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## SAMOR REALITY LIMITED

CIN: L45400GJ2020PLC118556

Regd. Office : FO. F. 401, Shop Atlantis, Near Reliance Pump,  
Prahlad Nagar Road, Anandnagar, Satellite, Ahmedabad, Gujarat - 380 015, India  
Tel: 079-4038-0259; Email:[compliance@samor.in](mailto:compliance@samor.in); Website:[www.samor.in](http://www.samor.in)

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### 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 Mr. Prince K. Dosaliya, Practicing Chartered Accountant (Member No. 180626) 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 20<sup>th</sup> November, 2023. 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 20<sup>th</sup> November, 2023 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 been 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 21<sup>st</sup> November, 2023 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 : 21.10.2023

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

SPECIAL BUSINESS:-

**MIGRATION OF COMPANY FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED SUBJECT TO NECESSARY APPROVALS AND ELIGIBILITY CRITERIA PRESCRIBED BY THE BSE/SEBI.**

**Note:** In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favor of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.

**“RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and Regulation 277 of SEBI (ICDR) Regulations 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with BSE Limited (BSE) applicable to small and medium enterprise and subject to the applicable Laws and by-laws and rules and regulations of BSE Limited (BSE) and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Equity Shares of the Company which are currently listed on SME platform of BSE Limited to the main Board of BSE Limited and upon Migration the said Equity Shares be get listed and traded on the capital segment (main Board) of BSE Limited, from the date of approval of Migration/ getting listed and admitted to be dealt on BSE main Board as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time for migration to Main Board, subject to necessary approvals and eligibility criteria prescribed by the BSE/SEBI.”

**“FURTHER RESOLVED THAT** Mr. Birjukumar Ajitbhai Shah, Managing Director, Mr. Akshay Sevantilal Mehta, Director, Ms. Jagrutiben Birjubhai Shah, Whole Time Director, Ms. Pooja Aidasani, Company Secretary of the Company be and are hereby severally authorized to finalize and execute such documents/deeds/writings/agreements as may be required based on the agreed terms with authority to revise the terms in the best interest of the Company and do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to settle any question, difficulty or doubt that may arise in this regard to give effect to this resolution, including but not limited to incorporation of amendment/suggestion/observation made by the Registrar of Companies, Stock Exchange, SEBI, Superintendent of Stamps, or any other authority, to the extent applicable.”

BY ORDER OF THE BOARD OF DIRECTORS  
For SAMOR REALITY LIMITED

SD/-

BIRJUKUMAR AJITBHAI SHAH  
MANAGING DIRECTOR  
DIN:02323418

Place : Ahmedabad  
Date : 21.10.2023

## 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 Mr. Prince K. Dosaliya, Practicing Chartered Accountant (Member No. 180626) to act as the Scrutinizer, for conducting the Postal Ballot in a fair and transparent manner by way of resolution passed on 21<sup>st</sup> October, 2023.
3. The Postal Ballot Notice is being sent 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 13<sup>th</sup> October, 2023. 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 13<sup>th</sup> October, 2023 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 [compliance@samor.in](mailto: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 13<sup>th</sup> October, 2023. The postal ballot period commences on 21<sup>st</sup> October, 2023 (9.00 Hours IST) and ends on 20<sup>th</sup> November, 2023 (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 20<sup>th</sup> November, 2023. 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 20<sup>th</sup> November, 2023, 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 21<sup>st</sup> November, 2023 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 Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [einward.ris@karvy.com](mailto: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.

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

As the members of the Company are aware that the Equity Shares of the Company are listed on SME Exchange of BSE i.e. BSE SME Platform w.e.f. October 13, 2021. The listing of Equity Shares of the Company on BSE SME Platform enhanced transparency in the functioning and over the period, the Company gained good experience in listing compliances, Corporate Governance practices and thus is now geared up for moving on to the main board of BSE Limited.

In terms of eligibility criteria prescribed for shifting from SME Exchange to Main Board, the Equity Shares of the Company must be listed on BSE SME for 2 years. Moreover, the paid-up equity capital of the Company shall not be less than ₹ 10 crores and the market capitalisation of the Company's equity shall not be less than ₹ 25 crores for a period as prescribed under the rules. Further, the Company should comply with other eligibility norms. The Company complies with the eligibility requirement of equity paid up share capital of more than ₹ 10 Crores, continued listing of 2 years on BSE SME & market capitalization of more than ₹ 25 crores for migration purpose.

The Board of Directors are of the view that Migration to Main Board on BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the main board in the form of increase in liquidity, visibility and larger investor participation will accrue to the shareholders. Hence, the Board of Directors of the Company in their meeting held on Saturday, October 21, 2023 decided to migrate from BSE SME to Main Board of BSE.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the Postal Ballot Notice of the Company. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Pursuant to proviso to Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders to migrate the Equity Shares of the Company on the Main Board of BSE Limited and hence management recommends the passing of said resolution and seeks your approval.

BY ORDER OF THE BOARD OF DIRECTORS  
For SAMOR REALITY LIMITED

SD/-

BIRJUKUMAR AJITBHAI SHAH  
MANAGING DIRECTOR  
DIN:02323418

Place : Ahmedabad  
Date : 21.10.2023

## SAMOR REALITY LIMITED

CIN: L45400GJ2020PLC118556

**Regd. Office : FO. F. 401, Shop Atlantis, Near Reliance Pump,  
Prahlad Nagar Road, Anandnagar, Satellite, Ahmedabad, Gujarat - 380 015, India  
Tel: 079-4038-0259; Email: [compliance@samor.in](mailto:compliance@samor.in); Website: [www.samor.in](http://www.samor.in)**

### 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 October 13, 2023:	

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated October 21, 2023, 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/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Migration of Company from SME platform of BSE limited to main board of BSE Limited subject to necessary approvals and eligibility criteria prescribed by the BSE/SEBI			

Place :

Date :

Signature of the Member

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## 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 20<sup>th</sup> November, 2023. 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. October 13, 2023.
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 or before November 21, 2023.

To,  
The Scrutinizer  
samor REALITY LIMITED  
FO. F. 401, Shop Atlantis, Near Reliance Pump,  
Prahlad Nagar Road, Anandnagar, Satellite,  
Ahmedabad, Gujarat - 380 015, India