



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 Friday, 12th August 2022 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:

Issue of Warrants convertible into equity shares of the Company to certain Non-promoters of the company on preferential basis:

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 Section 23(1)(b), 42, 62 and other applicable provisions of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), the listing agreement entered into by the Company with BSE Limited, stock exchange where the securities of the Company are listed, including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for time being in force, and subject to any other applicable laws, rules, regulations, notifications, circulars, clarifications, guidelines issued thereunder by the Government of India, Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI"), the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges"), and/or any other competent authority(ies) from time to time to the extent applicable and the enabling provisions in the Memorandum and Articles of Association of the Company, and subject to such approvals, sanctions, permissions, consents, as may be necessary or required of any appropriate statutory/regulatory and/ or other authority(ies) and subject to such alterations, corrections, changes, variations, conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, sanctions, permissions and consents, if any, which may be agreed by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this Resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot, from time to time, in one or more tranches, upto 15,00,000 (Fifteen Lakhs) Convertible Warrants ("Warrants"), at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 100/- (Rupees One hundred only) each payable in cash ("Warrant Issue Price"), aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) ("Total Issue Size") with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company ("Equity Shares") for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the following person / entity forming part of Non-Promoters/Public Category of the Company ("Warrant Holder"/"Proposed Allottee") on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members in accordance with the applicable laws, on a preferential basis ("Preferential Allotment"):

S. No.	Name of proposed allottees	Number of Warrants Proposed to be issued	Category
1	Beeline Capital Advisors Private Limited	Upto 5,00,000	Non-Promoter / Public
2	Ansu Investment	Upto 6,00,000	Non-Promoter / Public
3	Ram Ballabh Katta	Upto 1,50,000	Non-Promoter / Public



4	AS Finalysis Ventures LLP	Upto 1,25,000	Non-Promoter / Public
5	Adheesh Kabra HUF	Upto 1,25,000	Non-Promoter / Public
	Total	Upto 15,00,000	

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be 13th July, 2022 being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Warrants.

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Warrants and Equity Shares to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws, if any:

- (i) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holder on such Warrants shall stand forfeited.
- (ii) In accordance with the provisions of Chapter V of ICDR Regulations, an amount equivalent to 25% (Twenty Five Percent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Percent) of the Warrant Issue Price shall be paid at the time of exercise of options to apply for fully paid up Equity shares of Rs. 10/- each of the Company, against each such Warrant held by the Warrant Holder.
- (iii) The Warrant Holder shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holder.
- (iv) The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
- (v) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.
- (vi) Upon exercise of the option by Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
- (vii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.



- (viii) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holder thereof any rights with respect to that of an Equity shareholder of the Company.
- (ix) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holder, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s)."

"RESOLVED FURTHER THAT 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 or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Gujarat ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holder, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item no. 2:

Increase in Authorized Share Capital of the Company and consequential amendment in Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 4,50,00,000 (Rupees Four crore Fifty Lakhs) divided into 45,00,000 (Forty-five lakhs) Equity Shares of Rs.10/- each to Rs. 12,00,00,000 (Rupees Twelve Crore) divided into



1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and place the following:-

V. The Authorised Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- .

"RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

For and on behalf of Board of Directors
Samor Reality Limited

Sd/-
Birjukumar Ajitbhai Shah
Managing Director
DIN 02323418

Date: 16th July, 2022
Place: Ahmedabad

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 05th August 2022.
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. Member may note that Notice has been uploaded on the website of the Company at 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.
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 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.
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

Date: 16th July, 2022
Place: Ahmedabad

Sd/-
Birjukumar Ajitbhai Shah
Managing Director
DIN 02323418



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

Item 1:

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources thereby strengthening of the financial structure of the Company and for other general corporate purposes and purposes permitted by applicable laws, the Board of Directors of the Company in its meeting held on Saturday, 16th July, 2022 accorded its approval for raising funds through issuance of upto 15,00,000 (Fifteen Lakhs) Warrants to the proposed allottee as set out below, being Non-promoters / Public category of the Company ("proposed allottee") under preferential allotment route subject to approval of the members of the Company.

In terms of the provisions of Section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Warrant issue requires prior approval of the shareholders of the Company by way of a special resolution.

The Board of Directors of the Company at their meeting held on Saturday, 16th July, 2022 had approved the issue of Warrants and accordingly proposed to issue and allot in aggregate and upto 15,00,000 (Fifteen Lakhs) Convertible Warrants ("Warrants"), at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 100/- (Rupees One hundred only) each payable in cash ("Warrant Issue Price"), aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) to the following allottee(s):

S. No.	Name of proposed allottees	Number of Warrants Proposed to be issued	Category
1	Beeline Capital Advisors Private Limited	Upto 5,00,000	Non-Promoter / Public
2	Ansu Investment	Upto 6,00,000	Non-Promoter / Public
3	Ram Ballabh Katta	Upto 1,50,000	Non-Promoter / Public
4	AS Finalysis Ventures LLP	Upto 1,25,000	Non-Promoter / Public
5	Adheesh Kabra HUF	Upto 1,25,000	Non-Promoter / Public
	Total	Upto 15,00,000	

The details of the Warrant issue and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and under Regulation 163 of the ICDR Regulations are set out below:

1. **Objects of the preferential issue:**

With an objective to accomplish the Company's strategic vision to expand its existing activities more vigorously and increase its competitiveness in the market and to augment funds for the general corporate purpose.

2. **Maximum number of specified securities to be issued:**

Upto 15,00,000 (Fifteen Lakhs) warrants, each convertible into, or exchangeable for 1 (one) fully paid-up Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the warrant exercise price) of Rs. 100/- (Rupees One hundred only) each to be payable in cash ("Warrant Issue Price"),



aggregating to to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) (“Total Issue Size”), out of which 25% (twenty five percent) of the Warrant Issue Price shall be paid by the Warrant Holder to the Company on or before the allotment of Warrant (“Warrant Subscription Price”) and 75% (seventy five percent) of the Warrant Issue Price (“Warrant Exercise Price”) shall be paid by the Warrant Holder to the Company upon exercise of Warrant entitlement.

3. **The class or classes of persons to whom the allotment is proposed to be made:**
The proposed allotment of warrants is to be made to Non-Promoter/Public category of the Company.
4. **Intent of the Promoters, Director(s) or Key Managerial Personnel of the Company to subscribe to the offer:**
No Promoters, Director(s) or Key Managerial Personnel of the Company is intending to subscribe the Warrants.
5. **Shareholding pattern of the issuer before and after the preferential issue:**

Category of Shareholders	Pre-issue		Post-Allotment	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group				
Individuals/Hindu Undivided Family	24,41,000	56.77	24,41,000	42.09
Body Corporate	-	-	-	-
Promoter’s Trust	-	-	-	-
Total Promoter/ Promoter Group (A)	24,41,000	56.77	24,41,000	42.09
Public Shareholders				
Non-Institutional Investors	-	-	-	-
Individuals	15,67,000	36.44	17,17,000	29.60
HUF	1,50,000	3.49	2,75,000	4.74
Clearing Members	-	-	-	-
Non-Resident Indian (NRI)	-	-	-	-
Body Corporates	1,42,000	3.30	13,67,000	23.57
Overseas Body Corporate	-	-	-	-
Others	-	-	-	-
Total Public Shareholding (B)	18,59,000	43.23	33,59,000	57.91
Total (A+B)	43,00,000	100.00	58,00,000	100.00

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 08th July, 2022.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre-issue shareholding pattern was prepared.



6. Time frame within which the preferential issue shall be completed:

Pursuant to SEBI ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

The warrants are proposed to be allotted to persons belonging to the Non-promoters / Public category of the Company. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of warrants to be allotted	Post issue Equity holding (After exercise of Warrants)**	
			No. of shares	%		No. of Shares	%
1.	Beeline Capital Advisors Private Limited	Mr. Nikhil Shah	0	0	5,00,000	5,00,000	8.62
2.	Ansu Investment	Mr. Sunny Solanki	0	0	6,00,000	6,00,000	10.34
3.	Ram Ballabh Katta	Self	0	0	1,50,000	1,50,000	2.59
4.	AS Finalysis Ventures LLP	Mr. Adheesh Kabra	0	0	1,25,000	1,25,000	2.16
5.	Adheesh Kabra HUF	Mr. Adheesh Kabra	0	0	1,25,000	1,25,000	2.16

**Assuming full conversion of Warrants into Equity Shares of the Company.



8. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of proposed allottees	Number of Warrants Proposed to be issued	Current Status of allottee(s)	Proposed Status of allottee(s)
1	Beeline Capital Advisors Private Limited	Upto 5,00,000	Non-Promoter / Public	Non-Promoter / Public
2	Ansu Investment	Upto 6,00,000	Non-Promoter / Public	Non-Promoter / Public
3	Ram Ballabh Katta	Upto 1,50,000	Non-Promoter / Public	Non-Promoter / Public
4	AS Finalysis Ventures LLP	Upto 1,25,000	Non-Promoter / Public	Non-Promoter / Public
5	Adheesh Kabra HUF	Upto 1,25,000	Non-Promoter / Public	Non-Promoter / Public

9. Relevant Date and Warrant Issue Price:

The primary ‘Relevant Date’ determined in accordance with the provisions of Regulation 161 of ICDR Regulations falls on Wednesday, 13th July, 2022, being 30 days prior to the date of the EGM convened to obtain the approval of the Members. The Board has approved a Warrant Issue Price of Rs. 100/- (Rupees One hundred only) per Warrant.

10. Basis or Justification of Warrant issue price:

The Equity Shares of the Company are listed on BSE Limited (“BSE”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. For the purpose of computation of the price for each warrant convertible into each equity share, the Equity Shares are frequently traded on the BSE Limited, has been considered in accordance with the SEBI ICDR Regulations. In terms of the applicable provisions of the SEBI ICDR Regulations, the Floor price at which the Equity Shares will be issued and the Warrants will be converted into Equity Shares shall not be less than higher of the following:

- the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The pricing of the Equity Share to be allotted on preferential basis is Rs. 100/- per Equity Share which is not lower than the Floor price determined in the manner set out above.

11. Name and address of the Valuer who performed valuation of the security offered:

As per Regulation 166A of SEBI (ICDR) Regulations, any preferential issue, which may result in allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer.

In view of above, we have obtained valuation report form CS Abhishek Chhajed, IBBI Registered Valuer (RV registration no. IBBI/RV/03/2020/13674) having office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat-380001. The same is uploaded on the website of the Company.



12. Undertaking as to re-computation of price and lock-in of specified securities

The Company undertakes that:

- a) It shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provisions of the ICDR Regulations or any other applicable laws, where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

13. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants including their conversion thereof into Equity Shares of the Company.

14. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

None

15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

16. Lock-in period:

Warrants and Equity Shares to be allotted to the proposed allottees upon conversion of the Warrants, including the pre-preferential allotment shareholding of the proposed allottees, if any will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

17. Practicing Company Secretary's Certificate

A copy of the certificate issued by Shikha Patel & Associates, Practicing Company Secretary, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, will be available electronically for inspection by the members during the Extra- Ordinary General Meeting of the Company to be held on 12th August, 2022.

18. Other Disclosures/Undertaking:

- (i) The proposed allottee forming part of the Non-Promoter/Public category has not sold or transferred any Equity Shares during the ninety days preceding the relevant date.
- (ii) The Company is eligible to make the Preferential Allotment to its Promoters/Non-Promoters under Chapter V of the SEBI ICDR Regulations.
- (iii) all the existing Equity Shares held by the proposed allottees, if any in the Company are in dematerialized form only.
- (iv) No person belonging to the Promoters / Promoter Group has previously subscribed to any Warrants of the Company but failed to exercise them..
- (v) Neither the Company nor any of its Promoters and Directors is a wilful defaulter or a fugitive economic offender.

The issue of warrants and resultant Equity Shares shall be in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized



form only. Allotment of the Equity Shares arising from exercise of Warrants would be well within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and accordingly, the Board of Directors of the Company recommends passing of the Special Resolution as set out at Item No 1 of the accompanying Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution. The Directors recommend the Special resolution at item no.1 of the accompanying Notice for the approval of the Members of the Company.

Item 2:

The Authorized Share Capital of the Company is Rs. 4,50,00,000/- (Rupees Four crore Fifty Lakhs) divided into 45,00,000 (Forty-five lakhs) Equity Shares of Rs. 10/- (Rupee Ten) each. At the time of conversion of the warrants of the Company, the Paid-up Capital of the Company will increase.

So, in order to avoid any delay at the time of conversion of warrants and further fund raising during any unforeseen exigencies, it is proposed to raise the Authorized Capital to Rs. 12,00,00,000/- (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Pursuant to section 61 of the Companies Act, 2013, the proposed increase in Authorised Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

The resolution is therefore proposed at Item No. 2 of the Notice to increase the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution. The Directors recommend an ordinary resolution at item no. 2 of the accompanying Notice for the approval of the Members of the Company.

For and on behalf of Board of Directors
Samor Reality Limited

Date: 16th July, 2022
Place: Ahmedabad

Sd/-
Birjukumar Ajitbhai Shah
Managing Director
DIN 02323418



SAMOR REALITY LIMITED

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Ahmedabad, Gujarat – 380015, India.

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 Extra ordinary General Meeting (“EOGM”) of the company to be held on Friday, 12th August 2022 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 with him/her. Duplicate Attendance Slip will not be issued.



#

SAMOR REALITY LIMITED

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

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

Extra ordinary General Meeting ("EOGM") on Friday, 12th August 2022 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	U45400GI2020PLC118556
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



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 **Friday, 12th August 2022 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:

SPECIAL BUSINESS:

Resolution No.	Resolution	For	Against
1.	Issue of Warrants convertible into equity shares of the Company to certain Non-promoters of the company on preferential basis		
2.	Increase in Authorized Share Capital of the Company and consequential amendment in Memorandum of Association of the Company		

Signed this.....day of.....2022

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 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

