

SHAH INVESTOR'S HOME LIMITED

CIN: U67120GJ1994PLC023257

Registered Office: 810, X-Change Plaza, DSCCSL (53E), Road 5E, Block 53, Zone 5, Gift City, Gandhinagar 382355

Corporate Office: SIHL House, Opp. Ambawadi Jain Temple, Nehru Nagar Cross Road, Ahmedabad 380015

Tel: 079 41072222 Website: www.sihl.in Email: helpdesk@sihl.in

To,
DPID Client ID / Folio:
First Holder Name:
Address:

SR.NO.

NOTICE OF POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, to transact the following Special Business by Members of **Shah Investor's Home Limited** (the "Company") by passing Special Resolutions through Postal Ballot.

The Explanatory statement as required under Section 102 of the Companies Act, 2013 pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form for consideration of the Members of the Company. The Company has appointed **Mr. Nimesh Shah (Membership No. 8602 and CP No. 7600), Practicing Company Secretaries, Ahmedabad** as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed through self-addressed, prepaid postage envelope, as the case may be so as to reach at Company not later than **5:30 p.m. on April 17, 2023**. The Ballot Forms received after the said date will be treated as not received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots. The results shall be declared **on or before April 21, 2023** at corporate office of the company. The results will also be displayed on the Company's website www.sihl.in

Contact details of the person responsible to address the grievances connected with the voting by Postal Ballot:

CS Namrata Jain, Compliance Department and Mr. Hemant Roy, Accounts Department

Phone: 079 4107 2256/65

E-mail: company.secretary@sihl.in

SPECIAL BUSINESS:

- 1. To consider and approve Alteration In Main Object Clause of MOA Subject to Members Consent Through Postal Ballot and in this regard to consider and, if thought fit, to pass, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Shareholders of the Company be and is hereby accorded to amend the Memorandum of Association subject to the approval of Registrar of Companies as follows-

ALTERATION IN CLAUSE III OF THE MEMORANDUM OF ASSOCIATION-

MODIFICATION AND SUBSTITUTION OF CLAUSE III (A) (1) AND (2) TO THE EXISTING CLAUSE III (A) (1) AND (2) OF THE MEMORANDUM OF ASSOCIATION AS FOLLOWS-

- 1. To carry on the Business in India and abroad as share and stock brokers, sub-brokers, dealers, jobbers, agents, underwriters, sub-underwriters, investors, sellers, purchasers, market makers and brokers for taking, holding dealing in, converting stocks, shares and securities of all kinds, brokers for units of Unit Trust of India, debenture, debenture-stocks, negotiable instruments, bonds, Government Securities, Government Loans, National Saving Certificates, Small Saving Scheme, Euro or Dollar Issues, commercial papers, hundies, promissory notes and to deal in all type of shares, stocks and securities.*
- 2. To manage the funds of the investors and to render portfolio management service and portfolio advisory services by investment in shares, debentures, stocks, debenture-stocks, bonds, company deposits, Government Securities, Government Loans, National Savings, Post Office Saving Schemes, Units, G.R. Receipts and to pass on the benefit of portfolio investment to investors as dividend, interest, bonus and to act as brokers/ underwriters, managers, financial consultants to the issue of shares, debenture, debenture-stocks, bonds, securities, and to provide a complete range of financial and management consultancy services like investment planning.*

INSERTION OF SUB CLAUSE (3) (4) (5) (6) TO THE EXISTING CLAUSE III (A) OF THE MEMORANDUM OF ASSOCIATION AS FOLLOWS-

- 3. To carry on the business in India and abroad as a Depository Participant, as an agent of any Depository, registered with the Securities and Exchange Board of India (SEBI) or any other authorities and to provide Stock / Securities / Insurance and any other related depository services to the Investors under the regulations, buy-laws and business rules framed under the Depository Act, SEBI or such other authorities and to carry out above business by way of having branches and/ or giving franchisee to any person or persons, anywhere in India and abroad and also to provide will range of consultancy services for the above matter.*
- 4. To carry on and undertake the business of investment advisory services, custodial services, asset management services and to act as Merchant Bankers, Portfolio Investment Managers, Lead Managers or Co-Managers, Book runners, and to act as an Issue House, Financial consultant, Registrar and Transfer Agent, Trustee of Mutual Funds & Debentures, Research Analyst, Investment Advisor, Underwriters to Issue of Securities, Insurance Corporate Agent, Insurance Broker and to undertake venture capital funding, clearing houses services for the securities, credit rating, credit appraisal and depository participant services and to perform any other kind of role as an Intermediary or Advisor in the Securities Market directly or through its subsidiary (ies) and to do all such activities which are ancillary and incidental to the same subject to necessary Governmental or Regulatory approvals such as Securities and Exchange Board of India or any other authority for the time being in force.*
- 5. To render directly or through its subsidiary (ies), services as brokers, commission agents, trustees, administrators, managers, agents and to carry on the business of retail and institutional distribution of the schemes of the Mutual Funds or any other financial products issued by Banks, Mutual Funds, Insurance Company or any other financial intermediary.*

6. *To become a member of Commodity Exchange/s and to carry on business as Commodity broker, sub-brokers, authorised person, market makers, traders, investors/hedgers in all kind of commodities and to act as clearing and forwarding agent and to provide services of every kind in this connection.*

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

2. To consider and approve Adoption of New Set of Memorandum of Association of the Company as per Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 13 of the Companies Act, 2013 read all other applicable provisions, if any, of the companies Act, 2013, the consent of the members of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company with a new set of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013”

“**RESOLVED THAT** pursuant to provisions of section 13 and all other applicable provisions of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and subject to necessary approval (s) if any from the competent authorities, Existing Clause III (B) containing the ‘Objects Incidental or Ancillary to the attainment of Main Objects’ sub-clause no. 1 to 58 be and is hereby stands deleted and inserted by New Clause III (B) ‘Matters which are necessary for furtherance of the Objects specified in Clause III (A) containing the sub-clause no. 1 to 35”

“**FURTHER RESOLVED THAT** pursuant to provisions of section 13 and all other applicable provisions of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and subject to necessary approval (s) if any from the competent authorities, Existing Clause III (C) containing the “Other Objects which are not included in the Main objects or incidental or ancillary objects” sub clause no. 1 to 75 be and is hereby also stands deleted in full”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

3. To consider and approve Borrowing Limits of The Company under Section 180 (1)(c) of Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members is be and hereby accorded to board of Directors of the Company to borrow any sum or sums of money from time to time at discretion of Board, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate whether by way of loan, advances, deposits, debentures/bonds, and/or any other instrument or non-fund facility or in any other form whether unsecured or secured by mortgage, charge, hypothecation, pledge of company’s assets whether movable or immovable or stock and debt and advances as the Board deems fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is **Rs. 150 Crores (Rupees One hundred Fifty Crores only)** over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the

terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (or Committee) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

4. To consider and approve Creation of Charges on the Movable and Immovable Properties of the Company, Both Present and Future, In Respect of Borrowings under Section 180 (1) (a) of Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of Members is be and hereby accorded to Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, tangible or intangible, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ ‘A’ Ordinary Shares and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed **Rs. 150 Crores (Rupees One hundred Fifty Crores only)** or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

5. To consider and approve to Make Investment(s), Loan(s), Guarantee(s) And Security In Excess of Limits Specified under Section 186 Of Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186, Section 179 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the Members of the Company be and is hereby accorded to Board of Directors to (a) give any loan to any person(s) or other body corporate whether in India or outside, which may or may not be subsidiary (ies)/Associate(s) of the Company (s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) Bank, Financial Institutions or any other institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature to any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) /Associate (s) of the Company ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate whether in India or outside, which may or may not be subsidiary(ies) /Associate (s) of the Company from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding **Rs. 80 Crore (Rupees Eighty Crore Only)** on such terms and conditions as decided by Board from time to time.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to negotiate and decide, from time to time, terms and conditions for making investment/loan/security/guarantee and to execute such documents, deeds, and / or agreements as may be require and do all such acts, deeds, matters and things”

Place: Ahmedabad
Dated: 11.03.2023

By Order of the Board
For Shah Investor's Home Limited

Sd/-
Utpal Prafulbhai Shah
Director
DIN : 02334369

Notes:

1. The Notice is being sent to all the shareholders whose name is borne on the Register of Members as on 10th March 2023 and are entitled to exercise their vote on the Resolution(s), through postal ballot.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended, in respect of the business set out above is annexed hereto.
3. The Postal Ballot Form for voting by you as a Member of the Company is enclosed herewith.
4. Pursuant to Section 110 of the Companies Act, 2013 (the."Act") read with the Companies (Management and Administration) Rules,2014 the assent or dissent of the company in respect of the resolution(s) under postal ballot notice dated 11th March 2023 shall be determined through postal ballot.
5. A member desiring to exercise vote by Postal Ballot Form may complete the enclosed Postal Ballot Form and send it to the Company in the enclosed self - addressed Business Reply Envelope. Postage will be borne and paid by the Company. No other form or photocopy thereof is permitted. The envelopes containing the postal ballot(s) should reach the Company's corporate office not later than the close of working hours on April 17, 2023. If the ballots are received thereafter they shall be deemed to be not received. No other request/details furnished in the self-addressed envelope will be entertained.
6. The Scrutinizer will submit the report to the Chairman and Managing Director of the Company after completion of the Scrutiny of the Postal Ballots. The result of the Postal Ballot shall be announced by the Chairman and Managing Director, or by any other person, so authorized by the Chairman and Managing Director as on date of Submission of Scrutinizers report at the Corporate Office of the Company and the resolution will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the members had assented to the resolution. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so.
7. Members' voting right shall be in proportion to their share of the paid up equity share capital of the Company as on 10th March 2023.
8. The Board of Directors has appointed Mr. Utpal Prafulbhai Shah & Mr. Tanmay Upendra Shah, Directors of the Company, as the person responsible for the entire Postal Ballot process.
9. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

SHAH INVESTOR'S HOME LIMITED

Annexure to Notice

(Pursuant to Section 102 of the Companies Act, 2013 ("Act") and the Rules made there under)

Item No. 1

In order to make the Main object clause of the Memorandum of Association comprehensive and concise and to include activities permitted to be undertaken by the Company from time to time, it is proposed to modify the main object clause of MOA of the Company. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The Board now seeks Members approval by passing **Special Resolution**. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

Item No. 2

The Existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013. According to the new act, the Companies now have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore it is important to alter and adopt the new set of Memorandum of Association as per the Companies Act, 2013. The new set of MOA is based on Table-A of the Companies Act, 2013. Draft MOA is attached with the Notice.

The Board now seeks Members approval by passing **Special Resolution**. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

Item No. 3

In order to cater to the business requirements and to meet both its short term and long terms business objectives, the Board has approved to increase the present borrowing limits up to **Rs. 150 Crores** under Section 180(1) (c) of the Companies Act, 2013.

Pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

The Board now seeks Members approval by passing **Special Resolution**. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

Item No. 4

In accordance with the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, maybe deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Therefore, it is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding **Rs. 150 Crores** thereof, in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The Board now seeks Members approval by passing **Special Resolution**. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

Item No. 5

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of **Rs.80 Crores**, as proposed in the Notice.

The Board now seeks Members approval by passing **Special Resolution**. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

Place: Ahmedabad
Dated: 11.03.2023

By Order of the Board
For Shah Investor's Home Limited

Sd/-
Utpal Prafulbhai Shah
Director
DIN : 02334369

DRAFT MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES (Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION OF SHAH INVESTOR'S HOME LIMITED

- I. The name of the company is **“SHAH INVESTOR'S HOME LIMITED”**
- II. The Registered Office of the company will be situated in the State of Gujarat.
- III. (A) The Objects to be pursued by the Company on its incorporation are:

So long as the Company is engaged in the business of stock broking as a member of any recognized Stock Exchange in India, it will engage itself in only such business as a member of recognized Stock Exchange is permitted to engage in under the Securities and Contract (Regulation) rules, 1957 and the Rules, Bye laws and regulations of Stock Exchange subject to following objects for which company is established:-

1. To carry on the Business in India and abroad as share and stock brokers, sub-brokers, dealers, jobbers, agents, underwriters, sub-underwriters, investors, sellers, purchasers, market makers and brokers for taking, holding, dealing in, converting stocks, shares and securities of all kinds, brokers for units of Unit Trust of India, debenture, debenture-stocks, negotiable instruments, bonds, Government Securities, Government Loans, National Saving Certificates, Small Saving Scheme, Euro or Dollar Issues, commercial papers, hundies, promissory notes and to deal in all type of shares, stocks and securities.
2. To manage the funds of the investors and to render portfolio management service and portfolio advisory services by investment in shares, debentures, stocks, debenture-stocks, bonds, company deposits, Government Securities, Government Loans, National Savings, Post Office Saving Schemes, Units, G.R. Receipts and to pass on the benefit of portfolio investment to investors as dividend, interest, bonus and to act as brokers/ underwriters, managers, financial consultants to the issue of shares, debenture, debenture-stocks, bonds, securities, and to provide a complete range of financial and management consultancy services like investment planning
3. To carry on the business in India and abroad as a Depository Participant, as an agent of any Depository, registered with the Securities and Exchange Board of India (SEBI) or any other authorities and to provide Stock / Securities / Insurance and any other related depository services to the Investors under the regulations, buy-laws and business rules framed under the Depository Act, SEBI or such other authorities and to carry out above business by way of having branches and/ or giving franchisee to any person or persons, anywhere in India and abroad and also to provide will range of consultancy services for the above matter.
4. To carry on and undertake the business of investment advisory services, custodial services, asset management services and to act as Merchant Bankers, Portfolio Investment Managers, Lead Managers or Co-Managers, Book runners, and to act as an Issue House, Financial consultant, Registrar and Transfer Agent, Trustee of Mutual Funds & Debentures, Research Analyst, Investment Advisor, Underwriters to Issue of Securities, Insurance Corporate Agent, Insurance Broker and to undertake venture capital funding, clearing houses services for the securities, credit rating, credit appraisal and depository participant services and to perform any other kind of role as an Intermediary or Advisor in the Securities Market directly or through its subsidiary (ies) and to do all such activities which are ancillary and incidental to the same subject to necessary Governmental or Regulatory approvals such as Securities and Exchange Board of India or any other authority for the time being in force.
5. To render directly or through its subsidiary (ies), services as brokers, commission agents, trustees, administrators, managers, agents and to carry on the business of retail and institutional distribution of the schemes of the Mutual

Funds or any other financial products issued by Banks, Mutual Funds, Insurance Company or any other financial intermediary.

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6. To become a member of Commodity Exchange/s and to carry on business as Commodity broker, sub-brokers, authorised person, market makers, traders, investors/hedgers in all kind of commodities and to act as clearing and forwarding agent and to provide services of every kind in this connection.

¹ CLAUSE III (A) (3) (4) (5) (6) has been inserted vide Special Resolution dated _____ 2023 passed by means of Postal ballot.

²(B) Matters which are necessary for furtherance of the objects specified in clause III (A) are-

1. To enter into contracts and agreements of lands with builders, tenants, occupiers and others for the attainment of main object of the Company.
2. To get approvals from various authorities either government, semi government or private authorities, required for purpose of attainment of main object of the Company.
3. To maintain, alter, extend, purchase, sell, give or take on lease, warehouses, and houses for employees and other buildings, on any land, purchased, leased or otherwise acquired by or for the Company.
4. To enter into partnership or into arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concessions or for limiting competition with any person, firm, corporation or company and to enter into Collaboration, Joint ventures, Agreements, or arrangements for furthering the functions, activities and interest of the Company.
5. Subject to Section 230 to 234 of the Companies Act, 2013, to amalgamate, merge any other company or companies with the Company or merge, demerge with any other company or companies having all or any of their objects similar to the objects of this company or otherwise, in any manner, whether with or without the liquidation of the Company.
6. To sell, lease, mortgage, or otherwise deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part thereof for such consideration as the company may think fit and in particular for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
7. To establish, provide, maintain and conduct or otherwise subsidies research and development laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical research, experiments and test of all kinds and to promote studies and research, both scientific and technical investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
8. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable property or any rights privileges which the Company may think necessary or convenient for purpose of its business.
9. To sell, improve, manage, develop, exchange, lease, dispose off, turn to account, or otherwise deal with all or any of the property and rights of the company.
10. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise and to exercise, carry out and enjoy any charter, power, authority franchise, concession, right, privilege which any Government or authority or any corporation or other public body may be empowered to grant, and to pay for, aid and contribute towards carrying the same into effect, and to appropriate any of the company's shares, debentures, or other securities and assets to defray the necessary costs, charges and expenses thereof.
11. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the company or for any other purpose.
12. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
13. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made thereunder and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or

company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company.

14. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors, or past employees, or directors of the company or its predecessors in the business or the dependents or connections of any such persons, and to grant pensions, allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.
15. To become member of and to communicate with Chamber of Commerce and other mercantile and public bodies throughout the world and to advice on, concert, promote and support measures for protection, advancement, growth of commerce and industry and for protection and welfare of persons engaged therein.
16. To hold administrator, sell, realize invest disposed off the monies and properties, both real and personal and to carry on, sell, realize, dispose off and deal with any estate of which the Company is executor or administrator or in any trust of which the company is the trustee or of which the company is administrator receiver, liquidator or agent.
17. To enter into arrangements with Government or authority supreme, municipal or local or otherwise that may seem conducive to the company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangement, rights, privileges and concessions.
18. To lend and advance money or give credit to any person or company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts, or obligations by any person or company, to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company and otherwise to assist any person or the company.
19. To take or hold mortgages, liens and charges to secure payment of purchase price or any unpaid balance of the purchase price of any part of Company's property of whatsoever kind sold by the company or any money due to the company from purchasers and others.
20. To receive money on deposits or loans and to borrow or raise money in the manner permitted under the Companies Act, 2013 read with rules framed thereunder and the directions issued by Reserve Bank of India and secure the payment of money in such manner as the company may think fit and to secure the same or repayment or performance of any debt, liability, contract guarantee or other engagement entered or to be entered into by the company in any way and in particular by issue of debentures charged upon all or any of company's undertaking or property including its uncalled capital, and to purchase, redeem or pay off such debentures.
21. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing placing of any shares in the company's capital or any debentures, or other securities of the companies or in or about the organisation, formation or promotion of the company or conduct of its business.
22. To sell or dispose off the undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in parts similar to those of the company.
23. Subject to Section 182 of the Companies Act, 2013 to make donations to such persons or institutions and in such cases and either in cash or any other asset as may be through directly or indirectly conducive to any of the company's objects or otherwise expedient or in the public interest and in particular to remunerate any person or corporation introducing business to the company and to subscribe, contribute, or otherwise assist or guarantee money for charitable scientific, religious or benevolent, national, public, cultural, educational or political or other institution or objects and to establish and support or aid establishment and support of associations, institutions, funds, trusts, conveniences for the benefit of the employees or ex-employees (including Directors) or of persons having dealings with the company or their dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions allowances, gratuities and bonuses either by way of annual payment or lump sum and to make payments towards insurance, and to form and contribute to provident & benefit funds and other welfare funds of or for such persons and to undertake, promote and sponsor any activity for publication of any books literature, newspapers in furtherance of the aforesaid and other causes or objects.
24. To invest and deal with the monies of the company in shares, debentures loans and/or in such other manner as may from time to time be deemed expedient and in particular to invest any monies of the company not

immediately required for its business, including lending of the same to such parties and on such terms with or without security as may be thought to be in the interest of the company and in particular to customers of and persons having dealings with the company or carrying on any business which may be useful or beneficial to the company.

25. To acquire by purchase, lease, assignment or otherwise lands, tenements, buildings, basements, rights, and advantage of any kind whatsoever and resell, mortgage and let on lease the same.
26. To insure the whole or any part of the property and personnel's of the company either full or partially, to protect and indemnify any part or portion thereof either on mutual, principal or otherwise.
27. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for redemption of debentures or debenture-stock, for special dividends, for repairing, improving, extending and maintenance of any property rights or assets of the company for any other purpose.
28. In the event of winding up, distributing any of the assets or property of the company among the members or otherwise subject to the provisions of the Companies Act 2013.
29. To refer or agree to refer any claims, demands, disputes or any other question by or against the company in which the company is interested or concerned and whether between the company and or any third party for arbitration in India or at any place outside India and to observe and perform and do all acts, deeds, matters and things to carry out or enforce the awards.
30. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company or the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, or debentures or other securities of the company.
31. To undertake and execute any trusts the undertaking of which may seem to the company desirable either gratuitously or otherwise.
32. To pay for any rights or property acquired by the company and to remunerate any person or compensate for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the company's capital or any debentures or debenture stock in the company's capital or other securities of the company or in or about the formation or promotion of the company or the acquisition of the property by the company or the conduct of its business whether by cash payment or by allotment of shares, debentures or other securities of the company, credited as paid-up in full or in part otherwise.
33. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.
34. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any business or profession of the Company.
35. To undertake and transact all kinds of business related activities deemed incidental or conducive to the attainment of the above objects or any of them for the business of the Company.

2

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

² Altered vide Special Resolution dated _____ 2023 passed by means of Postal ballot.

3

- V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/-** [Rupees Thirty Crores only] divided into 3,00,00,000 [Three Crore only] Equity shares of Rs.10/- [Rupees Ten only] each.

³ The Authorised Share Capital of Company is increased from Rs. 20,00,00,000 (Rupees Twenty Crore Only) to Rs. 30,00,00,000/- (Rupees Thirty Crores only) by passing resolution in AGM held on 09th September, 2017.

We the several persons, whose names and addresses are subscribed hereunder, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively, agree to take the number of shares in the Capital of the Company as set opposite to our respective names-

| Name, Descriptions, addresses, occupations and signature of the subscribers | Number of Equity shares taken by each subscriber | Name, Descriptions, addresses, occupation and signature of the witness |
|---|--|---|
| 1. MR. UPENDRA TRIKAMLAL SHAH Son of Trikamlal Shah 17/345, Satyagrah Chhavni Society, Jodhpur Tekra, Ahmedabad 380054 Business Sd/- | 100 (One Hundred) | Witness to both the subscribers MR. MAULIN VIJAY SHAH Son of Vijay Shah 201, Samruddhi, Opp. High Court, Ahmedabad – 380014 Chartered Accountant Membership No. 46148 Sd/- |
| 2. MRS. PURNIMA UPENDRA SHAH Wife of Upendra Shah 17/345, Satyagrah Chhavni Society, Jodhpur Tekra, Ahmedabad 380054 Business Sd/- | 100 (One Hundred) | |

Place: Ahmedabad

Dated this 7th day of October 1994

SHAH INVESTOR'S HOME LIMITED

CIN: U67120GJ1994PLC023257

Registered Office: 810, X-Change Plaza, DSCCSL (53E), Road 5E, Block 53, Zone 5, Gift City, Gandhinagar 382355

Corporate Office: SIHL House, Opp. Ambawadi Jain Temple, Nehru Nagar Cross Road, Ahmedabad 380015

Tel: 079 4107 2222 Website: www.sihl.in Email: helpdesk@sihl.in

POSTAL BALLOT FORM

Sr. No.

| | | |
|---|--|--|
| 1 | Name and address of the Shareholder(s) Including Joint-holders, if any(In Block Letters) | |
| 2 | Registered Folio No. /DP Id Client Id | |
| 3 | No. of shares held | |

| Item No. | Brief Particulars of the Item | Number of Shares held | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
|----------|---|-----------------------|-------------------------------------|--|
| 1. | To Alter Main Object Clause of MOA | | | |
| 2. | To Adopt New Set of MOA of the Company as Per Companies Act, 2013 | | | |
| 3. | To approve Borrowing Limits of the Company under Section 180 (1) (c) of Companies Act, 2013 | | | |
| 4. | To approve Creation of Charges on the Movable and Immovable Properties of the Company, Both Present and Future, In Respect of Borrowings under Section 180 (1) (a) of Companies Act, 2013 | | | |
| 5. | To approve Investment(s), Loan(s), Guarantee(s) And Security In Excess of Limits Specified under Section 186 of Companies Act, 2013 | | | |

Email Id: _____
(Company may use this email Id for future communication)

Mobile No.: _____

Place:

Date: _____ (Signature of Shareholder/Beneficial Holder)

Note:

1. Please read the instructions carefully before exercising your vote.
2. Last date for receipt of Postal Ballot form by the Scrutinizer is on April 17, 2023

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. Member(s) desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by SHAH INVESTOR'S HOME LIMITED (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted. The postage pre-paid self-addressed envelope bears the name and postal address of the Company.
2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegatee, a copy of the power of attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
3. In the case of equity shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/authority letter.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissenting the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on April 17, 2023. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
7. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium /s like pencil).
8. The Postal Ballot shall not be exercised by a Proxy.
9. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
10. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Company not later than the date specified under instruction 6 above.
11. The results of the Postal Ballot will be declared at the Corporate Office of the Company as specified in the Notice and will be uploaded on Website of the company.