

NOTICE

NOTICE is hereby given that the Fourteenth (14th) Annual General Meeting of the Members of Joyville Shapoorji Housing Private Limited (“**the Company**”) will be held on **Thursday, September 30, 2021** at **11.00 am (IST)** through Video Conferencing (“**VC**”)/ “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, 2021, together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. **Appointment of Mr. Sandeep Awasthi (DIN: 08946489) as a Director of the Company:**

To consider and, if thought fit, to pass with or without 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. Sandeep Awasthi (DIN: 08946489), who was appointed as an Additional Director of the Company on November 11, 2020 and who holds office upto the date of this Annual General Meeting, and being eligible for 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. Awasthi.

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 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



3. **Appointment of Mr. Anuj Puri (DIN: 00048386) as an Independent Director of the Company:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary 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 with the Articles of Association of the Company, Mr. Anuj Puri (DIN: 00048386), who was appointed as an Additional Director (Non-Executive and Independent) for a term of five years with effect from November 11, 2020, be and is hereby appointed as an Independent Director of the Company effective from November 11, 2020, on such terms and conditions as may be mutually decided between the Board and Mr. Anuj Puri.

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 effect to the aforesaid resolution.”

4. **Appointment of Mr. Ashish Singh (DIN: 02311126) as a Director of the Company:**

To consider and, if thought fit, to pass with or without 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. Ashish Singh (DIN: 02311126), who was appointed as an Additional Director of the Company on September 7, 2021, and who holds office upto the date of this Annual General Meeting, and being eligible for 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. Singh.

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 effect to the aforesaid resolution.”

5. **Ratification of Cost Auditors' remuneration for the financial year ending March 31, 2022:**

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

“RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of INR 1,50,000/- (plus, applicable taxes and out of expenses, if any), as approved by the Board of Directors to be paid to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), as Cost Auditors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified.”

Dated this 8th Day of September 2021 at Mumbai.

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

Siddhant Agarwal
Company Secretary
M. No. A41137

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

NOTES:

- 1) 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, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021 (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 14th AGM of the Company shall be conducted through VC/ OAVM. The deemed venue of the meeting shall be the registered office of the Company i.e., SP Centre, 41/44, Minoo Desai Marg, Colaba, Mumbai- 400005, Maharashtra, India.
- 2) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is provided in **Annexure A** to this Notice. The Board of Directors have considered and decided to include the Agenda Nos. 2, 3, 4 and 5 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
- 3) 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.
- 4) The Notice of the 14th AGM along with Annual Report for the financial year 2020-21 is available on the website of the Company at www.joyvillehomes.com.
- 5) All the documents which are referred to in the Notice and the Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on siddhant.agarwal@shapoorji.com.
- 6) 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.
- 7) 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 B** to this Notice:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NGMwYTZhZjEtMzBINi00ZDM3LWFhZjEtMzViMWM3MDg0NmEw%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

- 8) 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 the Attendance Slip including Route Map are not annexed to this Notice.
- 9) For convenience of the Members and proper conduct of AGM, Members can login and join the meeting anytime between 10.45 am (IST) and 11.15 am (IST).
- 10) 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, as per below coordinates:

Email Id : siddhant.agarwal@shapoorji.com
Mobile No. : +91 8291030728
- 11) 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(s). It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- 12) Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 13) As the AGM is being conducted through VC/ OAVM, for 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, and mobile number at siddhant.agarwal@shapoorji.com.
- 14) 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 video turned "**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.

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ANNEXURE A

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 14th Annual General Meeting of the Company:

Agenda No. 2

Appointment of Mr. Sandeep Awasthi (DIN: 08946489) as a Director of the Company:

The Board of Directors had appointed Mr. Sandeep Awasthi (DIN: 08946489) as an Additional Director of the Company w.e.f. November 11, 2020, under Section 161 of the Companies Act, 2013 (“the Act”), to hold office upto the date of this Annual General Meeting.

Mr. Awasthi, 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. Awasthi, 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 Agenda no. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Agenda no. 2 of the Notice for the approval of the members.

Agenda No. 3

Appointment of Mr. Anuj Puri (DIN: 00048386) as an Independent Director of the Company:

Subject to the approval by the members, the Board of Directors had appointed Mr. Anuj Puri (DIN: 00048386) as an Additional Director (Non-Executive and Independent) of the Company for a term of five years with effect from November 11, 2020, under Section 149 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and in accordance with the Articles of Association of the Company.

The Company has received a declaration of independence from Mr. Anuj Puri and further, in the opinion of the Board, Mr. Anuj Puri satisfies the conditions as set out under Section 149(6) and Schedule IV of the Act for being eligible for his appointment as an Independent Director. Mr. Anuj Puri is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his 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 Mr. Anuj Puri, may request the same on siddhant.agarwal@shapoorji.com. The Board recommends the resolution in relation to appointment of Mr. Anuj Puri as an Independent Director for the approval by the members of the Company by way of an Ordinary Resolution.

Except Mr. Anuj Puri, 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 Agenda no. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Agenda no. 3 of the Notice for the approval of the members.

Agenda No. 4

Appointment of Mr. Ashish Singh (DIN: 02311126) as a Director of the Company:

The Board of Directors had appointed Mr. Ashish Singh (DIN: 02311126) as an Additional Director of the Company w.e.f. September 7, 2021, under Section 161 of the Companies Act, 2013 ("**the Act**"), to hold office upto the date of this Annual General Meeting.

Mr. Ashish Singh, 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. Ashish Singh, 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 Agenda no. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Agenda no. 4 of the Notice for the approval of the members.

Agenda No. 5

Ratification of Cost Auditors' remuneration for the financial year ending March 31, 2022:

In terms of provisions of Section 148 of the Companies Act, 2013, the Board of Directors at their meeting held on May 28, 2021, have appointed M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company, for the financial year ending March 31, 2022. In this regard, the Board has approved the remuneration of INR 1,50,000/- (plus taxes) payable to the Cost Auditors for doing the Cost Audit for the FY 2021-22, subject to ratification by the members at general meeting in terms of Section 148 of the Companies Act, 2013.

Accordingly, the Board recommends the ordinary resolution set out at Agenda no. 5 of the Notice for approval/ ratification of the members.

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 Agenda no. 5 of the Notice.

Dated this 8th Day of September 2021 at Mumbai.

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

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 .

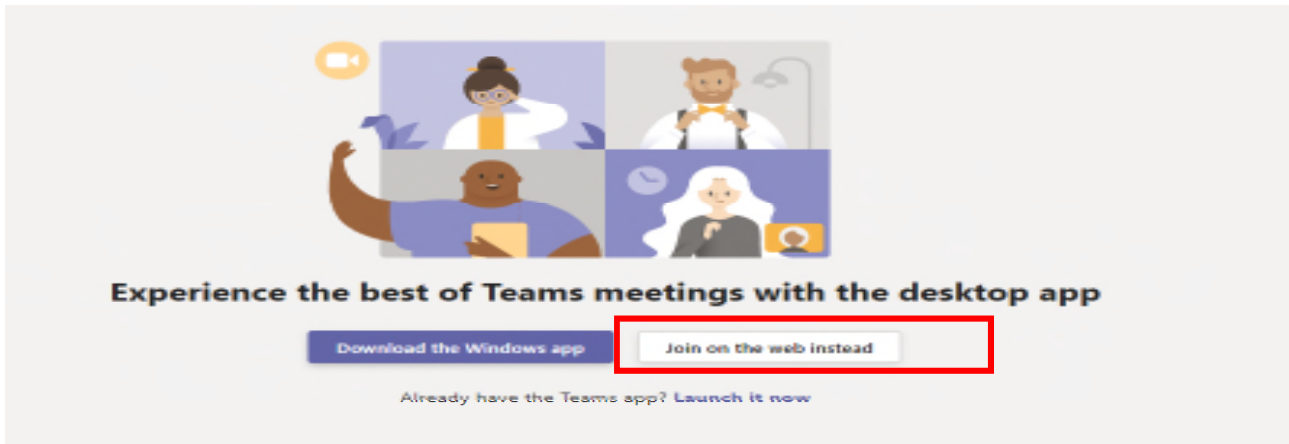
Option 1 (Web browser)

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

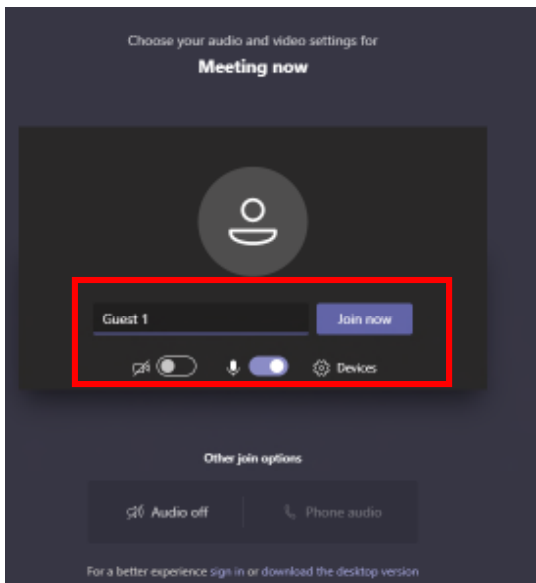
[Join Microsoft Teams Meeting](#)

[Learn more about Teams](#) | [Meeting options](#)

- Click join on the web instead .



- Type your Name and click Join now .



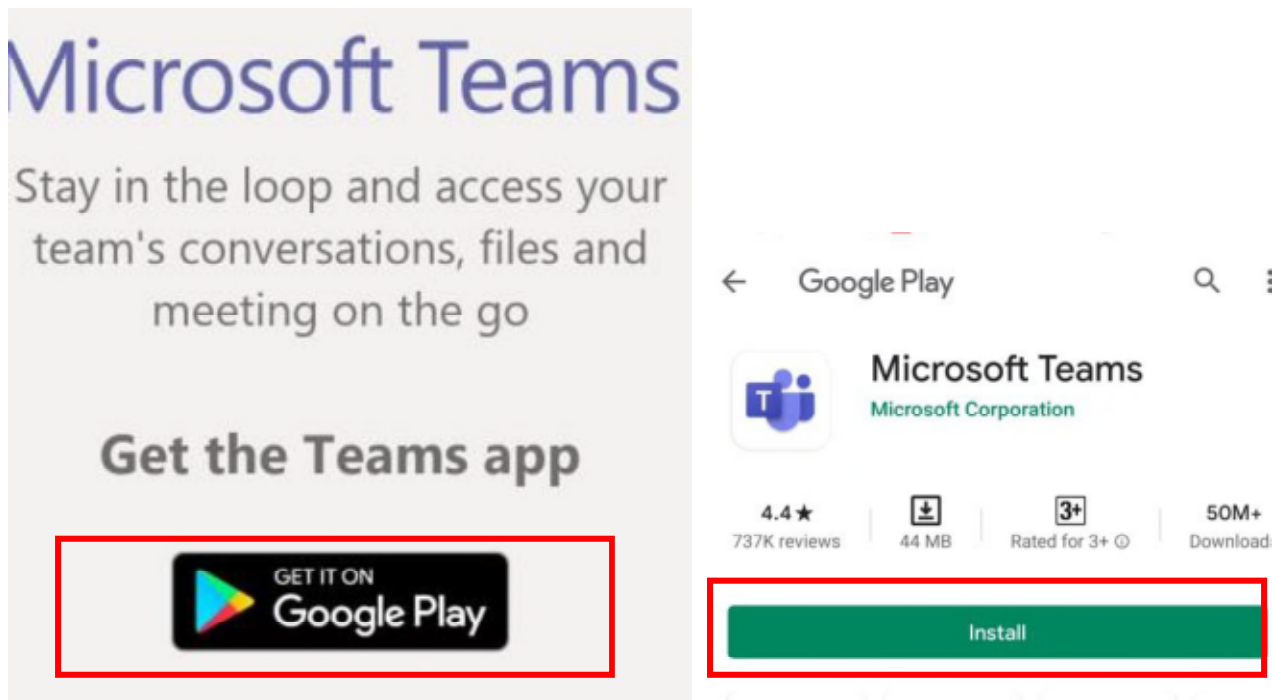
Option 2 (Mobile)

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

[Join Microsoft Teams Meeting](#)

[Learn more about Teams](#) | [Meeting options](#)

- 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.



[Join Microsoft Teams Meeting](#)

- Click any Internet browser and join as a guest.

