



Registered Office: 810, X-Change Plaza, DSCCSL (53E), Block 53, Zone 5, Gift City,
Gandhinagar-382355; Corporate Office: "SIHL House", Opp. Ambawadi Jain Temple, Nr.
Nehrunagar Cross Road, Ahmedabad-380015 Tel: 079- 4107 2222 Website: www.sihl.in
CIN: U67120GJ1994PLC023257

NOTICE OF 30TH ANNUAL GENERAL MEETING
OF
SHAH INVESTOR'S HOME LIMITED

Dear Members,

You are cordially invited to attend the 30th Annual General Meeting of the Members of Shah Investor's Home Limited ("the Company") to be held on **Monday, 30th September 2024 at 4:00 P.M** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with the relevant Circulars issued by the Ministry Of Corporate Affairs to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited Standalone Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Board of Directors and Auditors thereon.

Item No. 2: To re-appoint Mr. Tanmay Upendra Shah (DIN: 00023067) who retire by rotation and being eligible offers herself for re-appointment.

Item No. 3: To re-appoint Mrs. Purnima Upendra Shah (DIN: 00023091) who retire by rotation and being eligible offers herself for re-appointment.

Item No. 4: To recommend for declaration of Final Dividend on Equity Shares subject to approval of Members in Annual General Meeting.

SPECIAL BUSINESS:

Item No. 5: To Re-appoint Mrs. Purnima Upendra Shah (DIN-00023091) as a Whole-time Director for a further period of 3 consecutive years in the board.

To Re-appoint Mrs. Purnima Upendra Shah (DIN-00023091) as a Whole-time Director for a further period of 3 consecutive years in the board in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197,198,203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for the Re-appointment of Mrs. Purnima Upendra Shah (DIN-00023091) for the period of **3 (three) consecutive years from 25th August, 2024 up to 25th August 2027** (liable to retire by rotation) at an annual remuneration not exceeding Rs. 144 Lacs, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & Remuneration Committee of the Board) to revise/ alter/ modify/amend/ change the terms and conditions as may be agreed to by the Board and Mrs. Purnima Upendra Shah within the applicable provisions of the Companies Act, 2013"

"RESOLVED FURTHER THAT where in any financial year during the tenure of the said Director, the Company has no profits or its profit are inadequate, the remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission as mentioned above from time to time shall be paid as minimum remuneration without any further approval from Shareholders of the company"

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."



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Item No. 6: To re-appoint Mr. Utpal Prafulbhai Shah (DIN: 02334369) as a Whole-time Director for a further period of 3 consecutive years in the board.

To Re-appoint Mr. UTPAL PRAFULBHAI SHAH (DIN-02334369) as a Whole-time Director for a further period of 3 consecutive years in the board in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197,198,203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for the Re-appointment of Mr. Utpal Prafulbhai Shah (DIN-02334369) for the period of **3 (three) consecutive years from 25th September 2024 up to 25th September 2027** (liable to retire by rotation) at an annual remuneration not exceeding Rs. 144 Lacs, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & Remuneration Committee of the Board) to revise/ alter/ modify/amend/ change the terms and conditions as may be agreed to by the Board and Mr. Utpal Prafulbhai Shah within the applicable provisions of the Companies Act, 2013"

"RESOLVED FURTHER THAT where in any financial year during the tenure of the said Director, the Company has no profits or its profit are inadequate, the remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission as mentioned above from time to time shall be paid as minimum remuneration without any further approval from Shareholders of the company"

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

Item No. 7: To Re-appoint Mr. Bhishmak Manojbhai Soni (DIN- 08563962) as Independent Director

To make Re-appointment of **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, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Mr. Bhishmak Manojbhai Soni (DIN : 08563962), who was appointed as an Independent Director of the Company by the members for a term up to September 25, 2024, who being eligible for re-appointment for a second term and be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from 26th September 2024 up to 17th September 2029, and whose office shall not be liable to retire by rotation.."

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

ITEM 8: To Increase in Maximum limit of Remuneration of Mr. Tanmay Upendra Shah (DIN: 00023067), Managing Director of the Company

To Increase in Maximum limit of Remuneration of Mr. Tanmay Upendra Shah (DIN: 00023067), Managing Director of the Company 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 provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-engagement(s) thereof for the time being in force), the Board of Directors of the Company hereby approves the increase in Limit of monthly remuneration of Mr. Tanmay Upendra Shah, Managing Director of the Company From the Current Maximum



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remuneration limit of Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration for a period of three years Subject to the consent of the members of the company in Annual General Meeting, with effect from 30th September, 2024.

Current Maximum remuneration limit: Rs. 7, 00,000 p.m. (Proposed Maximum remuneration limit Rs.12, 00,000 p.m.)

Other Benefit and Perquisites: Other Benefits and perquisites such as Gratuity, Leave Encashment, Provident Fund, Insurance, Club Fees, Telephone, Car Facilities etc. shall be as decided by board of directors within the limit of Schedule V."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Mr. Tanmay Upendra Shah shall be paid the above mentioned remuneration or as determined by the Board of Directors"

"RESOLVED FURTHER THAT the Board of Directors may alter the remuneration within the limit mentioned in Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for time being in force and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution "

ITEM 9: To Increase in Maximum limit of Remuneration of Mr. Upendra Trikamlal Shah (DIN: 00023057), Whole Time Director of the Company

To Increase in Maximum limit of Remuneration of Mr. Upendra Trikamlal Shah (DIN: 00023057), Whole Time Director of the Company 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 provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-engagement(s) thereof for the time being in force), the Board of Directors of the Company hereby approves the increase in Limit of monthly remuneration of Mr. Upendra Trikamlal Shah, Whole Time Director of the Company From the Current Maximum remuneration limit of Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration for a period of three years Subject to the consent of the members of the company in Annual General Meeting, with effect from 30th September, 2024.

Current Maximum remuneration limit: Rs. 7, 00,000 p.m. (Proposed Maximum remuneration limit Rs.12, 00,000 p.m.)

Other Benefit and Perquisites: Other Benefits and perquisites such as Gratuity, Leave Encashment, Provident Fund, Insurance, Club Fees, Telephone, Car Facilities etc. shall be as decided by board of directors within the limit of Schedule V."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Mr. Upendra Trikamlal Shah shall be paid the above mentioned remuneration or as determined by the Board of Directors"

"RESOLVED FURTHER THAT the Board of Directors may alter the remuneration within the limit mentioned in Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for time being in force and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution "

ITEM 10: To Increase in Maximum limit of Remuneration of Mrs. Purnima Upendra Shah (DIN: 00023091), Whole Time Director of the Company

To Increase in Maximum limit of Remuneration of Mrs. Purnima Upendra Shah (DIN: 00023091), Whole Time Director of the Company 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 provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-engagement(s) thereof for the time being in force), the Board of Directors of the Company hereby approves the increase in Limit of monthly



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remuneration of Mrs. Purnima Upendra Shah, Whole time Director of the Company From the Current Maximum remuneration limit of Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration for a period of three years Subject to the consent of the members of the company in Annual General Meeting, with effect from 30th September, 2024.

Current Maximum remuneration limit: Rs. 7, 00,000 p.m. (Proposed Maximum remuneration limit Rs.12, 00,000 p.m.)

Other Benefit and Perquisites: Other Benefits and perquisites such as Gratuity, Leave Encashment, Provident Fund, Insurance, Club Fees, Telephone, Car Facilities etc. shall be as decided by board of directors within the limit of Schedule V."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Mrs. Purnima Upendra Shah shall be paid the above mentioned remuneration or as determined by the Board of Directors"

"RESOLVED FURTHER THAT the Board of Directors may alter the remuneration within the limit mentioned in Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for time being in force and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution "

ITEM 11: To Increase in Maximum limit of Remuneration of Mr. Utpal Prafulbhai Shah (DIN: 02334369), Whole Time Director of the Company

To Increase in Maximum limit of Remuneration of Mr. Utpal Prafulbhai Shah (DIN: 02334369), Whole Time Director of the Company 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 provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-engagement(s) thereof for the time being in force), the Board of Directors of the Company hereby approves the increase in Limit of monthly remuneration of Mr. Utpal Prafulbhai Shah, Whole time Director of the Company From the Current Maximum remuneration limit of Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration for a period of three years Subject to the consent of the members of the company in Annual General Meeting, with effect from 30th September, 2024.

Current Maximum remuneration limit: Rs. 7, 00,000 p.m. (Proposed Maximum remuneration limit Rs.12, 00,000 p.m.)

Other Benefit and Perquisites: Other Benefits and perquisites such as Gratuity, Leave Encashment, Provident Fund, Insurance, Club Fees, Telephone, Car Facilities etc. shall be as decided by board of directors within the limit of Schedule V."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Mr. Utpal Prafulbhai Shah shall be paid the above mentioned remuneration or as determined by the Board of Directors"

"RESOLVED FURTHER THAT the Board of Directors may alter the remuneration within the limit mentioned in Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for time being in force and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution "

ITEM 12: To Increase in Maximum limit of Remuneration of Mrs. Trupti Utpal Shah (DIN: 02342717), Whole Time Director of the Company

To Increase in Maximum limit of Remuneration of Mrs. Trupti Utpal Shah (DIN: 02342717), Whole Time Director of the Company 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 provisions of Sections 197 and 198 read with Schedule V and other applicable



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provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-engagement(s) thereof for the time being in force), the Board of Directors of the Company hereby approves the increase in Limit of monthly remuneration of Mrs. Trupti Utpal Shah, Whole time Director of the Company From the Current Maximum remuneration limit of Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration for a period of three years Subject to the consent of the members of the company in Annual General Meeting, with effect from 30th September, 2024.

Current Maximum remuneration limit: Rs. 7, 00,000 p.m. (Proposed Maximum remuneration limit Rs.12, 00,000 p.m.)

Other Benefit and Perquisites: Other Benefits and perquisites such as Gratuity, Leave Encashment, Provident Fund, Insurance, Club Fees, Telephone, Car Facilities etc. shall be as decided by board of directors within the limit of Schedule V."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Mrs. Trupti Utpal Shah shall be paid the above mentioned remuneration or as determined by the Board of Directors"

"RESOLVED FURTHER THAT the Board of Directors may alter the remuneration within the limit mentioned in Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for time being in force and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution "

ITEM 13: To Increase in Maximum limit of Remuneration of Ms. Preeti Upendra Shah (DIN: 00023083), Whole Time Director of the Company

To Increase in Maximum limit of Remuneration of Ms. Preeti Upendra Shah (DIN: 00023083), Whole Time Director of the Company 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 provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-engagement(s) thereof for the time being in force), the Board of Directors of the Company hereby approves the increase in Limit of monthly remuneration of Ms. Preeti Upendra Shah, Whole time Director of the Company From the Current Maximum remuneration limit of Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration for a period of three years Subject to the consent of the members of the company in Annual General Meeting, with effect from 30th September, 2024.

Current Maximum remuneration limit: Rs.7, 00,000 p.m. (Proposed Maximum remuneration limit Rs.12, 00,000 p.m.)

Other Benefit and Perquisites: Other Benefits and perquisites such as Gratuity, Leave Encashment, Provident Fund, Insurance, Club Fees, Telephone, Car Facilities etc. shall be as decided by board of directors within the limit of Schedule V."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Ms. Preeti Upendra Shah shall be paid the above mentioned remuneration or as determined by the Board of Directors"

"RESOLVED FURTHER THAT the Board of Directors may alter the remuneration within the limit mentioned in Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for time being in force and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution "

ITEM 14: To Increase in Maximum limit of Remuneration of Mrs. Ruchira Tanmay Shah (DIN: 00943678), Non-Executive Director of the Company

To Increase in Maximum limit of Remuneration of Mrs. Ruchira Tanmay Shah (DIN: 00943678), Non-Executive Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:



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"RESOLVED THAT pursuant to provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-engagement(s) thereof for the time being in force), the Board of Directors of the Company hereby approves the increase in Limit of monthly remuneration of Mrs. Ruchira Tanmay Shah, Non-Executive Director of the Company From the Current Maximum remuneration limit of Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration for a period of three years Subject to the consent of the members of the company in Annual General Meeting, with effect from 30th September, 2024.

Current Maximum remuneration limit: Rs. 7, 00,000 p.m. (Proposed Maximum remuneration limit Rs.12, 00,000 p.m.)

Other Benefit and Perquisites: Other Benefits and perquisites such as Gratuity, Leave Encashment, Provident Fund, Insurance, Club Fees, Telephone, Car Facilities etc. shall be as decided by board of directors within the limit of Schedule V."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Mrs. Ruchira Tanmay Shah shall be paid the above mentioned remuneration or as determined by the Board of Directors"

"RESOLVED FURTHER THAT the Board of Directors may alter the remuneration within the limit mentioned in Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for time being in force and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution "

ITEM 15: To consider and approve the relocation of Derasar (Temple) from the existing Temple to the new one in the event if there is need to relocate the temple from the existing location to any other location Subject to the approval of shareholders in Annual General Meeting.

To consider and approve the relocation of Derasar (Temple) from the existing Temple to the new one in the event if there is need to relocate the temple from the existing location to any other location Subject to the approval of shareholders in Annual General Meeting and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

On recommendation of Management Committee, the Board has approved the relocation of Derasar (Temple) from the existing Temple to the new one in the event if there is need to relocate the temple from the existing location to any other location 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 Section 180(1)(a) of the Companies Act 2013 ("2013 Act") In the event of any future requirement for the deconstruction of the Temple premises or in case of sale/transfer of the premises on which the temple is situated or in case of closure/transfer of company, Shah Investor's home Limited commits to acquiring a suitable piece of land that is of a minimum size equivalent to the land currently occupied by the Temple

"RESOLVED FURTHER THAT, Shah Investor's home Limited will promptly construct a new Derasar (Temple) thereon and ensure the proper relocation of the Statue of God from the existing Temple to the new one. Only upon the successful completion of the new Temple construction and the relocation of the Statue of God, shall Proceed with the deconstruction of the existing Temple or can sale/transfer premises on which the temple is situated or can close/transfer company. the board shall approve the resolution as passed for the matter of relocation of Derasar (Temple) from the existing Temple to the new one in the event if there is need to relocate the temple from the existing location to any other location which shall be decided after the approval of shareholders in Annual General Meeting.



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By Order of the Board of Directors

Tanmay Upendra Shah
Chief Financial officer and Managing Director
DIN: 00023067

Place: Ahmedabad
Date: 29.08.2024

Registered Office Address: 810, X-Change Plaza,
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NOTES:

- a) Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circular, the AGM of the Company is being held through VC.
- b) The proceedings of the AGM will be deemed to be conducted at the Corporate Office of the Company at SIHL House, Opp. Ambawadi Jain Temple, Nehru Nagar Cross Road, Ahmedabad -380015 which shall be deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- c) The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at www.sihl.in
- d) 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. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. 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.
- e) The attendance of Members attending AGM through VC/OACM will be counted as Quorum under Section 103 of Companies Act, 2013.
- f) 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.
- g) In support of green initiative announced by Government of India, electronic copies of the notice and Annual report are being sent by email to those shareholders whose email ids have been made available to Company/DP unless the member has specifically requested for physical copy. For, members who have not registered their email id, physical copies of Notice and Annual report, will be sent to them in permitted mode. Further, the members who have not registered their email ids, are requested to register the same with their DPs/Company/RTA.
- h) All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to company.secretary@sihl.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.



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- i) Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 Digit MICR no., 11 Digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining demat accounts.
- j) Members holding shares in physical form are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the Company along with the self-attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address.
- k) Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's Corporate office/ or mail at company.secretary@sihl.in before the due dates. The details of such unclaimed dividends are available on the Company's website at www.sihl.in. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").
- l) 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.
 - Participation of single member shall only be allowed at a time.
 - Members are requested to mail for any Queries on the Accounts and Operations of the Company or the businesses covered under the Notice to [sunny_shah <sunny.shah@sihl.in>](mailto:sunny_shah@sunny.shah@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;
 - In case of any technical assistance required at the time of log in/ assessing at the Meeting through VC, Members are requested to e-mail at techsupport@sihl.in or call at Landline No. 079-4107 2296/97/98/99 or Mobile No. 9327355002.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 ("THE ACT")

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 5 to 15 of the accompanying Notice.

Item No.-5: To Re-appoint Mrs. Purnima Upendra Shah (DIN-00023091) as a Whole-time Director for a further period of 3 consecutive years in the board.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 29th August 2024 has approved re-appointment of Mrs. Purnima Upendra Shah (DIN-00023091) as Wholetime Director for the period of 3 years w.e.f. 25th August 2024 up to 25th August 2027 on such remuneration as decided.

Mrs. Purnima Upendra Shah has made huge contribution to the Company over the years. She is one of the Promoters of the company and part of the senior management team since the inception of the SIHL Group. Her qualification as well as rich professional experience, has always provided the Board with the guidance and inputs needed for the growth of the company. She is Masters in Statistics from Gujarat University

Brief Profile of Mrs. Purnima Upendra Shah seeking re-appointment at ensuing Annual General meeting pursuant to Clause 1.2.5 Secretarial Standard II issued by ICSI and under Schedule V of Companies Act 2013 has been annexed with this Notice as "ANNEXURE 1" and "ANNEXURE 2" respectively.

A copy of the draft letter for the reappointment setting out the terms and conditions is available for inspection by the members during normal business hours on working days.

All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

The Board recommends the resolution set forth in Item no.5 for the approval of the members as Special resolution.

ITEM 6: To Re-appoint Mr. Utpal Prafulbhai Shah (DIN- 02334369) as a Whole-time Director for a further period of 3 consecutive years in the board.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 29th August 2024 has approved re-appointment of Mr. Utpal Prafulbhai Shah (DIN- 02334369) as Wholetime Director for the period of 3 years w.e.f. 25th September 2024 up to 25th September 2027 on such remuneration as decided.

Mr. Utpal P. Shah holds BE in Electronics and Communications Engineering from Gujarat University and MS in Electrical Engineering from the University of Florida, USA. He acts as Designated Compliance officer of Shah Investor's Home Limited with exchanges and depositories. He is looking after strategic planning, new business initiatives and all aspects of day to day administration. He brings rich experience and strategies for operational excellence and planning for the benefit of the company. Utpal heads the industry outreach at SIHL interacting with various government and non-government bodies to help shape policy decisions in the financial services sector in India.

Brief Profile of Mr. Utpal Prafulbhai Shah seeking re-appointment at ensuing Annual General meeting pursuant to Clause 1.2.5 Secretarial Standard II issued by ICSI and under Schedule V of Companies Act 2013 has been annexed with this Notice as "ANNEXURE 1" and "ANNEXURE 2" respectively.

A copy of the draft letter for the reappointment setting out the terms and conditions is available for inspection by the members during normal business hours on working days.

All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

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



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ITEM 7: To Re-Appoint Mr. Bhishmak Manojbhai Soni (DIN-08563962) As Independent director

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 29th August 2024 has approved re-appointment of Mr. Bhishmak Manojbhai Soni (DIN-08563962) as Independent director for the period of 5 years w.e.f. 26th September 2024 up to 17th September 2029 on such remuneration as decided.

Mr. Bhishmak Manojbhai 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.

Brief Profile of Mr. Bhishmak Manojbhai Soni seeking re-appointment at ensuing Annual General meeting pursuant to Clause 1.2.5 Secretarial Standard II issued by ICSI and under Schedule V of Companies Act 2013 has been annexed with this Notice as "ANNEXURE 1" and "ANNEXURE 2" respectively.

A copy of the draft letter for the reappointment setting out the terms and conditions is available for inspection by the members during normal business hours on working days.

No Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution.

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

ITEM 8: Increase in Maximum limit of Remuneration of Mr. Tanmay Upendra Shah (DIN: 00023067), Whole Time Director of the Company

Brief Profile: Mr. Tanmay Upendra Shah is Bachelors in Commerce. He has actively contributed to the growth of SIHL and group companies over the last many years. He has played key roles in brand building and strategy development for the growth of the company. The logo of the company was his creation and the brand SIHL became household name in Gujarat due to his initiatives. He has been instrumental in setting up institutional trading business vertical in Mumbai. Under his leadership, the Equity Research Dept. has provided great investment insights for the company's proprietary as well as advisory portfolios. He is the driving force behind identifying highly profitable investment ideas with limited downside.

The Members may note that based on the recommendations of the Board of Directors of the Company at their meeting held on 29th August 2024, approved the increase of Maximum limit of Remuneration From Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration of Mr. Tanmay Upendra Shah, Managing Director of the Company, with effect from 01st October, 2024, subject to your approval.

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

All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

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

ITEM 9: Increase in Maximum limit of Remuneration of Mr. Upendra Trikamlal Shah (DIN: 00023057), Whole Time Director of the Company

Brief Profile: He is Bachelors in Commerce and LLB and is the promoter of the Shah Investor's Home Limited. With his ultimate management & accounting skills, company's performance has always shown an upward trend. Under his leadership, the company has been a profitable and dividend paying entity since inception. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the



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opinion that for smooth and efficient running of the business.

The Members may note that based on the recommendations of the Board of Directors of the Company at their meeting held on 29th August 2024, approved the increase of Maximum limit of Remuneration From Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration of Mr. Upendra Trikamlal Shah, Whole Time Director of the Company, with effect from 01st October, 2024, subject to your approval.

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

All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

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

ITEM 10: Increase in Maximum limit of Remuneration of Mrs. Purnima Upendra Shah (DIN: 00023091), Whole Time Director of the Company

Brief Profile: Mrs. Purnima Upendra Shah has made huge contribution to the Company over the years. She is one of the Promoters of the company and part of the senior management team since the inception of the SIHL Group. Her qualification as well as rich professional experience, has always provided the Board with the guidance and inputs needed for the growth of the company. She is Masters in Statistics from Gujarat University

The Members may note that based on the recommendations of the Board of Directors of the Company at their meeting held on 29th August 2024, approved the increase of Maximum limit of Remuneration From Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration of Mrs. Purnima Upendra Shah, Whole time Director of the Company, with effect from 01st October, 2024, subject to your approval.

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

All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

The Board recommends the resolution set forth in Item no.10 for the approval of the members as Special resolution.

ITEM 11: Increase in Maximum limit of Remuneration of Mr. Utpal Prafulbhai Shah (DIN: 02334369), Whole Time Director of the Company

Brief Profile: Mr. Utpal P. Shah holds BE in Electronics and Communications Engineering from Gujarat University and MS in Electrical Engineering from the University of Florida, USA. He acts as Designated Compliance officer of Shah Investor's Home Limited with exchanges and depositories. He is looking after strategic planning, new business initiatives and all aspects of day to day administration. He brings rich experience and strategies for operational excellence and planning for the benefit of the company. Utpal heads the industry outreach at SIHL interacting with various government and non-government bodies to help shape policy decisions in the financial services sector in India.

The Members may note that based on the recommendations of the Board of Directors of the Company at their meeting held on 29th August 2024, approved the increase of Maximum limit of Remuneration From Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration of Mr. Utpal Prafulbhai Shah, Whole time Director of the Company, with effect from 01st October, 2024, subject to your approval.

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



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All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

The Board recommends the resolution set forth in Item no.11 for the approval of the members as Special resolution.

ITEM 12: Increase in Maximum limit of Remuneration of Mrs. Trupti Utpal Shah (DIN: 02342717), Whole Time Director of the Company

Brief Profile: Mrs. Trupti U. Shah was appointed as a Director since 2008, with her vast knowledge in human resources and software development solutions.

The Members may note that based on the recommendations of the Board of Directors of the Company at their meeting held on 29th August 2024, approved the increase of Maximum limit of Remuneration From Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration of Mrs. Trupti Utpal Shah, Whole time Director of the Company, with effect from 01st October, 2024, subject to your approval.

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

All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

The Board recommends the resolution set forth in Item no.12 for the approval of the members as Special resolution.

ITEM 13: Increase in Maximum limit of Remuneration of Ms. Preeti Upendra Shah (DIN: 00023083), Whole Time Director of the Company

Brief Profile: Ms. Preeti Upendra Shah has vast experience and knowledge for functionality and regulation of Indian financial markets, which ensures company with utmost integrity and compliance.

The Members may note that based on the recommendations of the Board of Directors of the Company at their meeting held on 29th August 2024, approved the increase of Maximum limit of Remuneration From Rs. 7, 00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration of Ms. Preeti Upendra Shah, Whole time Director of the Company, with effect from 01st October, 2024, subject to your approval.

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

All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

The Board recommends the resolution set forth in Item no.13 for the approval of the members as Special resolution.

ITEM 14: Increase in Maximum limit of Remuneration of Mrs. Ruchira Tanmay Shah (DIN: 00943678), Non-Executive Director of the Company

Brief Profile: Mrs. Ruchira Shah looks after strategic planning, new business initiatives and all aspects of day to day administration of the company. She joined the board in 2009. Mrs. Ruchira Shah holds Master of Business Administration in Finance from Keller Graduate School of Management. She brings rich experience and strategies for operational excellence and planning for the benefit of the company.

The Members may note that based on the recommendations of the Board of Directors of the Company at their meeting held on 29th August 2024, approved the increase of Maximum limit of Remuneration From Rs. 7,00,000 P.m. (Rupees Seven Lakh) to Rs. 12,00,000 P.m. (Rupees Twelve Lakh) as Maximum Limit of remuneration of Mrs.



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Ruchira Tanmay Shah, Whole time Director of the Company, with effect from 01st October, 2024, subject to your approval.

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

All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

The Board recommends the resolution set forth in Item no.14 for the approval of the members as Special resolution.

ITEM 15: To consider and approve the relocation of Derasar (Temple) from the existing Temple to the new one in the event if there is need to relocate the temple from the existing location to any other location Subject to the approval of shareholders in Annual General Meeting.

On recommendation of Management Committee, the Board has approved the relocation of Derasar (Temple) from the existing Temple to the new one in the event if there is need to relocate the temple from the existing location to any other location.

The Board of Directors reiterates and affirms regarding the ownership of the portion of the premises used for the Temple and its use for Temple activities, subject to the maintenance and administration by the 'Shri Mahavir Swami Jinalay Trust'.

In the event of any future requirement for the deconstruction of the Temple premises or in case of sale/transfer of the premises on which the temple is situated or in case of closure/transfer of company, Shah Investor's home Limited commits to acquiring a suitable piece of land that is of a minimum size equivalent to the land currently occupied by the Temple.

Upon acquiring the aforementioned land, Shah Investor's home Limited will promptly construct a new Derasar (Temple) thereon and ensure the proper relocation of the Statue of God from the existing Temple to the new one. Only upon the successful completion of the new Temple construction and the relocation of the Statue of God, shall Shah Investor's home Limited. Proceed with the deconstruction of the existing Temple or can sale/transfer premises on which the temple is situated or can close/transfer company.

All the Directors/KMPs of the company or their relatives is considered as concerned and interested in the Resolution except Mr. Bhishmak Manoj Soni, Mr. Amit Lalitkumar Doshi.

The Board recommends the resolution set forth in Item no.15 for the approval of the members as Special resolution.

ANNEXURE-1
Details of Director seeking Appointment/ Re-appointment
(Pursuant to Clause 1.2.5 of SS - 2 - Secretarial Standard on General Meetings)

Name of the Director	Mrs. Purnima Upendra Shah	Mr. Utpal Prafulbhai Shah	Mr. Bhishmak Manojbhai Soni
DIN	00023091	02334369	08563962
D.O.B & Age	29/07/1950 (74 years)	16/08/1976 (48 years)	30/07/1993 (31 years)
Nationality	India	India	India
Date of appointment	12/10/1994	01/07/2008	26/09/2019
Qualifications	Masters in Statistics (Gujarat University)	BE & MS	MBA from IMT Nagpur
Experience and Expertise	Mrs. Purnima Shah is actively involved in monitoring administrative aspects of various segments at SIHL. She has been instrumental in setting up transparent accounting systems enabling rich long-term client relationships. She is Motivating force behind SIHL since inception of the company	He has joined the company in the year 2008 and has actively contributed to the growth of SIHL and group companies. He is looking after strategic planning, new business initiatives and all aspects of day to day administration. He brings rich experience and strategies for operational excellence and planning for the benefit of the company	He has a plethora of skill sets on the table, both on the technical and practical front, in terms of understanding the currently prevailing and future market trends and also has 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.
Number of Meetings of the Board attended during the year	06 out of 06	06 out of 06	06 out of 02
Shareholding in SIHL	34,50,000 shares (21.90%)	5,63,400 Shares (3.58%)	N.A
List of Directorship / Membership / Chairmanship of Committees of other Board	1. SIHL Fincap Limited 2. SIHL Consultancy Limited	1. SIHL Fincap Limited 2. Infinium Mines And Minerals Private Limited 3. SIHL Global Investments (IFSC) Private Limited	NIL
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	T&C : As set out in Appointment Letter Remuneration sought to be paid: Not exceeding Rs. 144 Lacs p.a. Last Remuneration drawn: Rs. 39,90,000 p.a. (F.Y 2023-24)	T&C : As set out in Appointment Letter Remuneration sought to be paid: Not exceeding Rs. 144 Lacs p.a. Last Remuneration drawn: Rs. 60,00,000 p.a. (F.Y 2023-24)	T&C : As set out in Appointment Letter Remuneration sought to be paid: Sitting Fees of Rs. 7000/- per Meeting Last Remuneration drawn: N.A
Relationship with other Directors	Yes	Yes	No

ANNEXURE 2
STATEMENT OF PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT
(PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013)

I. GENERAL INFORMATION

Particulars	Mrs. Purnima Upendra. Shah	Mr. Utpal Prafulbhai. Shah	Mr. Bhishmak Manojbhai Soni
Nature of industry	Financial services relating to retail, institutional broking and depository services.		
Date or expected date of commencement of commercial Production	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		
Financial performance based on given indicators	In the Financial Year 2023-24, the Company made a turnover of 73.22 Crores and Profit of 15.55 Crores after tax.		
Export performance and net foreign exchange collections	N.A		
Foreign Investments or collaborators, if any.	N.A		

II. INFORMATION ABOUT THE APPOINTEE

Particulars	Mrs. Purnima Upendra. Shah	Mr. Utpal Prafulbhai. Shah	Mr. Bhishmak Manojbhai Soni
Background Details	She is Masters in Statistics from Gujarat University. Her qualification as well as rich professional experience, has always provided the Board with the guidance and inputs needed for the growth of the company.	Mr. Utpal Shah holds BE in Electronics and Communications Engineering from Gujarat University and MS in Electrical Engineering from the University of Florida, USA. He is looking after strategic planning, new business initiatives and all aspects of day to day administration. He brings rich experience and strategies for operational excellence and planning for the benefit of the company.	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.
Past remuneration	Rs. 39,90,000 p.a. (F.Y 2023-24)	Rs. 60,00,000 p.a. (F.Y 2023-24)	N.A
Recognition or awards	No	No	No
Job profile and his suitability	Contribution in brand building and strategy development for the growth of the company	Rich experience in handling legal as well as operational and financial aspects	He has Rich experience in technical and practical front in terms of understanding the currently prevailing and future market trends.
Remuneration proposed	As set out in Explanatory Statement		
Comparative remuneration profile with respect to	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		



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industry, size of the company, profile of the position and person	the same size and profitability
Pecuniary relationship directly or indirectly with the Company personnel, if any	Related except Mr. Bhishtak Manojbhai Soni, Mr. Amit Lalitkumar Doshi.

III. OTHER INFORMATION

Particulars	Mrs. Purnima Upendra. Shah	Mr. Utpal Prafulbhai. Shah	Mr. Bhishtak Manojbhai Soni
Reason of loss or inadequate profits	In F.Y 2023-24, the company has made profits of 15.55 Crores after tax.		
Steps taken or proposed to be taken for improvement	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.		