



samor REALITY LIMITED

CIN: U45400GJ2020PLC118556

**Regd. Office : Fo. F. 401, Venus Atlantis, Corporate Park, Nr. Shell Petrol Pump,
Anand Nagar Road, Prahlad Nagar, Satellite, Ahmedabad.**

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below is proposed to be passed by the Members through postal ballot. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning item and reasons thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company (Board) has appointed M/sParth Shah & Associates as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope so as to reach the company not later than 17.00 Hours IST on 12th January, 2022. Postage will be borne and paid by the Company. Postal Ballot Forms if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 17.00 Hours IST on 12th January, 2022 shall be deemed invalid.

Pursuant to provisions of Rule 20 of the Companies (Management and Administration) Rules 2014, The Company listed on SME Exchange are not mandatory required to provide remote e voting facility to members. So, E-voting facility is not provided.

The Scrutinizer will submit to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the postal ballots. The result of the postal ballots shall be declared by the Chairman or any other authorized person of the Company on or before January 13, 2022 and communicated on the same day to the stock exchanges and shall also be displayed on the Company official website.

BY ORDER OF THE BOARD OF DIRECTORS
For SAMOR REALITY LIMITED

SD/-

BIRJUKUMAR AJITBHAI SHAH
MANAGING DIRECTOR
DIN:02323418

Place : Ahmedabad
Date : 06.12.2021

TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

SPECIAL BUSINESS:-

VARIATION IN THE OBJECT CLAUSE OF THE PROSPECTUS DATED SEPTEMBER 23, 2021 FOR UTILIZATION OF ISSUE PROCEEDS

“RESOLVED THAT with reference to prospectus of the company dated September 23, 2021, by which the company has raised Rs. 806.00 Lakhs through IPO, and pursuant to the provisions of Section 27 read with Section 13 (8) of the Companies Act, 2013, Rule 7 read with Rule 3(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and all other necessary applicable provisions under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and subject to the necessary approvals, if any, required, the consent of the members of the Company be and is hereby accorded for the variation/deviation/alteration in spending of IPO proceeds to an extent of Rs. 600.00 Lakhs and subsequent spending of the proceeds, which are as follows:

| Sr no. | Original objects of the issue | Amount in Lakhs as mentioned in Prospectus | Amount utilized in Lakhs | Balance unutilized amount in Lakhs | Deviation, if any. In Lakhs | Amount proposed to be altered with object |
|--------|--|--|--------------------------|------------------------------------|-----------------------------|---|
| 1 | Investment into our subsidiary namely M/s Samor & Motherland LLP (“SML”) | 600.00 | Nil | 600.00 | 600.00 | Rs. 600.00 Lakhs to be used for development of Company’s Real Estate Project i.e. “The Gold Sky Villa” located at Survey No. 456, TP No. 301, FP No. 88, Bhadaj, Ahmedabad, Gujarat |
| 2 | General Corporate Purpose | 166.00 | 3.82 | 162.18 | Nil | Nil |
| 3 | Meet the Issue Expenses | 40.00 | 25.95 | 14.05 | Nil | Nil |
| | Total | 806.00 | 29.77 | 776.23 | 600.00 | |

RESOLVED FURTHER THAT pursuant to provisions of Section 27 read with Section 13 of the Companies Act, 2013 and relevant regulations made thereunder, the consent of the members of the Company be and is hereby accorded for utilizing the unutilized amount of Rs. 600.00 Lakhs from the proceeds of IPO for the purpose of “development of company’s project i.e. “The Gold Sky Villa” from the Company i.e. Samor Reality Limited” which were reserved earlier for Investment into subsidiary namely M/s Samor & Motherland LLP.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the provisions of Section 27 of the Companies Act, 2013 and Rules made there under for the time being in force or and any modification or changes implemented during the course of the postal ballot and desirable including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to seeking requisites approvals from the appropriate authorities, appoint consultants, advisors and other agencies.”

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors of the Company has appointed M/s.Parth Shah & Associates to act as the Scrutinizer, for conducting the Postal Ballot in a fair and transparent manner by way of resolution passed on 06th December, 2021.
3. The Postal Ballot Notice is being send to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 3rd December, 2021. The Postal Ballot Notice is being sent to Members in physical forms along with a postage-prepaid self- addressed business Reply Envelope.
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on 03rd December 2021 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
5. In case of Member wishes to obtain a printed Postal Ballot Form or a duplicate, the same can be obtained through requesting company on email Id compliance@samor.in.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 3rd December 2021. The postal ballot period commences on 13th December 2021 (9.00 Hours IST) and ends on 12th January 2022 (17.00 Hours IST).
7. Pursuant to provisions of Rule 20 of the Companies (Management and Administration) Rules 2014, The Company listed on SME Exchange are not mandatory required to provide remote e voting facility to members. So, E-voting facility is not provided.
8. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
9. A Member cannot exercise his vote by proxy for postal ballot.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instruction printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self- addressed Business Reply Envelope to the Scrutinizer, so that it reaches the scrutinizer not later than the close of working hours (i.e.17.00 Hours IST) on 12th January 2022. The postage will be borne by the Company. However envelopes containing postal ballots, if sent by courier or registered /speed post at the expense of the Members, will also be accepted. If any postal ballot is received after 17.00 Hours IST on 12th January 2022, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman or any other director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any director of the Company duly authorized on or before 13th January 2022 at the registered office of the Company and website and communicated to the stock exchanges on the said date.
12. The last date for the receipt of duly completed Postal Ballot Forms shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot.
13. In case of any query and/or grievance, Members may refer to the Help & Frequently Asked Questions (FAQs) or contact V. Raghunath, (Unit: Samor Reality Limited) of KFin Technologies Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@karvy.com or phone no. 040 - 6716 1606 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to the board resolution dated January 16, 2021 and the special resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 in the Extra-Ordinary General Meeting (“EGM”) by the shareholders of the Company held on January 16, 2021, the Company had raised Rs. 806.00 Lakhs from the public via IPO of its equity shares (the ‘Issue’) for the following purposes.

- a. Investment into our subsidiary namely M/s Samor & Motherland LLP (“SML”) - Rs. 600.00 Lakhs
- b. General Corporate Expenses- Rs. 166.00 Lakhs
- c. Public Issue Expenses- Rs. 40.00 lakhs

As referred above in point (a), the Company has raised Rs. 600.00 Lakhs for the investment into its subsidiary namely M/s Samor & Motherland LLP (“SML”) in form of Capital contribution to develop SML’s upcoming project i.e. “The Gold Sky Villa” (“Project”) which is located at Survey No. 456, TP No. 301, FP No. 88, Bhadaj, Ahmedabad, Gujarat. The said fund of Rs. 600.00 Lakhs is not utilized as on December 06,2021 and lying in the Fixed deposits with Bank.

Later, the Board of Directors of the company at its Meeting held on 06th December, 2021 has decided to takeover / develop the entire project i.e. “The Gold Sky Villa” from Samor & Motherland LLP to Samor Reality Limited and agreed to use the unutilized amount of Rs. 600.00 Lakhs for the development of the project from the Company itself i.e., Samor Reality Limited.

The company believes that if this unutilized issue proceeds of Rs. 600.00 Lakhs is used for the development of the Project i.e. “The Gold Sky Villa” from Samor Reality Limited then it will be beneficial for the Company to maintain the adequate liquidity and will improve its cash flow in the near future.

Therefore, the Company intends to vary the Objects of the Issue as referred to in the Prospectus dated September 23, 2021.

The relevant and material information required under the Rule 3 (3) of the Companies (Prospectus and Allotment of Securities) Rules and Rule 7(1) 2014 are as follows:

| | | |
|---|--|---|
| 1 | The Original purpose/ objects of issue | a. Investment into our subsidiary namely M/s Samor & Motherland LLP (“SML”)- Rs. 600.00 Lakhs b. General Corporate Expenses- Rs. 166.00 Lakhs c. Public Issue Expenses- Rs. 40.00 lakhs |
| 2 | Total money raised | Rs. 806.00 Lakhs |
| 3 | The money utilized for the objects of the company stated in the prospectus | Rs.29.77 Lakhs |
| 4 | The extent of achievement of proposed objects (that is fifty percent, sixty percent, etc) | 3.69% |

| | | |
|----|--|---|
| 5 | The unutilized amount out of the money so raised through prospectus | Rs. 776.23 Lakhs |
| 6 | The particulars of the proposed variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued | The Company has raised Rs. 600.00 Lakhs for the investment into its subsidiary namely M/s Samor & Motherland LLP ("SML") in form of Capital contribution to develop SML's upcoming project i.e. "The Gold Sky Villa" ("Project") which is located at Survey No. 456, TP No. 301, FP No. 88, Bhadaj, Ahmedabad, Gujarat. Later, the Board of Directors of the company at its Meeting held on 06 th December, 2021 has decided to takeover / develop the entire project i.e. "The Gold Sky Villa" from Samor & Motherland LLP to Samor Reality Limited and agreed to use the unutilized amount of Rs. 600.00 Lakhs for the development of the project from the Company itself i.e., Samor Reality Limited. |
| 7 | The reason and justification for seeking variation | If this unutilized issue proceeds of Rs. 600.00 Lakhs is used for the development of the Project i.e. "The Gold Sky Villa" from Samor Reality Limited then it will be beneficial for the Company to maintain the adequate liquidity and will improve its cash flow in the near future. |
| 8 | The proposed time limit within which the proposed varied objects would be achieved | Within 36 Months subject to obtaining the requisite approvals as may be required. |
| 9 | The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue | As mentioned in the notice and explanatory statement which is available |
| 10 | The risk factors pertaining to the new objects | Market conditions, performance of economy at the country and global levels, Regulatory controls etc., that may come in future, unforeseen circumstances inspite of best efforts. |
| 11 | The other relevant information which is necessary for the members to take an informed decision on the proposed resolution | None. All details are mentioned in the explanatory statement |

Clause wise details as required under rule 3 (3)

| Objects of the Issue | The purpose for which there is requirement of Funds | Funding plan (means of finance) | Summary of Project appraisal report | The Schedule of implementation of the project | The interim use of funds |
|--|---|---|-------------------------------------|---|---|
| Investment into our subsidiary namely M/s Samor & Motherland LLP ("SML") | Investment into its subsidiary namely M/s Samor & Motherland LLP ("SML") in form of Capital contribution to develop SML's upcoming project i.e. "The Gold Sky Villa" ("Project"). | Capital raising through issued of equity shares | NA | The Company to utilize entire amount earmarked for investment in Subsidiary in financial year 2021-22 and the subsidiary will utilize it for development of its upcoming project "The Gold Sky Villa" | Pending utilization of the proceeds. The amount is kept as deposits in Banks. |
| General Corporate Expenses | To have the flexibility in utilizing the balance net proceeds for strengthening the marketing capabilities and any other purpose as may be approved by the Board | capital raising through issue of equity shares | NA | The Company to spend the amount on requirement with the approval of the Board. | NA |
| Public Issue Expenses | To meet the public issue related expenses | Funding from internal accruals and capital raising through issue of equity shares | NA | The Company to spend the amount post completion of IPO. | NA |

The intention of the Board and the Management is to enhance shareholder value by utilizing the issue proceeds adequately which will lead to increase in profitability. Your Board recommends the resolution for the members' approval by way of Special Resolution.

The promoter/shareholders in control shall provide an exit opportunity to the dissenting shareholders to the proposed resolution subject to the conditions as prescribed in the SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018. The Promoters shall also appoint merchant banker, if required to determine the said exit offer price in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018.

None of the Directors or KMP's, or their relatives are interested or concerned in the above resolution except to the extent of their respective shareholdings in the Company, if any.

BY ORDER OF THE BOARD OF DIRECTORS
For SAMOR REALITY LIMITED

SD/-

BIRJUKUMAR AJITBHAI SHAH
MANAGING DIRECTOR
DIN:02323418

Place : Ahmedabad
Date : 06.12.2021



POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

| Sr. No. | Particulars | Details |
|---------|--|---------|
| 1. | Name and Registered address of the Member: (in blocked letters) | |
| 2. | Name(s) of the Joint Holder(s), if any | |
| 3. | Registered Folio No. / DP ID No. / Client ID No.: | |
| 4. | Number of Equity Shares held as on December 03, 2021: | |

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated December 06, 2021, by sending my/our Assent (For) or Dissent (Against) to the said Resolution by placing a tick (✓) mark at the appropriate box below:

| Sr. No. | Description of the Resolution | No. of Shares held | I assent to the Resolution (FOR) | I dissent to the Resolution (AGAINST) |
|---------|--|--------------------|----------------------------------|---------------------------------------|
| 1. | Variation in the Object Clause of The Prospectus Dated September 23, 2021, For Utilization of Issue Proceeds | | | |

Place :
Date :

Signature of the Member

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent by courier or registered post at the expense of the registered shareholder will also be accepted.
2. This Postal Ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot forms should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named joint shareholder.
3. There will be only one Postal ballot Form for every Folio/ Client ID irrespective of the number of Joint holders.
4. The votes should be cast either in favor or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot form bearing tick marks in both the columns for the same shares will render the Postal Ballot form invalid.
5. Unsigned, incorrectly signed or incomplete postal ballot forms will be rejected.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than (17.00 Hours IST) on 12th January 2022. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.
7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 6 above.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. December 03, 2021.
9. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
10. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self- addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The result of the Postal Ballot will be uploaded on the Company's website, On the website of BSE Ltd. The scrutinizer's decision on the validity of Postal Ballot will be final.
13. The results of Postal Ballot form shall be aggregated and declared by the Chairman on January 13, 2022.