

ISO 9001 : 2015 Certified



SHAH INVESTOR'S HOME LIMITED

CIN: U67120GJ1994PLC023257

Registered Office: "SIHL House",

Opp. Ambawadi Jain Temple,

Nr Nehrunagar Cross Road, Ahmedabad 380015

Tel: 079 41072201 Website: www.sihl.in

NOTICE OF 26TH ANNUAL GENERAL MEETING OF SHAH INVESTOR'S HOME LIMITED

Notice is hereby given that Twenty Sixth (26th) Annual General Meeting of the Members of Shah Investor's Home Limited will be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) on account Of Outbreak Of Covid-19 (Corona virus) Pandemic and in accordance with the relevant Circulars issued by the Ministry Of Corporate Affairs on Saturday, 31st October 2020 at 4.00 P.M to transact the following business:

ORDINARY BUSINESS:

ITEM NO: 1 - ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Standalone and Consolidated audited Financial Statements of the Company for the year ended on 31 March, 2020, Directors' Report and the Auditors' Report thereon.

- a. "RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended 31 March, 2020 and the report of the Board of Directors and Auditor's thereon laid before this meeting, be and are hereby considered and adopted."
- b. "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended 31 March, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

ITEM NO. 2 - TO RE-APPOINT DIRECTOR MRS. TRUPTI U. SHAH (DIN: 02342717) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To re-appoint Mrs. Trupti U. Shah (DIN: 02342717) who retire by rotation and being eligible offers herself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Trupti U. Shah (DIN: 02342717) who retires by rotation at this meeting be and is hereby re appointed as a Director of the Company, liable to retire by rotation.

ITEM NO. 3 - TO RE-APPOINT DIRECTOR MS. PREETI U. SHAH (DIN: 00023083), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To re-appoint Ms. Preeti U. Shah (DIN: 00023083), who retire by rotation and being eligible offers herself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, appoint Ms. Preeti U. Shah (DIN: 00023083), who retires by rotation at this meeting be and is hereby re appointed as a Director of the Company, liable to retire by rotation."

ITEM NO. 4: TO APPOINT STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION

To appoint Statutory Auditors and to fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby appoints M/s. Dhrumil A. Shah & Co (FRN: 145163W), Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company in the ensuing 26th Annual General Meeting (AGM) till the conclusion of 31st consecutive AGM of the company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

ITEM NO. 5: TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND OF 1 PER EQUITY SHARE ALREADY PAID DURING THE YEAR AS THE FINAL DIVIDEND FOR THE FINANCIAL YEAR 2019-20

To confirm the payment of Interim Dividend of 1 per equity share already paid and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the First Interim Dividend of 1 per equity share of Rs. 10/- each fully paid up and approved by the Board of Directors on 16.09.2019 and already paid, be and is hereby confirmed for the Financial Year 2019-20.”

SPECIAL BUSINESS:

ITEM 6: TO APPOINT ADDITIONAL INDEPENDENT DIRECTOR MR. BHISHMAK MANOJBHAI SONI (DIN-08563962) AS INDEPENDENT DIRECTOR

To Appoint Additional Independent Director Mr. BHISHMAK MANOJBHAI SONI (DIN- 08563962) as Independent Director and in this regard 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 Sections 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. BHISHMAK MANOJBHAI SONI (DIN- 08563962)** who was appointed as Additional Independent Director on September 26, 2019 by Board of Directors and pursuant to the recommendations of Nomination & Remuneration Committee be and is hereby appointed as Independent Director of the Company for the term of 5 consecutive years up to September 25th 2024.

“RESOLVED FURTHER THAT any Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

ITEM 7: TO RE-APPOINT MR. UPENDRA TRIKAMLAL SHAH (DIN-00023057) AS MANAGING DIRECTOR

To make reappointment of Mr. Upendra Trikamlal Shah (DIN-00023057) as Managing Director and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for the re-appointment of **Mr. UPENDRA TRIKAMLAL SHAH (DIN-00023057)** as Managing Director of the Company for a period of **3 (three) consecutive years w.e.f 01st October 2020 up to 30th September 2023** on the remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment) and terms and conditions as contained in the explanatory statement annexed hereto:

“RESOLVED FURTHER THAT Mr. Utpal P. Shah(DIN:02334369), be and is hereby authorized to vary, alter and modify the terms and conditions of re-appointment and remuneration/ remuneration structure of Mr. Upendra T. Shah and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

ITEM 8: TO RE-APPOINT MS. PREETI UPENDRA SHAH (DIN- 00023083) AS WHOLETIME DIRECTOR

To make reappointment of Ms. PREETI UPENDRA SHAH (DIN- 00023083) as Wholetime Director and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for the re-appointment of Ms. PREETI UPENDRA SHAH (DIN- 00023083) as Wholetime Director of the Company for a period of 3 (three) consecutive years w.e.f 01st October 2020 up to 30th September 2023 on the remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment) and terms and conditions as contained in the explanatory statement annexed hereto:

"RESOLVED FURTHER THAT Mr. Utpal P. Shah (DIN:02334369), be and is hereby authorized to vary, alter and modify the terms and conditions of re-appointment and remuneration/ remuneration structure of Ms. Preeti Upendra Shah and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

ITEM 9: TO RE-APPOINT MRS. TRUPTI UTPAL SHAH (DIN- 02342717) AS WHOLETIME DIRECTOR

To make reappointment of Mrs. TRUPTI UTPAL SHAH (DIN- 02342717) as Wholetime Director and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for the re-appointment of Mrs. TRUPTI UTPAL SHAH (DIN- 02342717) as Wholetime Director of the Company for a period of 3 (three) consecutive years w.e.f 01st October 2020 up to 30th September 2023 on the remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment) and terms and conditions as contained in the explanatory statement annexed hereto:

"RESOLVED FURTHER THAT Mr. Utpal P. Shah (DIN:02334369), be and is hereby authorized to vary, alter and modify the terms and conditions of re-appointment and remuneration/ remuneration structure of Mrs. TRUPTI UTPAL SHAH (DIN- 02342717) and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

For and on behalf of the Board of Directors
SHAH INVESTOR'S HOME LIMITED

Place: Ahmedabad
Date: 31.07.2020

UPENDRA SHAH
Chairman and Managing Director
DIN: 00023057

NOTES:

- a) In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) through electronic means.
- b) In view of the MCA Circulars, since this meeting is being held through video conferencing, physical attendance of members has been dispensed with. Therefore, appointment of proxies is not applicable. No proxy shall be appointed by the members. However, corporate members are required to send to the Company or RTA, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
- c) The attendance of Members attending AGM through VC/OACM will be counted as Quorum under Section 103 of Companies Act, 2013.
- d) A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.
- e) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- f) In accordance with the MCA Circulars, the Company shall provide the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
- The login-id and password for joining the meeting has been separately provided along with this Notice
 - The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the and 15 minutes after the expiry of the said scheduled time;
 - Participation of single member shall only be allowed at a time
 - Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to shamik.chokshi@sihl.in/hemant.roy@sihl.in at least seven days in advance of the meeting so that the answers may be made readily available at the meeting;
 - Members are requested to e-mail at darmin.fadia@sihl.in or call at 4107 2296/97/98/99 in case of any technical assistance required at the time of log in/ assessing at the Meeting through VC.
- g) Mrs. Trupti U. Shah is interested in the Ordinary Resolutions set out at Item No. 2 of the Notice with regard to their re-appointment. All Directors are related to Mrs. Trupti U. Shah may be deemed to be interested in the resolution set out at Item No. 2 of the Notice except Mr. Siddharth Bhartkumar Shah And Mr. Bhishmak Manojbhai Soni.
- h) Ms. Preeti U. Shah is interested in the Ordinary Resolutions set out at Item No. 3 of the Notice with regard to their re-appointment. All Directors are related to Ms. Preeti U. Shah may be deemed to be interested in the resolution set out at Item No. 3 of the Notice except Mr. Siddharth Bhartkumar Shah And Mr. Bhishmak Manojbhai Soni.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO-6: REGULARIZATION OF MR. BHISHMAK MANOJBHAI SONI (DIN- 08563962) AS INDEPENDENT DIRECTOR

Board through resolution passed in meeting held on 26th September, 2019 pursuant to the recommendations of Nomination & Remuneration Committee, has appointed Mr. BHISHMAK MANOJBHAI SONI as Additional Independent Director of the Company up to 25th September, 2024, subject to the approval of Shareholders of the Company at the ensuing Annual General Meeting.

Mr. BHISHMAK MANOJBHAI SONI have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. BHISHMAK MANOJBHAI SONI fulfills the conditions specified in the Act and the rules framed there under for appointment as Independent Director and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. BHISHMAK MANOJBHAI SONI as Independent Director for term of (5) Five consecutive years w.e.f 26th September, 2019 up to 25th September 2024 is now being placed before the Members for their approval for regularization of Mr. Bhishmak Manojbhai Soni as Independent Director of the Company.

Brief Profile: Mr. Bhishmak Soni is an Engineer and has a MBA degree from IMT Nagpur which brings a plethora of skill sets on the table, both on technical and practical front in terms of understanding the currently prevailing and future market trends. Mr. Soni has had good stints at managerial positions with reputed national level food-tech unicorn where he is not only responsible for the extraordinary growth of the company but has also displayed tremendous leadership skills managing the top line business for the entire city.

It is said that one must maintain work-life balance, and that's exactly what Mr. Soni also believes in, having his focus on making this world a better place to live in his spare time. Along with being a Life Member of Indian Red cross Society and a regular blood donor he is also a member several NGO'S and has also served for educating the underprivileged kids of Municipality Schools on weekends.

Brief Profile of Mr. Bhishmak Manojbhai Soni seeking Regularization at ensuing Annual General meeting Pursuant To Clause 1.2.5 Secretarial Standard II Issued by ICSI is as follows:

Name of the Director	Bhishmak Manojbhai Soni
DIN	08563962
D.O.B & Age	30/07/1993 (27 years)
Date of appointment	26/09/2019
Qualifications	B.E. Electronics and Communication and PGDM (MBA)
Experience and Expertise	He started his career since 2018. He has experience in field of Accounting and Marketing with leading organizations.
Number of Meetings of the Board attended during the year	2 out of 5
Shareholding in SIHL	NIL
List of Directorship / Membership / Chairmanship of Committees of other Board	NIL
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As set out in Letter of Appointment Remuneration sought to be paid: Sitting fees of Rs. 7000 per meeting Last Remuneration drawn: Sitting fees of Rs. 14000

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.6 for the approval of the members

ITEM NO-7: RE-APPOINTMENT OF MR. UPENDRA TRIKAMLAL SHAH (DIN-00023057) AS MANAGING DIRECTOR

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 31st July 2020 has approved re-appointment of Mr. Upendra T. Shah as Managing Director of the Company for the period of 3 years w.e.f. 1st October, 2020 on such remuneration as decided.

Mr. Upendra T. Shah was appointed as a Director since Incorporation of Company. Further, Due to expansion of business and managing day to day operations of the Company, the board of Directors on the recommendation of Nomination and Remuneration Committee has approved reappointment subject to member's approval

The Brief Profile as required under Schedule V of Companies Act 2013 has been annexed with this Notice as "ANNEXURE 1.

Brief Profile of Directors Seeking Re-Appointment and Seeking Fixation of Remuneration pursuant to Standard 1.2.5 of Secretarial Standard II issued by Institute of Company Secretaries of India are as follows:

Name of the Director	UPENDRA T. SHAH
DIN	00023057
D.O.B & Age	21/02/1953 (78 years)
Date of appointment	12/10/1994
Qualifications	B.Com and LL.B
Experience and Expertise	He started his career into stock market since 1980. He has rich experience of more than 36 years in the business
Number of Meetings of the Board attended during the year	14 out of 14
Shareholding in SIHL	33.69%
List of Directorship / Membership / Chairmanship of Committees of other Board	1. SIHL Consultancy Limited
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As set out in Explanatory Statement Remuneration sought to be paid: Remuneration not exceeding Rs. 84,00,000 Last Remuneration drawn: Rs. 51,00,000

The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by him as Managing Director of the Company.

With his vast experience, leadership and other skills beneficial in the growth of the company, The Board of Directors recommends the resolution for your approval and pass the same as Special Resolution.

The draft copy of Agreement to be entered into with Mr. Upendra T. Shah by the Company containing the terms and Conditions of the said re-appointment and remuneration is available at the registered office of the Company. Member can inspect the copy of Draft agreement during the business hours of the Company on working days.

The principal terms and conditions of Mr. Upendra T. Shah re-appointment as Managing Director are as follows:

1) Tenure of Re-appointment:

For a period of 3 years commencing from 1st October, 2020 to 30th September, 2023.

2) Nature of duties:

- a. The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
- b. The Managing Director shall not exceed the powers so delegated by the Board pursuant to Clause 2(a) above.
- c. The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3) Remuneration: Remuneration not exceeding 84 Lacs per annum. The next annual increment will be effective from 1st April, 2021 by maximum 10%. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and will also take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time.

Minimum Remuneration: Where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration as specified above.

4) All personnel policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.

5) Other T&C

- a. The Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- b. The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company
- c. The terms and conditions of the re appointment of the Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, subject to limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- d. This re-appointment may be terminated by giving six months' notice on either side or the Company paying six months' remuneration in lieu of such notice.
- e. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
 - if the Managing Director is found guilty of any gross negligence, default or misconduct in connection

- with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
- in the event of any serious or repeated or continuing breach (after prior warning) or nonobservance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
 - in the event the Board expresses its loss of confidence in the Managing Director.
- f. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- g. Upon the termination by whatever means of the Managing Director's employment:
- the Managing Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorized to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which the Managing Director is at the material time a Director or other officer;
 - the Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
- h. The Managing Director's re-appointment is by virtue of his employment in the Company and his re-appointment shall be subject to the provisions of Section 167 of the Act

All directors of the company, except Mr. Siddharth Bharat kumar Shah and Mr. Bhishmak Manojbhai Soni may be considered as concerned and interested as being relatives of each other.

The Board recommends the resolution set forth in Item no.7 for the approval of the members as Special resolution

ITEM NO-8: RE-APPOINTMENT OF MS. PREETI UPENDRA SHAH (DIN- 00023083) AS WHOLETIME DIRECTOR

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 31st July 2020 has approved re-appointment of **Ms. PREETI UPENDRA SHAH (DIN- 00023083)** as **Wholetime Director** for the period of 3 years w.e.f. 1st October, 2020 on such remuneration as decided.

With her vast experience and knowledge for functionality and regulation of Indian financial markets, which ensures company with utmost integrity and compliance, the board of Directors on the recommendation of Nomination and Remuneration Committee has approved reappointment subject to member's approval

The Brief Profile as required under Schedule V of Companies Act 2013 has been annexed with this Notice as "ANNEXURE 1.

Brief Profile of Directors Seeking Re-Appointment and Seeking Fixation of Remuneration pursuant to Standard 1.2.5 of Secretarial Standard II issued by Institute of Company Secretaries of India are as follows:

Name of the Director	PREETI U. SHAH
DIN	00023083
D.O.B & Age	29/05/1977 (43 years)
Date of appointment	01/10/1997
Qualifications	CS (Company Secretary)
Experience and Expertise	She has rich experience of more than 17 years in financial consultancy, functionality and regulation of Indian financial markets, advisory and legal and Compliance.
Number of Meetings of the Board attended during the year	14 out of 14
Shareholding in SIHL	7.08%
List of Directorship / Membership / Chairmanship of Committees of other Board	<ol style="list-style-type: none"> 1. SIHL Fincap Limited 2. SIHL Consultancy Limited 3. SIHL Strategic Advisors Private Limited 4. Trinity Edutech Private Limited
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	<p>As set out in Explanatory Statement</p> <p>Remuneration sought to be paid: Remuneration not exceeding Rs. 84,00,000</p> <p>Last Remuneration drawn: Rs. 38,40,000</p>

The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by him as Managing Director of the Company.

The draft copy of Agreement to be entered into with Ms. Preeti U. Shah by the Company containing the terms and Conditions of the said re-appointment and remuneration is available at the registered office of the Company. Member can inspect the copy of Draft agreement during the business hours of the Company on working days.

The principal terms and conditions of Ms. Preeti U. Shah re-appointment as Whole Time Director are as follows:

1) Tenure of Re-appointment:

For a period of 3 years commencing from 1st October,2020 to 30th September,2023

2) Nature of duties:

- a. The Whole Time Director shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
- b. The Whole Time Director shall not exceed the powers so delegated by the Board pursuant to Clause 2(a) above.
- c. The Whole Time Director undertakes to employ the best of her skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

- 3) Remuneration: Basic Salary not exceeding 84 lacs p.a. The next annual increment will be effective from 1st April, 2021 by maximum 10%. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and will also take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time.

Minimum Remuneration: Where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Whole Time Director remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration as specified above.

- 4) All personnel policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Whole Time Director, unless specifically provided otherwise.

5) Other T&C

- a. The Whole Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- b. The Whole Time Director shall not become interested or otherwise concerned, directly or through her spouse and/or children, in any selling agency of the Company.
- c. The terms and conditions of the re-appointment of the Whole Time Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, subject to limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.
- d. This re-appointment may be terminated by giving six months' notice on either side or the Company paying six months' remuneration in lieu of such notice.
- e. The employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice:
 - if the Whole Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which she is required to render services; or
 - in the event of any serious or repeated or continuing breach (after prior warning) or nonobservance by the Whole Time Director of any of the stipulations to be executed between the Company and the Whole Time Director; or
 - in the event the Board expresses its loss of confidence in the Whole Time Director.
- f. In the event the Whole Time Director is not in a position to discharge her official duties due to any physical or mental incapacity, the Board shall be entitled to terminate her contract on such terms as the Board may consider appropriate in the circumstances.
- g. Upon the termination by whatever means of the Whole Time Director's employment:
 - the Whole Time Director shall immediately tender her resignation from offices held by her in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of her failure to do so the Company is hereby irrevocably authorized to appoint some person in her name and on her behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which the Whole Time Director is at the material time a Director or other officer;

- the Whole Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.

h. The Whole Time Director's re-appointment is by virtue of her employment in the Company and her re-appointment shall be subject to the provisions of Section 167 of the Act.

All directors of the company, except Mr. Siddharth Bharat kumar Shah and Mr. Bhishtak Manojbhai Soni may be considered as concerned and interested as being relatives of each other.

The Board recommends the resolution set forth in Item no.8 for the approval of the members as Special resolution.

ITEM NO-9: RE-APPOINTMENT OF MRS. TRUPTI UTPAL SHAH (DIN-02342717) AS WHOLETIME DIRECTOR

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 31st July 2020 has approved re-appointment of **Mrs. TRUPTI UTPAL SHAH (DIN-02342717)** as **Wholetime Director** for the period of 3 years w.e.f. 1st October, 2020 on such remuneration as decided.

Mrs. Trupti U. Shah was appointed as a Director since 2008, with her vast knowledge in human resources and software development solutions, the Board of Directors on the recommendation of Nomination and Remuneration Committee has approved reappointment subject to member's approval

The Brief Profile as required under Schedule V of Companies Act 2013 has been annexed with this Notice as "ANNEXURE 1.

Brief Profile of Directors Seeking Re-Appointment and Seeking Fixation of Remuneration pursuant to Standard 1.2.5 of Secretarial Standard II issued by Institute of Company Secretaries of India are as follows:

Name of the Director	TRUPTI UTPAL SHAH
DIN	02342717
D.O.B & Age	03/01/1976 (42 years)
Date of appointment	01/07/2008
Qualifications	BE in Mechanical Engineering and MS in Computer Engineering
Experience and Expertise	She has rich experience related to human resources, employee training and software development solutions in the Company.
Number of Meetings of the Board attended during the year	14 out of 14
Shareholding in SIHL	2.72%
List of Directorship / Membership / Chairmanship of Committees of other Board	1. SIHL Consultancy Limited 2. Trinity Edutech Private Limited 3. SIHL Commodities Limited
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As set out in Explanatory Statement Remuneration sought to be paid: Remuneration not exceeding Rs. 84,00,000 Last Remuneration drawn: Rs. 38,40,000

The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by her as Whole Time Director of the Company.

With her knowledge, experience and other skills, which is beneficial for the growth of the company, The Board of Directors recommends the resolution for your approval and pass the same as Special Resolution.

The draft copy of Agreement to be entered into with Mrs. Trupti U. Shah by the Company containing the terms and Conditions of the said re-appointment and remuneration is available at the registered office of the Company. Member can inspect the copy of Draft agreement during the business hours of the Company on working days.

The principal terms and conditions of Mrs. Trupti U. Shah re-appointment as Whole Time Director are as follows:

1) Tenure of Re-appointment:

For a period of 3 years commencing from 1st October, 2020 to 30th September, 2023

2) Nature of duties:

- a. The Whole Time Director shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
- b. The Whole Time Director shall not exceed the powers so delegated by the Board pursuant to Clause 2(a) above.
- c. The Whole Time Director undertakes to employ the best of her skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

3) Remuneration: Basic Salary not exceeding 84 Lacs p.a. The next annual increment will be effective from 1st April, 2021 by maximum 10%. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and will also take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time.

Minimum Remuneration: Where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Whole Time Director remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration as specified above.

4) All personnel policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Whole Time Director, unless specifically provided otherwise.

5) Other T&C

- a. The Whole Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- b. The Whole Time Director shall not become interested or otherwise concerned, directly or through her spouse and/or children, in any selling agency of the Company.

- c. The terms and conditions of the re-appointment of the Whole Time Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, subject to limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.
- d. This re-appointment may be terminated by giving six months' notice on either side or the Company paying six months' remuneration in lieu of such notice.
- e. The employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice:
- if the Whole Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which she is required to render services; or
 - in the event of any serious or repeated or continuing breach (after prior warning) or nonobservance by the Whole Time Director of any of the stipulations to be executed between the Company and the Whole Time Director; or
 - in the event the Board expresses its loss of confidence in the Whole Time Director.
- f. In the event the Whole Time Director is not in a position to discharge her official duties due to any physical or mental incapacity, the Board shall be entitled to terminate her contract on such terms as the Board may consider appropriate in the circumstances.
- g. Upon the termination by whatever means of the Whole Time Director's employment:
- the Whole Time Director shall immediately tender her resignation from offices held by her in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of her failure to do so the Company is hereby irrevocably authorized to appoint some person in her name and on her behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole Time Director is at the material time a Director or other officer;
 - the Whole Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
- h. The Whole Time Director's re-appointment is by virtue of her employment in the Company and her re-appointment shall be subject to the provisions of Section 167 of the Act.

All directors of the company, except Mr. Siddharth Bharat kumar Shah and Mr. Bishmak Manojbhai Soni may be considered as concerned and interested as being relatives of each other.

The Board recommends the resolution set forth in Item No. 9 for the approval of the members as Special resolution.

ANNEXURE-1

STATEMENT OF PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT (PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013)

I. GENERAL INFORMATION

Particulars	UPENDRA T. SHAH	PREETI U. SHAH	TRUPTI UTPAL SHAH
Nature of industry	Financial services relating to retail, institutional broking and depository services.	Financial services relating to retail, institutional broking and depository services.	Financial services relating to retail, institutional broking and depository services.
Date or expected date of commencement of commercial Production	Since Incorporation	Since Incorporation	Since Incorporation
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A	N.A	N.A
Financial performance based on given indicators	In the Financial Year 2019- 2020, the Company made a turnover of 26 Crores and Profit of 1.93 Crores after tax.	In the Financial Year 2019-2020, the Company made a turnover of 26 Crores and Profit of 1.93 Crores after tax.	In the Financial Year 2019-2020, the Company made a turnover of 26 Crores and Profit of 1.93 Crores after tax.
Export performance and net foreign exchange collections	N.A	N.A	N.A
Foreign Investments or collaborators, if any.	N.A	N.A	N.A

III. OTHER INFORMATION

Particulars	UPENDRA T. SHAH	PREETI U. SHAH	TRUPTI UTPAL SHAH
Reason of loss or inadequate profits	In F.Y 2019-20, the company has made profits of 1.93 Crores after tax.	In F.Y 2019-20, the company has made profits of 1.93 Crores after tax.	In F.Y 2019-20, the company has made profits of 1.93 Crores after tax.
Steps taken or proposed to be taken for improvement	The Company has made various strategies for improvement in profitability	The Company has made various strategies for improvement in profitability	The Company has made various strategies for improvement in profitability
Expected increase in the productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that it may improve and would be comparable with the industry average.	It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that it may improve and would be comparable with the industry average.	It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that it may improve and would be comparable with the industry average.

II. INFORMATION ABOUT THE APPOINTEE

Particulars	UPENDRA T. SHAH	PREETI U. SHAH	TRUPTI U. SHAH
Background Details	Mr. Upendra Shah is promoter of SIHL. He entered into the business of stock broking by taking membership of ASE in 1980 for his proprietary firm. He formed SIHL in October 1994 with a goal to serve investors in transparent and trustworthy manner and provide all financial services under one roof.	Ms. Preeti U. Shah is CS by profession and has rich experience of more than 18 years in financial consultancy, compliance and legal services. She is overseeing all legal and compliance tasks	Mrs. Trupti Shah holds BE in Mechanical Engineering from Gujarat University and MS in Computer Engineering from Florida Atlantic University, USA. Before joining to Shah Investor's Home Limited she worked with Intel Corporation, USA for 4 years. She held a key management position in factory automation software development group.
Past remuneration	Mr. Upendra Shah was re appointed as MD on 09.09.2017 and has been drawing Remuneration not exceeding Rs. 60 lacs	Ms. Preeti U. Shah was re appointed as WTD on 09.09.2017 and has been drawing Remuneration not exceeding Rs. 60 lacs	Mrs. Trupti Shah was re appointed as WTD on 09.09.2017 and has been drawing Remuneration not exceeding Rs. 60 lacs
Recognition or awards	No	No	No
Job profile and his suitability	His enriched experience, appreciable contribution and enlarged leadership	Rich experience in handling legal as well as operational and financial aspects	Contribution in Large scale improvements in employee communication, teamwork and customer satisfaction and operational processes at the company.
Remuneration proposed	As set out in Explanatory Statement	As set out in Explanatory Statement	As set out in Explanatory Statement
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability	The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act 2013 which is comparable with the Companies of the same size and profitability	The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act 2013 which is comparable with the Companies of the same size and profitability
Pecuniary relationship directly or indirectly with the Company personnel, if any	Related except Mr. Siddharth Bharatkumar Shah and Mr. Bhishmak Manojbhai Soni	Related except Mr. Siddharth Bharatkumar Shah and Mr. Bhishmak Manojbhai Soni	Related except Mr. Siddharth Bharatkumar Shah and Mr. Bhishmak Manojbhai Soni