



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 Monday, 30th May 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:

Ratification / Approval of Related Party Transaction:

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 188 of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the member be and hereby accorded to the related party transactions ("RPT") entered into by the Company to purchase/acquire entire business of its subsidiary "Samor & Motherland LLP" (Related Party) at consideration of Rs. 2,19,43,113.50/- (Two Crores Nineteen Lacks Forty-Three thousand one hundred thirteen Rupees and Fifty Paisa)"

"RESOLVED FURTHER THAT the Business Transfer agreement ("BTA"), duly executed, by and between the company with its subsidiary "Samor & Motherland LLP", be and is hereby ratified/approved.

"RESOLVED FURTHER THAT Mr. Birjubhai Shah, Ms. Jagrutiben Shah, 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 above resolutions."

For and on behalf of Board of Directors
Samor Reality Limited

Sd/-
Birjukumar Ajitbhai Shah
Managing Director
DIN 02323418

Date: 03rd May 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.



SAMOR REALITY LIMITED
Extra ordinary General Meeting ("EOGM")

10. The Record Date for the purpose of determining the eligibility of the Members to attend the EOGM of Company will be 27th May 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: 03rd May 2022
Place: Ahmedabad

Sd/-
Birjukumar Ajitbhai Shah
Managing Director
DIN 02323418

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

Item 1:

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 the same was approved by shareholders through postal ballot.

Now, the Board of Directors of the company at its Meeting held on 30th March 2022 has decided to purchase/acquire the entire business of its subsidiary “Samor & Motherland LLP” at consideration of Rs. 2,19,43,113.50/- (Two Crores Nineteen Lacks Forty-Three thousand one hundred thirteen Rupees and Fifty Paise), in order to give value addition to the existing shareholders of the company.

Pursuant to Section 188 (1) of the Companies Act, 2013, read with Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015, the Prior approval of Board and shareholders is required for Related Party Transactions (RPT) entered into for “sale, purchase or supply of any goods or material”, where the amount involved exceeds 10% or more of the turnover of the company as per last audited financial statements of the Company.

However, as per section 188 (3) of CA, 2013, if prior consent is not granted, the Board and shareholders shall ratify such RPT within three months from the date such contract was entered into i.e. on or before 30th June 2022. Accordingly, the ratification / approval is being sought from the shareholders.

The Audit Committee and Board of Directors have approved the RPT at its meeting held on 30th March, 2022. Thereafter, Business Transfer Agreement (“BTA”) were executed between the Company and related party. The copies of BTA are available for inspection 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.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transaction(s) with Related parties are as follows:

SL no.	Particulars	Related Party
1	Name of the Related Party	Samor & Motherland LLP
2	Name of the director or key managerial personnel who is related	Mr. Birjubhai Shah, Ms. Jagrutiben Shah and Mr. Akshaybhai Mehta
3	Nature of relationship	Subsidiary of the company (holding 60% stake)
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Purchase / acquire the entire business of its subsidiary M/s. Samor & Motherland LLP at consideration of Rs. 2,19,43,113.50/- (Two Crores Nineteen Lacks Forty-Three thousand one hundred thirteen Rupees and Fifty Paise) and executed business transfer agreement (BTA)
5	Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

The Board recommends the Special Resolution, as set out at item number 1 of the Notice for approval of the members.

None of the Directors, except Mr. Birjubhai Shah, Ms. Jagrutiben Shah and Mr. Akshaybhai Mehta are concerned or interested, in the resolution.

For and on behalf of Board of Directors
Samor Reality Limited

Date: 03rd May 2022
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, 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 will be held on Monday, 30th May 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 Monday, 30th May 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	U45400GJ2020PLC118556
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 Extra ordinary General Meeting ("EOGM") of the Company to be held on Monday, 30th May 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.	Ratification / Approval of Related Party Transaction		

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

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

