) In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 20/ 2020 dated May 5, 2020 read with General Circular No. 14/ 2020 dated April 8, 2020 and General Circular No. 17/ 2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) has allowed the Companies to conduct the Annual General Meeting (“AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. In accordance with the said MCA Circulars, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of the Companies Act, 2013 (“the Act”), the 13<sup>th</sup> AGM of the Company shall be conducted through VC/ OAVM. The venue of the meeting shall be deemed to be at Godrej Coliseum, Office No. 1201, 12<sup>th</sup> Floor, B Wing, Off K. J. Somaiya Hospital Rd, Everard Nagar, Sion, Mumbai- 400022, Maharashtra, India.
- 3) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the meeting is provided in **Annexure B** to this Notice. The Board of Directors have considered and decided to include the Item Nos. 2 and 3 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
- 4) Institutional/ Corporate members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution/ Representative Letter authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [siddhant.agarwal@shapoorji.com](mailto:siddhant.agarwal@shapoorji.com) / [cs-spre@shapoorji.com](mailto:cs-spre@shapoorji.com).
- 5) The Notice of the 13<sup>th</sup> AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.joyvillehomes.com](http://www.joyvillehomes.com).
- 6) All the documents which are referred to in the Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on [siddhant.agarwal@shapoorji.com](mailto:siddhant.agarwal@shapoorji.com) / [cs-spre@shapoorji.com](mailto:cs-spre@shapoorji.com).
- 7) The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act will remain available for inspection during the meeting.

- 8) Members will be able to attend the AGM through VC / OAVM on the Microsoft Teams Application by accessing the below mentioned link. The detailed procedure for participating in the meeting through VC/ OAVM is provided in **Annexure C** to this Notice:

[https://teams.microsoft.com/l/meetupjoin/19%3ameeting\\_NWY0N2YzY2UtYThlMi00NjIwLWI2MjctNzkxYmExOWYyMzEy%40thread.v2/0?context=%7b%22Tid%22%3a%22144bc3d6-4657-4cf6-b6f0-901cdeb373a7%22%2c%22Oid%22%3a%22550a828a-b732-48f6-9122-69ff4db7369c%22%7d](https://teams.microsoft.com/l/meetupjoin/19%3ameeting_NWY0N2YzY2UtYThlMi00NjIwLWI2MjctNzkxYmExOWYyMzEy%40thread.v2/0?context=%7b%22Tid%22%3a%22144bc3d6-4657-4cf6-b6f0-901cdeb373a7%22%2c%22Oid%22%3a%22550a828a-b732-48f6-9122-69ff4db7369c%22%7d)

- 9) As the AGM shall be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 10) For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 (fifteen) minutes prior to the time scheduled for the AGM and shall be kept open until 15 minutes after the proceedings of the AGM.
- 11) Members who need any assistance before or during the AGM in respect of use of technology, can contact Mr. Siddhant Agarwal, Company Secretary of the Company, on the below coordinates:

**Email Id** : [siddhant.agarwal@shapoorji.com](mailto:siddhant.agarwal@shapoorji.com) / [cs-spre@shapoorji.com](mailto:cs-spre@shapoorji.com)  
**Mobile No.** : +91 8291030728

- 12) Please note that members connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- 13) Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 14) As the AGM is being conducted through VC/ OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number, email id, mobile number at [siddhant.agarwal@shapoorji.com](mailto:siddhant.agarwal@shapoorji.com) / [cs-spre@shapoorji.com](mailto:cs-spre@shapoorji.com).
- 15) Considering that the number of members in the Company is less than 50, the voting shall be conducted by way of show of hands. In this regard, the members are requested to keep their camera switched "ON" when a resolution is put to vote. However, the members may demand for poll in accordance with the provisions of Section 109 of the Act. In case a poll is demanded on any resolution, the members may convey their vote at [siddhant.agarwal@shapoorji.com](mailto:siddhant.agarwal@shapoorji.com) / [cs-spre@shapoorji.com](mailto:cs-spre@shapoorji.com).

**ANNEXURE A**

**THE COMPANIES ACT, 2013**  
**CONSENT OF SHAREHOLDER/ MEMBER FOR SHORTER NOTICE**  
*[Pursuant to section 101(1) of the Companies Act, 2013]*

To  
The Board of Directors  
Joyville Shapoorji Housing Private Limited ("**the Company**")  
SP Centre, 41/44, Minoo Desai Marg,  
Colaba, Mumbai- 400005,  
Maharashtra, India.

Dear Sir/ Madam,

**Subject: Consent for convening the 13<sup>th</sup> Annual General Meeting ("AGM") of the Company at a shorter notice**

I/ We, \_\_\_\_\_, holding \_\_\_\_\_ (In words) fully paid up equity shares in the Company against the Folio No./ DP Id \_\_\_\_\_ representing \_\_\_\_ % of the total paid-up share capital of the Company and also entitled to vote at the ensuing AGM of the Company, hereby give my/ our consent, pursuant to provisions of Section 101 of the Companies Act, 2013, to hold the 13<sup>th</sup> AGM of the Company at a shorter notice on Friday, September 25, 2020 at 11.00 a.m. (IST).

Request you to kindly take the same on your record.

Thanking you

Yours truly,

\_\_\_\_\_  
**Signature**  
**[Name of the Member]**

Date :

Place :

**ANNEXURE B**

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

The following statement sets out all the material facts relating to the Special Businesses mentioned in the Notice convening the 13<sup>th</sup> Annual General Meeting of the Company:

**Item No. 2**

**Appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as a Director of the Company:**

The Board of Directors had appointed Mr. Subrata Dutta Gupta (DIN: 08767943) as an Additional Director of the Company under Section 161 of the Companies Act, 2013 ("**the Act**"), to hold office upto the date of this Annual General Meeting.

Mr. Dutta Gupta, being eligible to get appointed as a Director of the Company under Section 152 of the Act, the Board recommends the resolution for the approval by the members of the Company by way of an Ordinary Resolution.

Except Mr. Subrata Dutta Gupta, being the appointee, none of the Directors or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for the approval of Members.

**Item No. 3**

**Re-appointment of Mrs. Ranjana Agarwal (DIN: 03340032) as an Independent Director of the Company:**

The Board of Directors had appointed Mrs. Ranjana Agarwal (DIN: 03340032) as an Independent Director of the Company for a term of five years with effect from December 3, 2015 under Section 149 and 152 of the Companies Act, 2013 ("**the Act**") read with Schedule IV of the Act and in accordance to the Articles of Association of the Company.

Mrs. Ranjana Agarwal holds office upto December 2, 2020 and is eligible to be re-appointed as an Independent Director for another term of upto five (5) consecutive years. The Company has received a declaration of independence from Mrs. Ranjana Agarwal and further, in the opinion of the Board, Mrs. Ranjana Agarwal fulfils the conditions as set out under Section 149(6) and Schedule IV of the Act for being eligible for her appointment as an Independent Director. Mrs. Ranjana Agarwal is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as an Independent Director along with a declaration under Section 149(6) of the Act.

The members who intend to inspect the declaration and consent received from Mrs. Ranjana Agarwal, may request the same on [siddhant.agarwal@shapoorji.com](mailto:siddhant.agarwal@shapoorji.com) / [cs-spre@shapoorji.com](mailto:cs-spre@shapoorji.com). Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Ranjana Agarwal as an Independent Director for the approval by the members of the Company by way of a Special Resolution.

Except Mrs. Ranjana Agarwal, being the appointee, none of the Directors or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of Members.

Dated this 9<sup>th</sup> Day of September 2020 at Mumbai.

By Order of the Board of Directors  
For Joyville Shapoorji Housing Private Limited

Sd/-  
Siddhant Agarwal  
Company Secretary  
Membership No. A41137

**Registered Office:**  
SP Centre, 41/44, Minoo Desai Marg,  
Colaba, Mumbai – 400005.

## How to connect Microsoft team for outside organisation

- If users are using Microsoft O365 (TEAMS) license then they can directly join the meeting with user name and password.

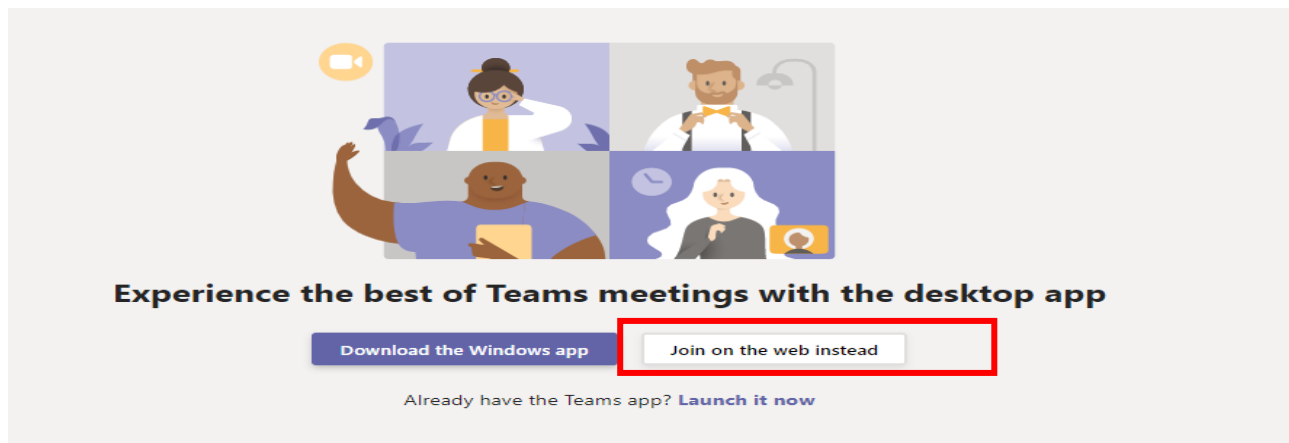
If users don't have Microsoft O365 license (TEAMS) then follow below steps .

### Option 1 (Web browser)

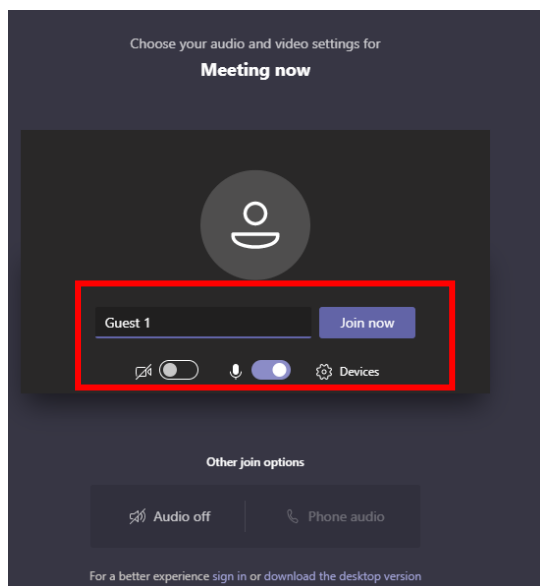
- Click Join Microsoft teams meeting (it will take you to the web browser chrome/Mozilla firefox).



- Click join on the web instead .



- Type your Name and click Join now .





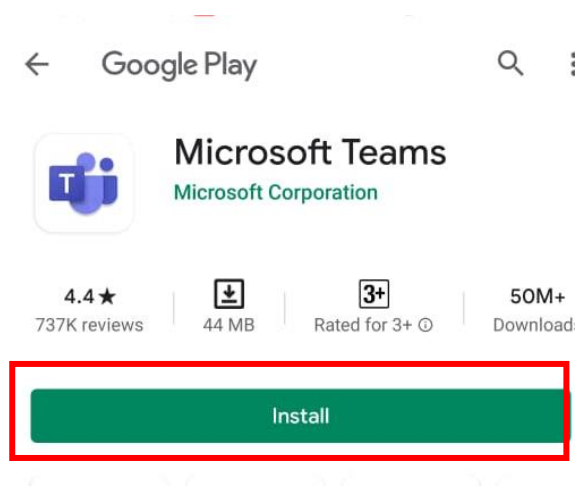
## Option 2 (Mobile)

- Click Join Microsoft teams meeting (it will take you to play store to download MS teams Application .

[Join Microsoft Teams Meeting](#)

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- Click to install below application (do not try to login if you don't have userid and password . Once installation done click again Join Microsoft team meeting.



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- Click any Internet browser and join as a guest.

