



NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“**SS-2**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations, it is proposed to seek the consent of the members (“Members”) of M/s. JOY REALTY LIMITED (“**Company**”), to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot / electronic voting.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

The Board of Directors (“Board”) in its meeting held on 13th February, 2024 has appointed CS Megha Samdani, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021, read with General Circular No. 09/2024 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”) in

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view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and therefore to transact the items as set out in this Postal Ballot Notice and seek approval of Members by way of Ordinary Resolution(s) and or Special Resolutions, through voting by electronic means (remote e-voting) only.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to September 30, 2024, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote e-voting is being initiated to transact business as set out in this Notice. The Company has engaged **National Securities Depository Limited (NSDL)** for facilitating the remote e-voting system. The remote e-voting period commences on 14th February, 2024 (9.00 a.m. IST) Wednesday, and ends on 14th March, 2024 (5.00 p.m. IST) Thursday. The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday 09th February, 2024 ("cut-off date"). In compliance with the aforesaid MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members as the company is sending notice through email as per the exemptions granted by ministry in its circulars time to time. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on the cut-off Friday 09th February, 2024 and whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the Postal Ballot will also be available on the Company's website <https://www.joyrealty.in/> websites of the Stock Exchange, and on the website of **National Securities Depository Limited (NSDL)** i.e. at www.evotingnsdl.com. members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.



In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on 14th February, 2024 (9.00 a.m. IST) Wednesday, and ends on 14th March, 2024 (5.00 p.m. IST) Thursday. The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before 14th March, 2024 and, the results of the voting shall be declared by the Chairman of the Company on or before 15th March, 2024, at Company's Registered Office. The results along with the Scrutinizer's Report will be placed on the Company's website i.e., <https://www.joyrealty.in/> and on the e-voting system link of **National Securities Depository Limited (NSDL)** i.e, at www.evotingnsdl.com The same shall simultaneously be communicated to the BSE Ltd. and Metropolitan Stock Exchange on which the shares of the Company are listed.

The last day of E-voting for postal ballot through electronic voting will be considered to be the date of passing of the resolution stated and transacted through Postal Ballot process (Electronic Voting mode).

ORDINARY RESOLUTION

1. To increase the Authorized Share Capital of the Company and amend the Capital clause in the Memorandum of Association & Articles of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13, 14 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of the Articles of Association, the consent of the Members, be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000 divided into 2,00,00,000 equity shares of Rs. 10 (Rupees Ten only) each to Rs. 23,00,00,000 (Rupees Twenty Three Crore only) divided into 2,30,00,000 Equity Shares of Rs. 10 (Rupees Ten only) each. Company increasing share capital by 30,00,000 shares Equity Shares of Rs. 10 (Rupees Ten only) each.

a. Clause - V of the Memorandum of Association of the Company be and is hereby altered substituted as follow

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The Authorize share capital of the company shall consist of Rs. 23,00,00,000 (Rupees Twenty Three Crore only) divided into 2,30,00,000 Equity Shares of Rs. 10 (Rupees Ten only) each.

2. Offer, Issue and Allot Equity Shares On Preferential Basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and the Metropolitan Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the Equity Shares of the Company having Face Value of Re. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 2,00,00,000 (Two Crore) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee One Only) each per share (‘Preferential Allotment Price’), aggregating to not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), to the Proposed Allottee, who is a Promoter and belongs to the Promoter Group of the Company and also in the public, for consideration of cash to the

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allottees mentioned in **Annexure 1**.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is February 13, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- ii) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.
- iii) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- iv) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- v) The Equity Shares so offered and issued to the Proposed Allottee, are being issued for consideration in cash,
- vi) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.



RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential issue.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited and Metropolitan Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the company hereby chooses Bombay Stock Exchange as its designated stock exchange.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any

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documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

Registered Office:

301, Nector House, Vinayak
CHS, beside parshwanrh
Appartment, Baji Prabhu
Deshpande marg, vile Parle
(w)-400056

By Order of the Board of Directors
For Joy Realty Limited

Place: Mumbai

Date: 13/02/2024

Sd/-

KAPIL JEETENDRA KOTHARI
MANAGING DIRECTOR
DIN: 02979665

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ANNEXURE 1

Sr No	Name Of The Proposed Allottee	Nature of persons who are the ultimate beneficial owner	Equity shares proposed to be allottees	Category
1	Poojan Keyurbhai Mehta	Individual	20,00,000	Promoter
2	Prit Keyurbhai Mehta	Individual	20,00,000	Promoter
3	Kapil Jeetendra Kothari	Individual	20,00,000	Promoter
4	Kenilworth consultancy services LLP	LLP	15,00,000	Non - Promoter
5	Niraj Sanghvi	Individual	15,00,000	Non - Promoter
6	Naysha Niraj Sanghvi	Individual	15,00,000	Non - Promoter
7	Nishra Niraj Sanghvi	Individual	15,00,000	Non - Promoter
8	Manchhaben R. Shah	Individual	6,00,000	Non - Promoter
9	Himali Atul Shah	Individual	6,00,000	Non - Promoter
10	Meena Nalin Shah	Individual	6,00,000	Non - Promoter
11	Mansi Nalim Shah	Individual	6,00,000	Non - Promoter
12	Khushboo Atul Shah	Individual	6,00,000	Non - Promoter
13	Nishita Harsh Shah	Individual	6,00,000	Non - Promoter
14	Dhruvi Nalin Shah	Individual	6,00,000	Non - Promoter
15	Ramaniklal Kunvarji Shah(HUF)	HUF	6,00,000	Non - Promoter
16	Atul Ramaniklal Shah(HUF)	HUF	6,00,000	Non - Promoter
17	Nalin Ramniklal Shah(HUF)	HUF	6,00,000	Non - Promoter
18	Nirzari Kunal Mehta	Individual	20,00,000	Non - Promoter

Notes:

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted by way of Postal Ballot process (Through Electronic E- voting System Only) is annexed and forms part of this Notice.

2. In compliance with the MCA Circulars, the hard copy of Postal Ballot Notice along With Postal Ballot Forms and prepaid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on Friday, 9th February, 2024 (“cut-off date”) and whose email addresses are registered with the Company/ Depositories viz. National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and no. of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, and Vikhroli (West), Mumbai-400083. Email id: rnt.helpdesk@linkintime.co.in

3. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.

4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.

5. The E-voting will remain open for the Members for exercising their voting 14th February, 2024 (9.00 a.m. IST) Wednesday, and ends on 14th March, 2024 (5.00 p.m. IST) Thursday, both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 9th February 2024 may cast their vote electronically. The e-voting module shall be disabled by 5:00 P.M. on Thursday, 14th March, 2024 for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be uploaded on the Company’s website to facilitate online inspection up to the last date for exercising the voting.



7. CS Megha Samdani, Practicing Company Secretary (Membership No. A41630 COP No. 21853) has been appointed by Board of Directors in its meeting held on 13th February, 2024 as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.

8. The Notice shall also be uploaded on the Company's website at <https://www.joyrealty.in/>, on the website of BSE limited at www.bseindia.com, on the website of Metropolitan Stock Exchange at <https://www.msei.in/>.

9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot events and information shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

10. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 06:00 P.M. on all working days from the date of dispatch till the last day of E-voting.

11. The scrutinizer will submit his Report to Chairman after completion of the Scrutiny on or before 5:00 P.M. on Friday, 15th March, 2024 and the results of the voting will be announced by the Chairman on or before 5:00 P.M. on Friday, 15th March, 2024 and will also be displayed on the Company website (<https://www.joyrealty.in/>) and communicated to the Stock Exchanges (BSE Ltd.) (MSEI), Depository, the Registrar and Share Transfer Agent.

12. The Scrutinizer's decision on the validity of the Votes (through E-voting mode only) on Postal Ballot process shall be final.

13. The results of the postal ballot will be declared not later than one working days i.e., Friday, 15th March, 2024 of conclusion of remote e-voting i.e., 14th March 2024. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., <https://www.joyrealty.in/> and on the e-voting system link of (NSDL) i.e. at www.evotingnsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange where the Company's shares are listed.

14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of declaration of results i.e., Friday, 15th March, 2024. Further, resolutions passed by the Members through remote e-voting are deemed to have been



passed effectively at a general meeting.

15. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Ms. Komal Keshwani, Company Secretary & Compliance Officer at: Email ID: Compliance.joyrealty@gmail.com or to the Registrar and Transfer Agent, M/s Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, and Vikhroli (West), Mumbai-400083. Email id: rnt.helpdesk@linkintime.co.in

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 14th February, 2024 (9.00 a.m. IST) Wednesday, and ends on 14th March, 2024 (5.00 p.m. IST) Thursday. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 9th February, 2024, may cast their vote electronically.

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"> 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 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. 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

3. 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 **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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

- 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.

	<p>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.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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. 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'.
 - (ii) 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.com 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 samdanikalani@gmail.com with a copy marked to evoting@nsdl.com. 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 Abhijeet Gunjal at evoting@nsdl.com

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 Compliance.joyrealty@gmail.com
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 Compliance.joyrealty@gmail.com
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.com for procuring user id and password for e-voting by providing above mentioned documents.



4. 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:

301, Nector House, Vinayak
CHS, beside parshwanrh
Appartment, Baji Prabhu
Deshpande marg, vile Parle
(w)-400056

By Order of the Board of Directors
For Joy Realty Limited

Place: Mumbai
Date: 13/02/2024

Sd/-
KAPIL JEETENDRA KOTHARI
MANAGING DIRECTOR
DIN: 02979665



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required by Section 102 (1) of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relation to the business mentioned under item No. 1 and 2 of the accompanying Notice:

Item 1

In order to expand the capital structure of the Company and to enable the Company to issue Preferential issue, it is proposed to increase the authorized share capital of the Company from 20,00,00,000 divided into 2,00,00,000 equity shares of Rs. 10 (Rupees Ten only) each to Rs. 23,00,00,000 (Rupees Twenty Three Crore only) divided into 2,30,00,000 Equity Shares of Rs. 10 (Rupees Ten only) each and, by way of creation of an additional 30,00,000 (Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the company, As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals. The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting. Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

Item 2

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E- Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:



1. Objects of this issue:

To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, exploring new initiatives, working capital, and other general corporate purposes] by way of fresh issue for cash.

2. Maximum number of specified securities to be issued:

The Company intends to issue securities of the Company in the following manner:

- a. 2,00,00,000 (Two Crore) Equity shares of face value of Rs.10/- per share.

Thus, based on the assumption that all the Equity shares of face value Rs.10/- of the Company, the Company intends to issue a maximum of 2,00,00,000 equity shares of face value Rs.10/- per share at a price to be determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018 read with Articles of Association of the Company in the following manner:

3. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

Mr, Kapil Kothari, Mr. Poojan Keyurbhai Mehta and Mr. Prit Mehta Promoters who has proposed to subscribe 60,00,000 equity Shares of face value Rs. 10/- per share. None of the promoters / remaining directors / key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares and / or Equity Warrants.

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

SR. NO.	CATEGORY	PRE-ISSUE *		POST-ISSUE (from date of allotment)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding:				
	Individual	17,71,431	73.71	77,71,431	34.69
	Bodies Corporate	-	-	-	-
	Sub Total (A)	17,71,431	73.71	77,71,431	34.69
B	Non-Promoters' holding:				
	Individual	5,88,689	24.49	1,12,88,689	50.39
	Others [including HUF, NRI, IEPF Authorities, etc.]	43,160	1.8	33,43,160	14.92
	Sub Total (B)	6,31,849	26.29	1,46,31,849	65.31
	GRAND TOTAL (A+B)	24,03,280	100.00	2,24,03,280	100

*** Notes:-**

- The above shareholding pattern has been prepared on the basis of shareholding as on 31st December, 2023 as provided by the Registrar and Share Transfer Agent.
- The post-issue shareholding pattern has been arrived on the assumption that
(a) 2,00,00,000 Equity Shares issued and allotted.

5. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of:

- date of the approval of this special resolution; or
- Receipt of last of the approval/permission required for such allotment from any regulatory authority (including but not limited to the in-principle approval of the

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CIN: L65910MH1983PLC031230

Email id: Compliance.joyrealty@gmail.com



Stock Exchanges for issuance of the securities stated above to the Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them is attached as per Annexure 2:

Note: The Post Issue Capital percentages have been calculated considering fully diluted equity share capital addition of as follows:

- **Existing Capital of 2403280 equity shares + (a) 2000000 equity shares proposed to be issued on preferential basis, (as stated hereinabove equity shares issued and allotted.)**

7. Lock in period:

The prior holding of the proposed allottees, equity shares proposed to be allotted on preferential basis and equity shares proposed to be allotted upon conversion of equity shares shall be subject to lock- in for such period as specified under Chapter V of the SEBI ICDR Regulations.

8. Change in the control, if any:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.

9. Price of the issue:

The offer price of equity shares of face value Rs.10/- (Rupees Ten only) per equity share shall be Rs. 10 per share as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018 read with Articles of Association of the Company. The Pricing Certificate so obtained from the IBBI Registered Valuer **Mr. Manish Kumar Bhagat (IBBI Regn No. IBBI/RV/06/2020/13484) having his office at B-1204, Shilp Corporate Park, Rajpath Rangoli Road Next to Aaron Spectra, Thaltej, Ahmedabad – 380054** is available at the registered office of the Company for your review and is placed on the website of the Company at: <https://www.joyrealty.in/>.



The Pricing Certificate as issued by CS Megha Samdani, Practicing Company Secretary (Membership No. A41630 COP No.21853) having office at 41, Rajratna Society, Near Gita Gauri Cinema Odhav, Ahmedabad-382415 is also available at the registered office of the Company for your review and is placed on the website of the Company at: <https://www.joyrealty.in/>

10. Relevant Date: The Relevant Date, on the basis of which the price of the proposed issue of equity shares on preferential basis is determined, is 13th February 2024.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the CS Megha Samdani, Practicing Company Secretary (Membership No. A41630 COP No.21853) certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till Wednesday, 14th March 2024. Further, a copy of the Compliance Certificate is also available in the “Investors” tab on the website of the Company at the following link: <https://www.joyrealty.in/>

13 Undertakings:

- (a) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- (b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- (c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

14. Wilful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of its promoters or directors are wilful defaulters or fraudulent borrowers. The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members.

The Board of Directors, therefore, recommends the resolution for your approval.

Except Mr, Kapil Kothari, Mr. Poojan Keyurbhai Mehta and Mr. Prit Mehta Promoters, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any

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relatives of such Director or KMPs, are concerned or interested in the proposed Special Resolutions.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board recommends the Special Resolution set out at Item No. 02 of the Notice for approval of Member

Registered Office:

301, Nector House, Vinayak
CHS, beside parshwanrh
Appartment, Baji Prabhu
Deshpande marg, vile Parle
(w)-400056

By Order of the Board of Directors
For Joy Realty Limited

Place: Mumbai
Date: 13/02/2024

Sd/-
KAPIL JEETENDRA KOTHARI
MANAGING DIRECTOR
DIN: 02979665

Annexure 2

Sr No	Name Of The Proposed Allottee	Nature of persons who are the ultimate beneficial owner	Name of beneficial owner	Pre - issue			Number of Equity Shares proposed to be allotted	Post-Issue		
				Category (Promoter/ Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter/Non-Promoter)	No. of Shares	Percentage holding (%)
1	Poojan Keyurbhai Mehta	Individual	-	Promoter	3,85,714	16.05	20,00,000	Promoter	23,85,714	10.65
2	Prit Keyurbhai Mehta	Individual	-	Promoter	3,72,800	15.51	20,00,000	Promoter	23,72,800	10.59
3	Kapil Jeetendra Kothari	Individual	-	Promoter	8,88,838	36.98	20,00,000	Promoter	28,88,838	12.89
4	Kenilworth consultancy services LLP	LLP	Niraj Sanghvi	-	-	-	15,00,000	Non - Promoter	15,00,000	6.7
5	Niraj Sanghvi	Individual	-	-	-	-	15,00,000	Non - Promoter	15,00,000	6.7
6	Naysha Niraj Sanghvi	Individual	Niraj Sanghvi - Guardian	-	-	-	15,00,000	Non - Promoter	15,00,000	6.7
7	Nishra Niraj Sanghvi	Individual	Niraj Sanghvi - Guardian	-	-	-	15,00,000	Non - Promoter	15,00,000	6.7
8	Manchhaben R. Shah	Individual	-	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
9	Himali Atul Shah	Individual	-	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
10	Meena Nalin Shah	Individual	-	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
11	Mansi Nalim Shah	Individual	-	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
12	Khushboo Atul Shah	Individual	-	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
13	Nishita Harsh Shah	Individual	-	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
14	Dhruvi Nalin Shah	Individual	-	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
15	Ramaniklal Kunvarji Shah(HUF)	HUF	Ramaniklal Kunvarji Shah	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
16	Atul Ramaniklal Shah(HUF)	HUF	Atul Ramaniklal Shah	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
17	Nalin Ramniklal Shah(HUF)	HUF	Nalin Ramniklal Shah	-	-	-	6,00,000	Non - Promoter	6,00,000	2.68
18	Nirzari Kunal Mehta	Individual	-	-	-	-	20,00,000	Non - Promoter	20,00,000	8.93