



samor
REALITY LIMITED

SAMOR REALITY LIMITED

ANNUAL REPORT FOR YEAR ENDED
31ST MARCH 2023

SAMOR REALITY LIMITED

CIN: L45400GJ2020PLC118556

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

Tel: 079-4038-0259; **Email:** compliance@samor.in; **Website:** www.samor.in

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the third (3rd) Annual General Meeting (AGM) of the Members of Samor Reality Limited will be held on Friday, 29th 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.

ORDINARY BUSINESSES:

1. Adoption of Financial Statements (Standalone):

To consider and adopt the Audited Financial Statement of the Company including the Audited Balance Sheet for the Financial Year ended on 31st March, 2023, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the report of the Board of Directors and Auditors thereon;

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;

“RESOLVED THAT the standalone audited financial statement of the Company for the financial year ended on 31st March, 2023, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. Re-Appointment of Mr. Akshay Sevantilal Mehta (DIN: 02986761) as director liable to retire by rotation:

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Akshay Sevantilal Mehta (DIN: 02986761), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To approve related party transaction of the Company:

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution;

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the approval given by Audit Committee and Board of Director of the Company, the consent of the members of the Company be and hereby accorded to take on lease a motor vehicle (BMW X1 SDRIVE 181 M SPORT) from Ms. Healthy Birjukumar Shah, relative of the Director and promoter of the Company (“Related party transaction”) at a rental of Rs. 1,00,000/- (rupee one lakhs) per month w.e.f 1st October, 2023 for the official business purpose of the Company and on such terms and conditions as may be placed in the Lease agreement.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to enter into Lease Agreement, to be entered into between the Company and Ms. Healthy Birjukumar Shah.

RESOLVED FURTHER THAT the members took note that the above referred related party transaction is on arm’s length basis.

RESOLVED FURTHER THAT Mr. Akshay Sevantilal Mehta, Director of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such deeds, documents, undertaking as may be necessary for giving effect to the resolutions.”

4. To purchase and/or sell a land and/or Property from Director and Promoters (including their relatives) of the Company:

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution;

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the approval given by Audit Committee and Board of Director of the Company, the consent of the members of the Company be and is hereby accorded to purchase and/or sell the land and/or Property (including lands/property already acquired) from the Director and Promoters (including their relatives) of the Company for an amount not exceeding Rs. 35,00,00,000/- (rupee thirty five crores only) in ordinary course of business for business requirements (“Related Party transaction”), subject to condition that the transaction needs to be on Arm’s length basis and approved by the Audit Committee and Board of Directors of the Company.”

“RESOLVED FURTHER THAT Mr. Birjubhai Shah, Ms. Jagrutiben Shah, Mr. Akshay Sevantilal Mehta, Directors of the Company be and is hereby severally authorized to do all such acts, deeds, things and execute all such deeds, documents, undertaking as may be necessary for giving effect to the resolutions.”

For and on behalf of Board of Directors
Samor Reality Limited

Date: 6th September 2023
Place: Ahmedabad

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. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors retires by rotation and seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are annexed to the notice.
3. 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.
4. 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.
5. 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.
6. Members are requested to bring their copies of the Annual Report to the meeting. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
7. 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.
8. Members seeking any information with regards to the Agenda items to be discussed at AGM are requested to inform the Company at least 7 days in advance of AGM on email id- compliance@samor.in.
9. 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 Annual General Meeting of the Company.
10. Route map showing directions to reach the venue of the 3rd AGM is annexed.
11. The Record Date for the purpose of determining the eligibility of the Members to attend the 3rd Annual General Meeting of Company will be 22nd September, 2023.
12. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed.

13. The Notice of AGM along with Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at www.samor.in. The Notice and Annual Report 2022-23 can also be accessed from the website of the Stock Exchanges i.e. Bombay Stock Exchange of India Limited at www.bseindia.com.
14. The shareholders whether holding equity shares and who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report 2022-23 could not be serviced via Email; So for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
15. 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.
16. 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

Date: 6th September 2023
Place: Ahmedabad

Birjukumar Ajitbhai Shah
Managing Director
DIN 02323418

ANNEXURE TO THE NOTICE

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

Name of Director and DIN	Mr. Akshay Sevantilal Mehta (DIN: 02986761)
Date of Birth	25/05/1972
Date of Initial Appointment	01/12/2020
Date of Appointment (at current term)	01/12/2020
Educational Qualifications	Matriculation.
Brief Resume and nature of expertise in specific functional area	Mr. Akshay Sevantilal Mehta, aged 51 years is the Non-Executive Director of the Company. He has completed his matriculation in year 1987. He was appointed on the Board of our Company upon incorporation of our Company i.e. w.e.f. December 01, 2020. He has experience of more than 25 years in the field of Gems and Jewellery business.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	<ol style="list-style-type: none"> 1. Bhakti Gems And Jewellery Limited 2. Gold Ornaments Wholesale Jewellers Association 3. Samor & Motherland LLP 4. Samor The Gold LLP 5. Bhakti Jewels LLP
Memberships / Chairmanships of committees of other public companies	1. Bhakti Gems And Jewellery Limited (Member of Audit Committee and Stakeholders Relationship Committee)
Number of meetings of the Board attended	10 Board Meeting attended
Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid	He was appointed on the Board of our Company upon incorporation i.e. w.e.f. December 01, 2020.
Remuneration last drawn	Nil
Shareholding in the Company:	24,84,283 Number of Equity Shares as on 06/09/2023
Inter-se Relationship with other Directors	Nil

For and on behalf of Board of Directors
Samor Reality Limited

Date: 6th September 2023
Place: Ahmedabad

Birjukumar Ajitbhai Shah
Managing Director
DIN 02323418

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3:

It is proposed to take motor vehicle (BMW X1 SDRIVE 18I M SPORT) on lease from Ms. Healthy Birjukumar Shah, relative of the Director and promoter of the Company ("Related party transaction") at a rental of Rs. 1,00,000/- (rupee one lakhs) per month w.e.f 1st October, 2023 for the official business purpose of the Company on such terms and conditions as may be placed in the Lease agreement.

The draft lease agreement is placed before the members for their perusal. The same can be inspected during the regular business hours.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The Audit Committee and Board of Directors of the Company, at its meeting held on 06th September, 2023 has reviewed and approved the said related party transaction, subject to approval of the shareholders, with noting that such transaction shall be on arms' length basis.

Other than Mr. Mr. Birjukumar Ajitbhai Shah and Ms. Jagrutiben Birjukumar Shah, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Audit Committee, your Directors recommend the Resolution set out in Item No.3 as a Special Resolution for your approval.

Item No. 4:

The Company is in the business of Real estate activity and it is required to purchase and/or sell the land and/or property in the ordinary course of business for smooth business functioning.

In view of above, it is proposed to take approval for purchase and/or sell the land and/or Property (including lands/property already acquired) from the Director and Promoters (including their relatives) of the Company for an aggregate amount not exceeding Rs. 35,00,00,000/- (rupee thirty five crores only) in ordinary course of business for business requirements of the Company ("Related Party transaction"), subject to condition that the transactions needs to be on Arm's length basis and approved by the Audit Committee and Board of Directors of the Company.

The Audit Committee and Board of Directors of the Company, at its meeting held on 06th September, 2023 has reviewed and approved the said related party transaction, subject to approval of the shareholders, with noting that such transaction shall be on arms' length basis.

Other than Mr. Mr. Birjukumar Ajitbhai Shah, Ms. Jagrutiben Birjukumar Shah and Mr. Akshay Sevantilal Mehta, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Audit Committee, your Directors recommend the Resolution set out in Item No.4 as a Special Resolution for your approval.

For and on behalf of Board of Directors
Samor Reality Limited

Date: 6th September 2023
Place: Ahmedabad

Birjukumar Ajitbhai Shah
Managing Director
DIN 02323418

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Email: compliance@samor.in, Website: 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 third (3rd) Annual General Meeting (AGM) of the Company held on Friday, 29th 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

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

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

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Email: compliance@samor.in, Website: www.samor.in, Phone: 079-4038-0259

3rd Annual General Meeting on Friday, 29th 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	L45400GJ2020PLC118556
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 ID	

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

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 3rd Annual General Meeting of the Company to be held on Friday, 29th 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

Resolution No.	Resolution	For	Against
1.	Adoption of Financial Statements (Standalone) for the year ended 31 st March, 2023.		
2.	Re-Appointment of Mr. Akshay Sevantilal Mehta (DIN: 02986761) as director liable to retire by rotation.		

SPECIAL BUSINESS:

Resolution No.	Resolution	For	Against
3.	To approve related party transaction of the Director of the Company.		
4.	To purchase and/or sell a land and/or Property from Director and Promoters (including their relatives) of the Company.		

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

Signature of Member(s):

Signature of Proxy holder(s):

Affix Revenue Stamp of Rs. 1

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 3rd Annual General Meeting.
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 3RD ANNUAL GENERAL MEETING

