



# **SAMOR REALITY LIMITED**

Extra ordinary General Meeting (“EOGM”)

## NOTICE OF EXTRA ORDINARY GENERAL MEETING ("EOGM")

NOTICE is hereby given that the Extra Ordinary General Meeting ("EOGM") of the Members of Samor Reality Limited will be held on Saturday, 02<sup>nd</sup> September, 2023 at 11:00 A.M. (IST) at FO F.401, Shop Atlantis, Near Reliance Pump, Prahladnagar Road, Anandnagar, Satellite, Ahmedabad, Gujarat - 380015, India.

### SPECIAL BUSINESS:

#### Item no. 1:

**To approve the appointment of Mr. Ganesh Bhavarlal Prajapati (DIN: 08014721) as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. Ganesh Bhavarlal Prajapati (DIN: 08014721), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 5<sup>th</sup> June, 2023 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five (05) years, with effect from 05<sup>th</sup> June, 2023.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign and file required e-forms with Registrar of Companies, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

For and on behalf of Board of Directors  
**Samor Reality Limited**

Date: 07<sup>th</sup> August, 2023  
Place: Ahmedabad

Sd/-  
**Birjukumar Ajitbhai Shah**  
Managing Director  
DIN 02323418

## **IMPORTANT NOTES**

1. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a Proxy instead and the Proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
3. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EOGM.
6. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members seeking any information are requested to inform the Company at least 7 days in advance of the EOGM.
8. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the EOGM of the Company.
9. Route map showing directions to reach the venue of the EOGM is annexed.
10. The Record Date for the purpose of determining the eligibility of the Members to attend the EOGM of Company will be 25<sup>th</sup> August, 2023.
11. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed.
12. The Notice of EOGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 04<sup>th</sup> August, 2023. Member may note that Notice has been uploaded on the website of the Company at [www.samor.in](http://www.samor.in). The Notice can also be accessed from the website of the Stock Exchanges i.e. Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com).



13. The shareholders holding equity shares and who have not submitted their email addresses and in consequence to whom the Notice of EOGM could not be serviced via Email; So for permanent submission of e-mail address, the shareholders are requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
14. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
15. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.

For and on behalf of Board of Directors  
**Samor Reality Limited**

Sd/-

**Birjukumar Ajitbhai Shah**  
Managing Director  
DIN 02323418

Date: 07<sup>th</sup> August, 2023  
Place: Ahmedabad

## Explanatory statement pursuant to Section 102 of the Companies Act, 2013:

### Item 1:

Mr. Ganesh Bhavarlal Prajapati was appointed as an Additional Independent Director of the Company by the Board of Directors at its Meeting held on 5<sup>th</sup> June, 2023. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association, he is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Ganesh Bhavarlal Prajapati, as a candidate for the office of a Director.

Mr. Ganesh Bhavarlal Prajapati is having overall 20 years of experience in the field of Financing, Accounting, Auditing, taxation, Internal Control and Corporate Compliance. He has completed B. Com from Hemchandracharya North Gujarat University, Patan and he is a qualified practitioner of Goods and Services tax.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Ganesh Bhavarlal Prajapati has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Ganesh Bhavarlal Prajapati as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director for a term of 5 years w.e.f. 5<sup>th</sup> June, 2023.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Ganesh Bhavarlal Prajapati as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Ganesh Bhavarlal Prajapati is interested and concerned in the Resolution mentioned at Item No. 1 of the Notice. Other than Ms. Mr. Ganesh Bhavarlal Prajapati, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice.

The Directors recommend the Special resolution for the approval of the Members of the Company.

For and on behalf of Board of Directors  
**Samor Reality Limited**

Date: 07<sup>th</sup> August, 2023  
Place: Ahmedabad

Sd/-  
**Birjukumar Ajitbhai Shah**  
Managing Director  
DIN 02323418

**SAMOR REALITY LIMITED**

FO F.401, Shop Atlantis, Near Reliance Pump, Prahladnagar Road, Anandnagar, Satellite,  
Ahmedabad, Gujarat – 380015, India.

**Email:** [compliance@samor.in](mailto:compliance@samor.in), **Website:** [www.samor.in](http://www.samor.in), **Phone:** 079-4038-0259

**ATTENDANCESLIP**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE**

Name and address of the registered member	:	
Folio No./DP ID No./ Client IDNo.	:	
No. of Shares	:	

I hereby record my presence at the Extra Ordinary General Meeting (“EOGM”) of the company to be held on Saturday, 02<sup>nd</sup> September, 2023 at 11:00 A.M. (IST) at FO F.401, Shop Atlantis, Near Reliance Pump, Prahladnagar Road, Anandnagar, Satellite, Ahmedabad, Gujarat – 380015, India.

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**Signature of the Member/Joint Member/Proxy attending the Meeting**

Note: Person attending the Meeting is requested to bring this Attendance Slip with him/her. Duplicate Attendance Slip will not be issued.

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**SAMOR REALITY LIMITED**

FO F.401, Shop Atlantis, Near Reliance Pump, Prahladnagar Road, Anandnagar, Satellite,  
Ahmedabad, Gujarat - 380015, India.

**Email:** [compliance@samor.in](mailto:compliance@samor.in), **Website:** [www.samor.in](http://www.samor.in), **Phone:** 079-4038-0259

**Extra ordinary General Meeting ("EOGM") on 02<sup>nd</sup> September, 2023 at 11:00 A.M. (IST)**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

CIN	L45400GI2020PLC118556
Name of the Company	SAMOR REALITY LIMITED
Registered Office	FO F.401, Shop Atlantis, Near Reliance Pump, Prahladnagar Road, Anandnagar, Satellite, Ahmedabad, Gujarat - 380015, India
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID - Client	

I/We, being the Member(s) of and hold/holds \_\_\_\_\_ shares of above named Company,  
hereby appoint:

- 1) Name. ....  
Address: .....  
Email ID: .....  
Signature .....

Or failing him/her

- 2) Name. ....  
Address: .....  
Email ID: .....  
Signature .....

Or failing him/her

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3) Name: .....  
Address: .....  
Email ID: .....  
Signature .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra ordinary General Meeting ("EOGM") of the Company to be held on Saturday, 02<sup>nd</sup> September, 2023 at 11:00 A.M. (IST) at FO F.401, Shop Atlantis, Near Reliance Pump, Prahladnagar Road, Anandnagar, Satellite, Ahmedabad, Gujarat - 380015, India, India and at any adjournment thereof in respect of such resolutions as are indicated below:

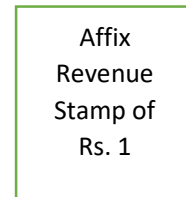
**SPECIAL BUSINESS:**

Resolution No.	Resolution	For	Against
1.	To approve the appointment of Mr. Ganesh Bhavarlal Prajapati (DIN: 08014721) as an Independent Director		

Signed this.....day of.....2023

Signature of Member(s): .....

Signature of Proxy holder(s): .....



**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the EOGM.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.



### ROAD MAP TO VENUE OF EOGM

