



SIKOZY REALTORS LIMITED

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.
Tel.: 02148221745

NOTICE

NOTICE is hereby given that the 01st Extra-Ordinary General Meeting ('EGM') for the Financial Year 2025-2026 of the Members of **Sikozy Realtors Limited** ("the Company") will be held on **Friday, August 08, 2025 at 12:30 PM (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") deemed to be conducted at the Registered Office of the Company at B-3, Trishul Apartment, Village Mudre Khurd, Taluka-Karjat, Raigad, Maharashtra, 410201 to transact the following businesses:

SPECIAL BUSINESS:

1. Capital Reduction of 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each of the Company.

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

"RESOLVED THAT pursuant to Section 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder including the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("NCLT Rules") and any other applicable provisions of law (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Article 10 of the Articles of Association of the Company and subject to the confirmation by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") and such other approvals, consents, permissions and sanctions as may be required to be obtained from appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/or third parties and subject to the terms and conditions, as may be prescribed while granting such approvals, consents, permissions and sanctions by the NCLT and/or any other appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/or third parties connected with the Reduction of Share Capital and which may be agreed to by the Board of Directors of the Company ("**Board**") (which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board), the approval of the Shareholders of the Company ("**Members**") be and is hereby accorded to the Scheme of Reduction of Share Capital as submitted to BSE Limited, ("**Scheme**") and to reduce the accumulated losses of the Company to the extent of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) out of Total Accumulated Loss of Rs. 6,03,74,113/- (Rupees Six Crores Three Lakhs Seventy Four Thousand One Hundred Thirteen Only) and the same to be set-off against the paid up capital of the Company from Rs. 4,45,83,000/- (Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Rupees One only) each to INR 44,58,300/- (Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only).



RESOLVED FURTHER THAT the issued, subscribed and paid-up equity share capital of the Company be reduced from Rs. 4,45,83,000/- (Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Rupees One only) each to INR 44,58,300/- (Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only), as on record date.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby also accorded for Reduction of Share Capital of the Company by making corresponding adjustments by way of debit to:

The paid-up equity share capital for 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only);

RESOLVED FURTHER THAT upon confirmation of the Scheme by NCLT and the aforesaid authorities and becoming effective and operative, without any further act or deed by the equity shareholders (including but not limited to sending appropriate instructions to the depository participants NSDL and CDSL), the abovementioned equity shares of the Company i.e. 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) on record date shall stand cancelled, extinguished and rendered invalid without any obligations and consequences of whatsoever nature to the Company.

RESOLVED FURTHER THAT subject to confirmation of the Scheme by NCLT and all other approvals from any other appropriate authorities, the Company shall not be required to add the words "And Reduced" to its name subsequent to such reduction of equity share capital of the Company.

RESOLVED FURTHER THAT the Board and the 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, expedient, proper or desirable to give effect to the resolution and the Scheme, including, making any modifications to the Scheme, statutory form filings, making application to authorities, regulatory or otherwise and to settle any matter, question, difficulty or doubt that may arise in regard to the Scheme as it may deem necessary, proper, desirable or expedient without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorized, in its absolute discretion, to bring into effect the abovementioned resolution on such other terms and conditions as it may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate bodies/authorities while according their sanction or consent to the Capital Reduction or to suspend, withdraw or revive the proposal for Capital Reduction from time to time as may be specified by any statutory authority or as the Board may suo-moto decide in its absolute discretion.



RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorized to delegate all or any of the powers here in conferred, to a committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Scheme and settle any questions or difficulties that may arise in regard to the Scheme."

**By order of the Board
For Sikozy Realtors Limited**



**Jigar Desai
Director
DIN: 00110653**



Date: 03rd July, 2025

Place: Mumbai

Regd. Office:

B-3, Trishul Apartment, Village Mudre Khurd,
Taluka-Karjat, Raigad,
Maharashtra, 410201.

CIN: L45200MH1992PLC067837

NOTES:

1. Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 09/2024 dated 19th September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25th September 2023, 10/2022 dated 28th December 2022, 02/2022 Dated 5th May 2022, No. 20/2020 dated 5th May 2020, No. 17/2021 dated 13th April 2021 and No. 14/2021 dated 8th April 2021 (collectively referred to as "MCA Circulars"), has permitted Companies to hold their Extra Ordinary General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM).

In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this Extra Ordinary General Meeting (EGM) is being held through VC / OAVM. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at B-3, Trishul Apartment, Village Mudre Khurd, Taluka-Karjat, Raigad, Maharashtra, 410201, which shall be deemed venue of the EGM.

2. As per the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and, a proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has engaged the services of Bigshare Services Private Limited for facilitating remote e-voting and e-voting on the date of EGM.
4. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of EGM to those Members who request the same at sikozyrealtorsltd@gmail.com mentioning their Folio No./DP ID and Client ID. Members may note that the EGM Notice has been uploaded on the website of the Company: www.sikozyrealtors.in, and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and is also available on the website of Bigshare Services Private Limited -<https://www.bigshareonline.com/>.
5. Institutional / corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to attend the EGM through VC/OAVM and to vote on their behalf. The said resolution/authorization letter shall be sent to the Scrutinizer by e-mail through its registered email address to uhegdeassociates@gmail.com with a copy marked to sikozyrealtorsltd@gmail.com Institutional investors are encouraged to attend and vote at the meeting through VC/OAVM.



6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses, as set out above is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to sikozyrealtorsltd@gmail.com.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, 01st August, 2025.
9. Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
10. Since the EGM will be held through VC / OAVM, the Route Map is not required and hence not annexed to this Notice.
11. Shri Umashankar K Hegde (Membership No. A22133) Proprietor of M/s U.Hegde & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during EGM in a fair and transparent manner.
12. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.sikozyrealtors.in and on the website of Bigshare Services Private Limited: <https://www.bigshareonline.com/> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Company shall simultaneously communicate the results to the BSE Limited (BSE) where the shares of the Company are listed, within two working days of conclusion of the EGM.

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY
GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, August 05, 2025 at 9.00 AM and will end on Thursday, August 07, 2025 at 5.00 PM. The remote e-voting module shall be disabled by Bigshare Services Private Limited for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cutoff date i.e., Friday, 01st August, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 01st August, 2025.



The procedure and instructions for remote e-voting are, as follows:

The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.



Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is 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.jsp</p> <p>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 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</p>



	<p>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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request a helpdesk.evoting@cdslindia.com or contact at toll free No 1800 22 55 33.
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.com or call at 022- 48867000.



Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.

Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.

Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.

Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.

Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'

Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

After successful login, Bigshare E-voting system page will appear.

Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.

Select event for which you are desire to vote under the dropdown option.

Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.

Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number



of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

Custodian registration process for i-Vote E-Voting Website:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.

Enter all required details and submit.

After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'

Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal. Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).

Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".

Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)

Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.

Select the Event under dropdown option.

Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.



Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

After successful login, Bigshare E-voting system page will appear.

Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.

Select event for which you are desire to attend the AGM/EGM under the dropdown option.

For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.

Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338



STATEMENT PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.1

Capital Reduction of 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) of the Company:

Background:

The proposed reduction of the equity share capital of Company is being undertaken in accordance with the provisions of Section 66 read with other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under and specifically the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("NCLT Rules"), which permit a company to under take a reduction of its share capital in any manner and pursuant to Article 10 of Articles of Association of the Company, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time BSE In principle Approval/ Observation Letter for Reduction of Share Capital and subject to confirmation by the National Company Law Tribunal, Mumbai Bench ("NCLT").

The present business losses of the Company as on March 31, 2024 stands at Rs. 6,03,74,113/- (Rupees Six Crores Three Lakhs Seventy Four Thousand One Hundred Thirteen Only) and the same is not represented by any assets of the Company. Further the Company had filed necessary application before the Stock Exchange where the equity shares of the Company are listed i.e. BSE Limited ("BSE") seeking their No-Objection to the Scheme and they have issued Non-Applicability of Regulation 37 of SEBI (LODR), Regulations, 2015, dated 16th June, 2025 consequent to recently amended the regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024, to provide inter-alia that:

"Nothing contained in this regulation shall apply to draft schemes which solely provide for writing off the accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity:

Provided that such draft schemes shall be filed with recognized stock exchanges for the purpose of disclosures".

The proposed Reduction of Equity Share Capital of the Company will not have any adverse effect on the any of the Creditors of the Company or the Company's ability to fulfill its commitments or meet its obligations in the ordinary course of business as there is no pay-out resulting from the proposed Capital Reduction.

The Capital Reduction in the manner proposed would be beneficial to all the Shareholders of the Company as the same shall ensure that the total paid of equity share capital of the Company post reduction of capital of the Company will represent the actual available capital of the Company.



1. Capital Structure of the Company as on March 31, 2024:

Share Capital	Amount in Rs.
Authorised: 8,00,00,000 Equity Shares of Re. 1/- each	Rs. 8,00,00,000/-
Issued, Subscribed and Paid-Up: 4,45,83,000 Equity Shares of Re. 1/- each	Rs. 4,45,83,000/-

2. Accumulated Losses:

As on March 31, 2024 the Company has total accumulated losses amounting to Rs. 6,03,74,113/- (Rupees Six Crores Three Lakhs Seventy Four Thousand One Hundred Thirteen Only), which are not represented by any available assets to represent the true and fair view of the Company's financial position to all the Stake Holders:

- The reason for the losses is the Company had entered the joint venture for developing projects in Karjat and Mumbai, the Company was hopeful to turn around and become profitable but those projects did not take-off and the Company has no choice but to write it off.
- The Company has been incurring losses for past couple of years and due to business losses the present business of the Company suffered.
- In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value.
- As on the effective date the paid up capital of the Company was of 4,45,83,000/- (Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Rupees One only).

3. Effective Date and Operative Date:

This reduction of capital shall be effective from the Effective Date i.e. the date on which certified copies of the order of the respective Hon'ble NCLT under Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules framed there under, if any, are filed with the Ministry of Corporate Affairs, Office of the Registrar of Companies.

4. Reduction of paid up share capital against accumulated losses:

As on the effective date the Subscribed, Issued and Paid -up capital of the Company shall stand reduced from Rs. 4,45,83,000/- (Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Rupees One only) each to INR 44,58,300/- (Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each, to write-off out of total accumulated losses of Rs. 6,03,74,113/- (Rupees Six Crores Three Lakhs Seventy Four Thousand One Hundred Thirteen Only) be and is hereby authorized to set off the accumulated losses of the Company of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid



INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.

This reduction is amount to 90.00% of the Paid up equity share capital of the Company.

Post Reduction the paid up equity share capital of the Company will not exceed 44,58,300/- (Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Rupees One only).

5. Fractional Shares:

"The fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the draft scheme.

6. Auditors' Certificate:

B K G & Associates, Chartered Accountants, Statutory Auditor of the Company, has issued a certificate stating that the capital reduction is being done in accordance with the Generally Accepted Accounting Principles in India and Listing Regulations and Circular(s) issued thereunder.

7. Others:

Notwithstanding the reduction as mentioned above, the Company will be praying before the NCLT that the Company be exempted to add "And Reduced" as a suffix to its name and the Company shall continue in its existing name since no pay out is being made to any existing Members and the Company will be able to discharge its liability in the due course of business.

The Special Resolution, if approved by the Members of the Company with requisite majority, will be subject to the confirmation by NCLT as per Section 66(3) of the Companies Act, 2013 read with the NCLT Rules.

A copy of the Scheme setting out in detail the terms and conditions of the proposed Scheme which has been duly approved by the Audit Committee and the Board of Directors of the Company at its meetings held on 27th September, 2024, is enclosed as **Annexure 1** to this Notice.

A copy of the Scheme alongwith the documents submitted to BSE has been uploaded on the website of the Company at www.sikozyrealtors.in BSE (the Designated Stock Exchange) has issued Non-Applicability Letter w.r.t Regulation 37 SEBI (LODR), 2015, dated June 16, 2025 to the above proposed reduction of share capital of the Company. A copy of the aforesaid Non-Applicability Letter is enclosed as **Annexure 2** to this notice.

8. General Information and disclosures:

- Article 10 of the Articles of Association of the Company provides for Reduction of Capital of the Company by way of a special resolution in accordance with the provisions of the Act.
- The Capital Reduction will not cause any prejudice to any of the Creditors of the Company. The Creditors of the Company are in no way affected by the proposed Capital Reduction, as there is no payout to the Members of the Company nor a reduction in the amount payable to any of the Creditors.



of the Company are in no way affected by the proposed Capital Reduction, as there is no payout to the Members of the Company nor a reduction in the amount payable to any of the Creditors.

- Further, the proposed Capital Reduction will not have any impact on the operations of the Company or the ability of the Company to honour its commitment or to pay its debts in the ordinary course of business.
- All documents referred to in the accompanying Special Resolution and Explanatory Statement annexed thereto are made available on the Company's website at www.sikozyrealtors.in and would also be available for inspection to the Members at the Registered Office of the Company between 11:00 AM (IST) and 1:00 PM (IST) on any working day, except Saturdays, Sundays and public holidays, till the last date for voting by the Members.

The Board of Directors believe that the proposed Scheme is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying Notice for approval by Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way whether, concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No. 1 of the Notice.

By order of the Board
For Sikozy Realtors Limited


Jigar Desai
Director
DIN: 00110653



Date: 03rd July, 2025

Place: Mumbai

Regd. Office:

B-3, Trishul Apartment, Village Mudre Khurd,
Taluka-Karjat, Raigad,
Maharashtra, 410201.

CIN: L45200MH1992PLC06783



SIKOZY REALTORS LIMITED

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.
Tel.: 02148221745

Annexure – A

DRAFT SCHEME OF REDUCTION OF CAPITAL

UNDER SECTION 66 OF THE COMPANIES ACT, 2013 READ WITH
NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR
REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016

BETWEEN

SIKOZY REALTORS LIMITED

AND

IT'S SHAREHOLDERS

The Scheme is divided into the following parts:

- (a) Part I deal with the preamble;
- (b) Part II deals with Rationale and salient Features of the scheme;
- (c) Part III deals with the Definitions and Share capital;
- (d) Part IV deals with Reduction of Share Capital and adjustment of Debit balance in the profit and Loss account of the Company;
- (e) Part V deals with the General Clauses.

PART I: PREAMBLE

The Scheme of Reduction of Capital is made pursuant to the provisions of Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of share capital of the company) Rules, 2016 as well as various other matters consequential or otherwise integrally connected herewith in the manner provided for in the scheme. The purpose of the Scheme is Reduction of Equity Share Capital under the provisions of Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of share capital of the company) Rules, 2016 to undertake financial restructuring and reconstruction of the company whereby the company would write off carried forward accumulated losses of past years by reduction of 90% of its paid-up equity shares capital on proportionate basis so as to give true and realistic view of the value of the shares and present liner balance sheet of the company. This has given rise to the need to re-adjust the relation between capital and assets and to



accurately and fairly reflect the liabilities and assets of the Company in its books of accounts and also to operate with leaner base balance sheet.

BRIEF BACK GROUND OF THE COMPANY

SIKOZY REALTORS LIMITED (hereinafter called "the Company" or "SRL") is a Company having CIN L45200MH1992PLC067837 was incorporate under the Companies Act, 1956, on 23rd July, 1992 in the name of Griffin Chemicals Limited, in the state of Maharashtra as a Public Limited Company with its Registered Office situated at Mumbai and obtained Certificate of Commencement of Business on 8th October 1992, is engaged in the real estate business. The company marked its entry into the real estate business by undertaking a residential project at Ghatkopar in Mumbai.

The Main Objects of the Company as per clause III A of the Memorandum of Association are:

- (i) To carry on the business as developers, builders, erect, demolish, alter, repair, or removing contractors, estate agents, engineers, consulting engineers, supervisors, management consultants, advisors, architects, erectors, constructors, interior decorators of building, convention centre, business centre, club house, entertainment centre, roads, infrastructure facilities, school, colleges, hospitals, malls, retail spaces, shopping arcade, house apartment, structures, shelters and or residential, office, industrial, institutional or commercial complex, co-operative housing societies, township, holiday resorts, hotels, motels and to purchase, sale, resale, trade transfer, give on leave and license or to do business of the above in the manner whatsoever.

PART II: RATIONALE & SALIENT FEATURES OF THE SCHEME

a. The Company has total accumulated losses of Rs.6,03,74,113/- (Rupees Six Crores Three Lakhs Seventy Four Thousand One Hundred Thirteen Only) as per the latest Audited financials i.e. as on 31st March, 2024, which has wiped off the value represented by the share capital of the company. The financial statement and balance sheet of the company is not reflecting the true health and position of the company. In order to ensure the financial statement of the company reflect the true and real state of affairs and position of the Company, and that the Capital which is lost due to past accumulated losses is no longer reflect in and continued to be shown on the facts of balance sheet of the Company, and with the future prospect of growth and value addition to the shareholders the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt, it is necessary to write off the capital which is lost and not represented by any tangible assets.

b. In order to get fresh infusion of funds for the revival of business operations, which otherwise due to presence of continuous losses is not possible, the promoters of the petitioner company have proposed a restructuring in a manner that the accumulated losses gets cleaned up to the extent possible;



c. After detailed deliberations the Board of Directors of the Company is of the view that reduction of capital in accordance with section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016, is the only practical and economically efficient legal option available to the Company. In order to reflect its assets and liabilities at their real value and maximize its business value, the Company proposes to reduce the equity share capital of the Company in accordance with section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.

d. For ensuring that the financial statements of the Company reflect the real picture and the Capital which is lost is not continued to best on the face of balance sheet it is necessary to carry out reduction of capital of the Company.

e. The reduction of Capital in the manner proposed would enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.

f. The Scheme of Reduction of Share Capital is presented with a view to achieve Restructuring of the Company which would result in reducing of the accumulated losses of the Company and improvement in financial health as more business activities shall be brought into the Company thereby preventing it from becoming a sick company.

g. The Scheme of Reduction of Share Capital will result in reflecting the financial statements at the actual values which would enhance shareholders value and confidence.

h. The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as whole.

i. The Scheme of Reduction, after full implementation, will result in making its balance sheet leaner and downsized.

j. The reflection of true financial statement of the Company would ensure company to attract new source of revenue.

SALIENT FEATURES OF THE SCHEME

This Scheme is presented as a Scheme of Reduction of Share Capital between "SRL" and Shareholders pursuant to section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016 and all other applicable provisions of the companies Act, 2013 or any other rule or Law for the time being in force.

The salient features of the Scheme inter alia are as follows: -

The scheme provides for the reduction of the equity share capital of "SRL" pursuant to section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.



Part III: DEFINITIONS AND SHARE CAPITAL

DEFINITIONS

In this scheme unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as mentioned herein below:

- 1.1. 'Act' means the Companies Act, 2013, as the case may be, the rules and regulations made there under and will include any statutory modifications, re-enactments and/or amendments thereof from time to time;
- 1.2. 'Accumulated Losses' means the losses that have been carried forward from previous years and the amount shown in the audited financial result of the Company as on 31st March, 2024;
- 1.3. 'Board' or 'Board of Directors' means Board of Directors of the Company;
- 1.4. 'BSE' shall mean BSE Limited;
- 1.5. 'Company' means **SIKOZY REALTORS LIMITED** (hereinafter called "the Company" or "SRL") is a Company having CIN L45200MH1992PLC067837 was incorporated under the Companies Act, 1956, on 23rd July, 1992 in the name of Griffin Chemicals Limited. Subsequently the name of the company was changed to SIKOZY REALTORS LIMITED, vide fresh certificate of incorporation consequent to change of name issued by the Registrar of Companies on 26th May, 2009;
- 1.6. 'Listing Regulation' shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- 1.7. 'Rules' means National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.
- 1.8. 'Listing Agreement' shall mean an agreement that is entered into between a recognized stock exchange and an entity, on the application of that entity to the recognized stock exchange, undertaking to comply with conditions for listing of designated securities as per the provisions of the Listing Regulations;
- 1.9. 'Record Date' shall mean the date to be fixed by the Board of Directors of the Company for reckoning the shareholding of the equity shareholders which shall be reduced upon coming into effect of this Scheme;
- 1.10. 'SEBI' shall mean the Securities and Exchange Board of India;
- 1.11. 'Stock Exchange' shall mean BSE Limited;
- 1.12. 'The NCLT' shall mean National Company Law Tribunal (NCLT) or such tribunal or any other appropriate forum or authority having jurisdiction to approve the Scheme as per the law for the time being in force;



1.13. 'The Effective Date' for the Scheme shall mean the date on which certified copies of the order of the NCLT under Sections 66 of the Companies Act, 2013 and other applicable provisions of the Act, if any, are filed with the Registrar of Companies;

1.14. 'This Scheme' or 'The Scheme' or 'Scheme' means this scheme of reduction of capital between the Company & its shareholders in its present form or with such alterations/modifications as may be approved by the National Company Law Tribunal (NCLT) of relevant jurisdiction under the applicable law;

All terms and words not defined in the Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Contract Regulation Act, 1956, Securities and Exchange Board of India Act, 1992, Companies Act, 2013, Depositories Act, 1996, Listing Regulations, Listing Agreement and other applicable laws, rules, regulations, bye laws, as the case may be or statutory modifications or re-enactments thereof from time to time.

The share capital of the Company as on 30th June, 2024 is as under:

Particulars	Amount (In Rs.)
Authorized Share Capital	
8,00,00,000 Equity Shares of Re. 1/- each	8,00,00,000
Total	8,00,00,000
Issued, Subscribed and Paid-up Share Capital	
4,45,83,000 Equity Shares of Re. 1/- each	4,45,83,000
Total	4,45,83,000

Subsequent to 30th June, 2024, and up to the date of approval by the Board of Directors of the Company, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company.

PART IV: REDUCTION AND REORGANISATION OF SHARE CAPITAL OF THE COMPANY

- As per the Provisions of Section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable provisions if any:
 - The Company has total accumulated losses of Rs.6,03,74,113/- (Rupees Six Crores Three Lakhs Seventy Four Thousand One Hundred Thirteen Only) as per the latest Audited financials i.e. as on 31st March,2024.
 - Upon the Scheme becomes effective and after obtaining the necessary approvals, consent, permissions, the Subscribed, Issued and Paid-up capital of the Company shall stand reduced from Rs. 4,45,83,000/- (Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Rupees One only) each to INR 44,58,300/- (Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven



Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each, to write-off out of total accumulated losses of Rs.6,03,74,113/- (Rupees Six Crores Three Lakhs Seventy Four Thousand One Hundred Thirteen Only) be and is hereby authorized to set off the accumulated losses of the Company of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.

Since reduction of share capital is on proportionate basis, there shall not be any changes in the percentage shareholding of any shareholder of the Company.

(c)The scheme does not involve any conveyance or transfer of any property of the Company and consequently the order of the Hon'ble National Company Law Tribunal of relevant jurisdiction approving the scheme will not attract any stamp duty, under the Stamp Act, in this regard.

(d) Upon this Scheme becoming effective, the Company shall, without any further application, act, instrument or deed, give effect to the Capital Reduction and the revised structure of the share capital of the company shall be reflected in the books of accounts of the Company in the following manner as on the effective date.

Particulars	As on 30 th June, 2024		Post Capital reduction in terms of this Scheme	
	Number of Equity shares	Amount (INR)	Number of Equity shares	Amount (INR)
Authorized equity share capital	80000000	80000000	80000000	80000000
Authorized Unclassified Share Capital	-	-	-	-
Paid-up equity share capital	4,45,83,000	4,45,83,000	44,58,300	44,58,300

Reserves and Surplus:

Reserves	Pre - Capital Reduction	Post Capital Reduction
Securities Premium	1,80,61,870	1,80,61,870
Surplus	-	-
Profit and Loss Account	(6,03,74,113)	(2,02,49,413)
Other Reserves	NIL	NIL

(e)Upon the scheme coming into effect, with the above reduction of the equity share capital of the company in accordance with the above clause:



Existing 4,45,83,000 Equity Shares of Rupees 1/- each shall be reorganized into 44,58,300 Equity Shares of Rupee 1/- each fully paid up. Consequently, every shareholders of the Company whose name appear on the register of members on the Record date shall be issued new equity shares of face value of Re. 1/- (Rupees One) fully paid up in proportion to their equity shares of Re. 1/- (Rupee One) fully paid up held by them in the company prior to the Scheme.

(f) The Company acting through the Board of directors shall be empowered to advise the depository participant of the equity shareholders in dematerialized form on the record date the information of shareholding arising out of reorganization of capital pursuant to this Scheme, for substitution thereof or in lieu of the certificates of the equity shares held by them before such reorganization of capital.

(g) Those equity shareholders of the Company who continue to hold their equity shares in physical form as on the record date shall be issued fresh share certificates consequent upon the reduction of capital. Their original share certificates shall be deemed to be cancelled and non-useable and not tradable on any stock exchange or otherwise from and after the record date. The new share certificates of Company issued pursuant to this Scheme shall be delivered to such equity shareholders who holds their equity shares in physical form by registered post, irrespective of whether such equity shareholder surrender their old share certificates or not. The stock exchanges shall also be intimated, on the record date of the non-tradability of the original share certificates so that they can intimate the Company members by public notice displayed on the notice board and through the electronic means.

The Company shall not be required to use the word "AND REDUCED" as part of its corporate name and such use is dispensed with.

1.1 FRACTIONAL SHARES:

The fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares.

2. APPROVAL OF THE EQUITY SHAREHOLDERS:

The scheme is required to be approved by the equity shareholders pursuant Section 66 of the Companies Act, 2013.

It is clarified that the approval of the members of the Company to the Scheme shall be deemed to be their consent for approvals also to the alteration of the Memorandum and Article of Association of the Company and consent for approval to any other applicable provisions as may be required under the Act or any other applicable laws, rules and regulations.

3. EFFECTS AND IMPACT OF THE SCHEME:

3.1 The consent of the members of the Company to this Scheme of Reduction of Equity share Capital of the Company shall be taken through a resolution under the provisions of Section 66 of the Companies Act, 2013.



3.2 The restructuring will also not cause any prejudice to the creditors of the Company. The creditors of the company are in no way affected by the proposed restructuring by way of the reduction of capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors.

3.3 The restructuring will also not cause any prejudice to the shareholders of the Company because due to losses incurred by the company the capital to be written off has already been lost and not represented by any tangible assets. Further the shareholding pattern of the Company pre and post implementation of the Scheme shall remain same.

3.4 Impact of the Scheme on Employees / workers:

The scheme shall not have any adverse impact on the employees and workers of the Company.

3.5 Impact of the Scheme on Creditors /Bank:

The scheme will not have any adverse impact on any of the Company's creditors / banks / financial institutions and lenders, if any. They would in fact be generally benefited as the Scheme would help improving the financial position of the Company. The Scheme will help the revival of the Company which will be in the interest of the Company's creditors / banks / financial institutions and lenders.

3.6 Effect on legal proceeding:

The scheme would not affect any legal or other proceeding by or against the Company.

3.7 notwithstanding the reduction as mentioned above, the Company shall not be required to add "and reduction" as suffix to its name and the Company shall continue with its existing name.

3.8 The provisions of this Part shall operate notwithstanding anything to the contrary in this scheme.



PART V: GENERAL CLAUSES JUSTIFICATION OF THE SCHEME:

1. APPLICATION TO THE NATIONAL COMPANY LAW TRIBUNAL:

The company shall make all applications/petitions as may be required under the applicable laws including but not limited to Section 66 and other applicable provisions, if any, of the Companies Act, 2013 to the National Company Law Tribunal of relevant jurisdiction for obtaining the sanction of the NCL T of this scheme of Reduction of Share Capital under Section 66 of the Companies Act, 2013 and for such orders for carrying this scheme into effect.

2. CONDITIONALITY OF SCHEME:

The Scheme is conditional upon and subject to:

- a. The Company obtaining the observation letter from the designated Stock Exchange for the implementation of the Scheme.
- b. The Scheme being agreed to by the respective requisite majorities of members of the Company as required under the Act.
- c. The requisite sanctions and approvals under the applicable law including but not limited to approvals, sanctions required as per the SEBI circulars read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be required by law in respect of this Scheme be obtained.
- d. The sanction of the National Company Law Tribunal (NCLT) Mumbai Bench/Regional Director Western Region, Registrar of Companies or any other competent authority under Section 66 of the Act, the Rules made there under read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016, in favor of the Company and to the necessary Order or Orders under the applicable sections and provisions be obtained.
- e. The certified copy of the above order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies, Maharashtra, Mumbai.

3. ACCOUNTING TREATMENT:

The Company will comply with all relevant Accounting Policies and Accounting Standard as regards to accounting for the reduction of capital in accordance with the applicable Accounting Standards.



4. COSTS, CHARGES AND EXPENSES:

All past, present and future costs, charges, levies, duties and expenses in relation to or in connection with or incidental to the Scheme or the implementation thereof shall be borne by the Company and all of the above costs shall be treated as costs relating to the Scheme.

5. MODIFICATIONS /AMENDMENTS OF THE SCHEME:

The Company by its Board or such other person or persons, as the Board may authorize, may make, or affect or assent to any modification or amendment of the Scheme which the National Company Law Tribunal and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable by the Board for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith, as may be considered by the Board to be in the best interest of the Company and its members including the withdrawal of the Scheme, and do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to the Scheme.

6. SEVERABILITY:

If, in the opinion of the Board, any part of the Scheme is found to be unworkable for any reason whatsoever, the same shall not affect the validity or implementation of other parts or provisions of the Scheme. If any part of this Scheme is hereof is invalid, ruled illegal by any appropriate authority of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Board that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become material adverse, in which case the Board shall attempt to bring a suitable modification to the Scheme. The Board shall be entitled to revoke, cancel and declare the Scheme of no effect, if the Board is of the view that the coming into effect of the Scheme would have adverse implications on the Company.

7. EFFECT OF NON-RECEIPT OF APPROVALS /SANCTIONS:

In the event of any of the aforesaid sanctions and approvals not being obtained and/ or the Scheme not being sanctioned by the National Company Law Tribunal and/ or the order or orders not being passed as aforesaid, the Scheme shall become null and void, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law and the Company shall bear and pay the costs, charges and expenses for or in connection with the Scheme.



8. THE FORM OF MINUTE PROPOSED TO BE REGISTERED UNDER SECTION 66(5) OF THE COMPANIES ACT, 2013 IS AS FOLLOWS:

The Paid up capital of the Company shall stand reduced from Rs. 4,45,83,000/- (Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Rupees One only) each to Rs. 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Rupees One only) each.

9. LISTING OF SHARES

Notwithstanding the reduction of capital of the Company in pursuance of this scheme, the listing benefits of the company, for the existing shares being issued in prudence of this scheme, on the stock exchange where the existing equity shares of the company are listed may continue and the company will comply the applicable provisions of the listing agreement with the stock exchange for listing and trading of shares.

For Sikozy Realtors Limited


Jigar Desai
Director
DIN:00110653



Date: 03rd July, 2025
Place: Mumbai

June 16, 2025

DCS/AMAL/RG/R37/3660/2025-26

The Company Secretary,
Sikozy Realtors Limited
B-3, Trishul Apartment,
Village Mudre Khurd,
Taluka-Karjat, Raigad,
Maharashtra, 410201

Dear Sir/ Madam,

Sub: Draft Scheme for reduction of share capital under Companies Act, 2013 - Application filed under Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by "Sikozy Realtors Limited."

This is with reference to the application filed under Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") by Sikozy Realtors Limited for reduction of paid-up equity share capital of the company.

Subsequent to the examination by the Exchange & SEBI, it is observed that,

- i. Sikozy Realtors Limited ("Company") has filed draft Scheme of Arrangement with the Exchanges on October 11, 2024, wherein the scheme provides to write off carried forward accumulated losses of past years against the share capital of the company by way of 90% reduction in the paid-up equity share capital of the company.
- ii. SEBI has recently amended regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024, to provide inter-alia that: -

"Nothing contained in regulation 37 shall apply to draft schemes which solely provide for writing off accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on pro-rata basis or against the reserves of the listed entity, if such draft schemes are filed with recognized stock exchanges for the purpose of disclosures".
- iii. It is observed that the instant draft scheme solely provides for "writing off accumulated losses of Company", a listed entity, against its share capital applied uniformly across all its shareholders on a pro-rata basis and is therefore covered under the above-mentioned amendment (i.e., Regulation 37(6)(b)).

In view of the above, the draft is being returned to the Company due to non-applicability of Regulation 37 on the instant draft scheme in light of amended Regulation 37(6)(b) of SEBI (LODR) Regulations, 2015.

Yours faithfully,



Ashok Kumar Singh
Deputy Vice President



Raghav Garg
Deputy Manager