

September 02, 2022

To
Listing Department,
BSE Limited,
PJ Towers, Dalai Street,
Fort, Mumbai - 400 001

Scrip Code: 542599

Dear Sir/Madam,

Sub: Notice of 32nd Annual General Meeting (AGM) to be held on Thursday, September 29, 2022.

Please find attached herewith the Notice of 32nd Annual General Meeting along with the annexure, to be held on Thursday, September 29, 2022 at 05.00 P.M. at Hotel Alexander, S.No. 246, Plot No.99, Matheran, Karjat, Raigad - 410102.

You are requested to kindly update above information on your record.

Thanking You,

For ROOPSHRI RESORTS LIMITED

KINJAL
HARSHAD
RATHOD

Digitally signed by KINJAL RATHOD
DN: cn=KINJAL RATHOD, o=ROOPSHRI RESORTS LIMITED, ou=ROOPSHRI RESORTS LIMITED, email=k.rathod@roopshriresorts.co.in, c=IN

KINJAL RATHOD
(Company Secretary & Compliance Officer)

NOTICE

NOTICE is hereby given that the **Thirty-Second Annual General Meeting** of the Members of **Roopshri Resorts Limited** will be held on **Thursday, September 29, 2022 at 05:00 P.M.** at Hotel Alexander, S.No. 246, Plot No.99, Matheran, Karjat, Raigad – 410102 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Shreyas Shah, (DIN: 01835575), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

- 3) Re-appointment of Mr. Shreyas Shah as Whole-Time Director of the company.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 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) and based on recommendation of Nomination and Remuneration Committee and Board, the approval of shareholders be and is hereby accorded to re-appoint Mr. Shreyas Shah, (DIN: 01835575) as Whole Time Director of the Company, for a period of 3 (three) years, with effect from October 29, 2021 on an annual remuneration not exceeding Rs. 18,00,000/- (Rupees Eighteen Lakhs Only) per annum (inclusive of all perquisites), and as may be approved by the Board of Directors of the Company at later stage and his office shall be liable to retire by rotation.

FURTHER RESOLVED THAT Board of Directors and Company Secretary of the company be and is hereby authorized to file necessary documents with the Registrar of Companies, Mumbai, intimating about this re-appointment, and to do all such acts and deeds as may be required in this regards.”

- 4) Issue of Equity Shares on Preferential Basis

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: (a) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules issued thereunder including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014; (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”); (c) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (d) in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”) and the Stock Exchange; the Listing Agreements entered into by the Company with the BSE Limited (“BSE” / “Stock Exchange”), the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the receipt of approvals, consents, permissions and / or sanctions, if any, from any other appropriate statutory / regulatory authorities and such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory / regulatory authorities while granting any such approvals, consents, permissions, and / or sanctions, or which may be agreed to by the Board of Directors of the Company (“Board”, which term shall be deemed to include any duly constituted Committee of the Board to exercise its powers including the powers conferred by the Resolutions), the approval of the Members of the Company is hereby accorded

to create, issue, offer and allot on a preferential basis, up to 10,26,000 (Ten Lakh Twenty Six Thousand) Equity Share of face value of Rs. 10/- (Rupees Ten)each (“Subscription Shares”), at a price of Rs. 25/- (Rupees Twenty Five Only) per Equity Shares, as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned below (hereinafter referred to as the “Proposed Allottee”), whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr.No	Names of the Proposed Allottee	No. of Equity Shares proposed to be allotted	Category	QIB
1.	Shreyas Shah	2,46,000	Promoter & Promoter Group	No
2.	Lecorp Corporate Services LLP	2,46,000	Promoter & Promoter Group	No
3.	Shreshri Enterprises LLP	2,46,000	Promoter & Promoter Group	No
4.	Amoolya Vassa	1,44,000	Non-Promoter	No
5.	Anupam Vassa	1,44,000	Non-Promoter	No
	Total	10,26,000		

RESOLVED FURTHER THAT, in accordance with Regulation 161 of the ICDR Regulations, the **Relevant Date** for the determination of the issue price is **30 August 2022**.

RESOLVED FURTHER THAT the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) Allottee shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the Date of Allotment thereof.
- b) The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the bank account of Allottee.
- c) The Subscription Shares to be allotted to the respective Allottee shall be locked-in for such period as prescribed under the ICDR Regulations.
- d) The Subscription Shares shall be allotted within a period of 15 (fifteen) days from the date when the Shareholders’ Resolution approving this issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15(fifteen) days from the date of such approval.
- e) Allotment of the Subscription Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Subscription Shares to be created, offered, issued and allotted to the Allottee shall be listed on the Stock Exchange and shall rank pari-passu with the existing equity shares of the Company bearing **ISIN:INE03WT01017**, in all respects from the Date of Allotment thereof, and be subject to the requirements of all applicable laws (including with respect to any statutory lock-in) and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Subscription Shares be credited to the demat account of the above mentioned allottees through corporate action with NSDL and CDSL after obtaining necessary approval(s) from the Stock Exchanges.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board beand is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issueof the Subscription Shares, as it

may, in its sole and absolute discretion, deem fit and expedient and to make an offer to the respective Allottee through Private Placement Offer Letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Allottee be recorded in Form PAS-5 for the issue of invitation to subscribe to the Subscription Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) / Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of its powers to any officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S CORPORATE OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE BLANK PROXY FORM IS ENCLOSED.**
2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. In Compliance with the MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository. Members may note that the Notice and Annual Report will also be available on the Company's website <http://www.roopshriresorts.co.in> and website of the stock exchange i.e. Bombay Stock Exchange Limited at <https://www.bseindia.com> and AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding the shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register/ update the same by writing to the Registrar and Transfer Agent of the Company viz. **Bigshare Services Private Limited** Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, Tel: 022-6263 8200, e-mail: marketing@bigshareonline.com, investor@bigshareonline.com
 - b) Members holding the shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant.
5. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. Details of Directors retiring by rotation/seeking appointment/ re-appointment at the ensuing Meeting are provided in the explanatory statement annexed to the Notice pursuant to the provisions of (i) Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, forms integral part of the notice as 'Annexure – A'.

8. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed and copy (ies) of their Annual Report.
9. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and other documents as referred in the Notice are available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the AGM.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 23, 2022 to Thursday, September 29, 2022** (both days inclusive).
12. Member holding shares in physical form are requested to intimate/ indicating their respective folio no., the change of their addresses and change of bank accounts etc. To Bigshare Services Private Limited, RTA of the Company, while members holding shares in electronic form may write to the respective depository participant for immediate updation.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
14. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@roopshriresorts.co.in for obtaining the Annual Report and Notice of AGM.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, and requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form and submit their PAN to the Company/ RTA viz. Bigshare Services Private Limited.
16. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
17. Mr. Jigarkumar Gandhi, Practicing Company Secretary (Membership No. F7569) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
18. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote evoting or by ballot form shall be able to exercise their right at the meeting.
19. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

20. Voting through electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on **Monday, September 26, 2022 (9:00 A.M.)** and ends on **Wednesday, September 28, 2022 (5:00 P.M.)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, September 22, 2022** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Thursday, September 22, 2022** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Thursday, September 22, 2022**.
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice electronically and holding shares as of the cut-off date i.e. **Thursday, September 22, 2022** may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
7. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system
A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from

NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@roopshriresorts.co.in .
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@roopshriresorts.co.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
21. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800- 222-990 or send a request at evoting@nsdl.co.in.
 22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 24. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.roopshriresorts.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the B SE Limited, Mumbai.
26. As per regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact Company or Company's Registrar and Transfer Agents of the Company for any support in this regard.
27. **All queries relating to Share Transfer and allied subjects should be addressed to:**
Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis,
Makwana Road,
Marol, Andheri (East),
Mumbai-400059

Registered Office:

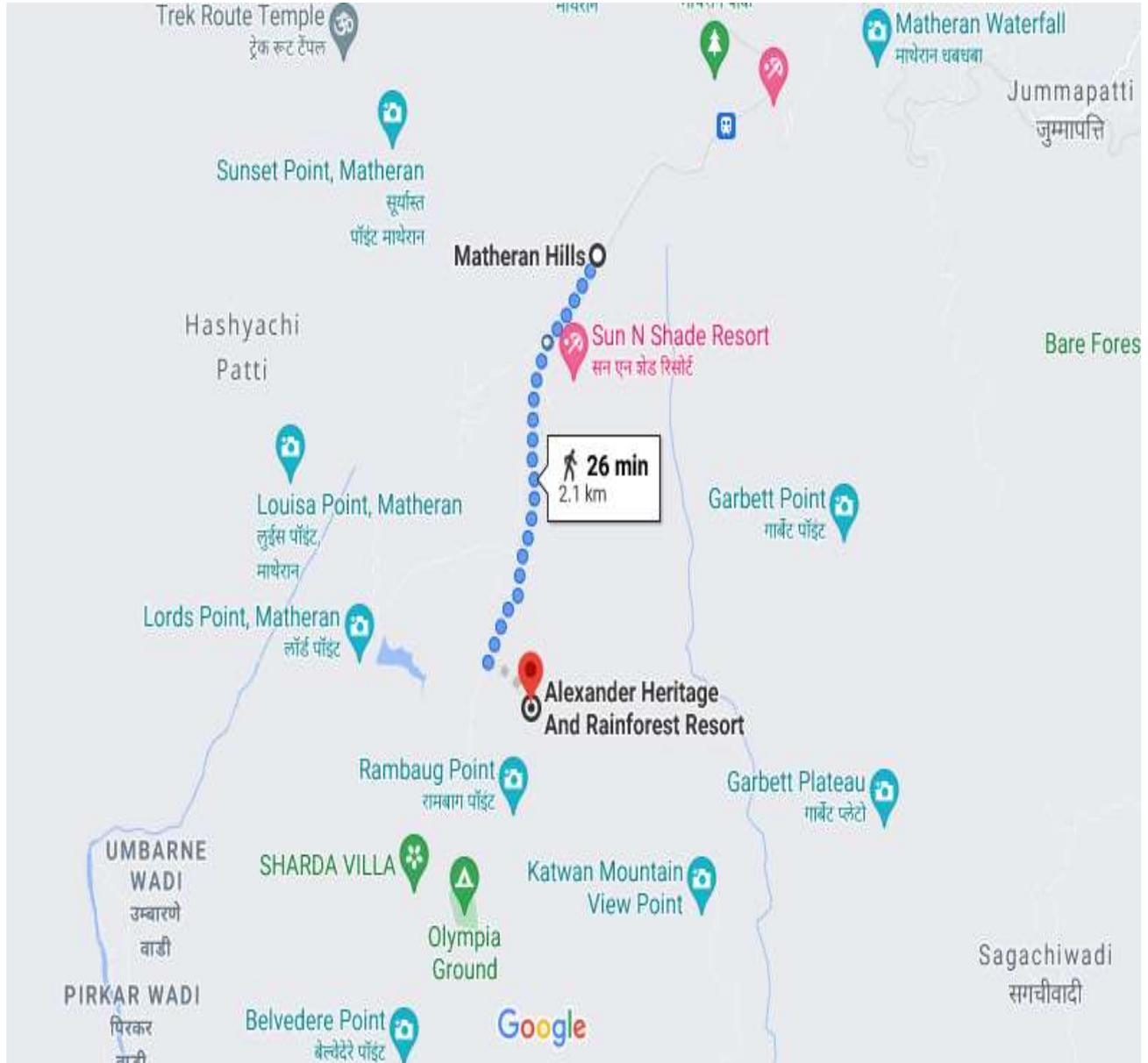
Hotel Alexander,
S.No.246,Plot No.99,
Matheran,Karjat, Raigarh,
MH 410102 IN.
Tel : 02148-230069
CIN: L45200MH1990PLC054953
Website: www.roopshriresorts.co.in
Email: info@roopshriresorts.co.in

By Order Of The Board Of Directors
FOR ROOPSHRI RESORTS LIMITED

Sd/-
Kinjal Rathod (Company Secretary)
Mumbai, Tuesday, August 30, 2022.

ROUTE MAP TO THE 32nd AGM VENUE

Venue Address: Hotel Alexander, S.No. 246, Plot No.99, Matheran, Karjat, Raigad - 410102.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Mr Shreyas Shah as Whole-time Director, liable to retire by rotation, for a further period of 3 (three) years from October 29, 2021 subject to approval of Shareholders at this Annual General Meeting.

Mr Shreyas Shah has been the Director of the Company since 2018. He holds Bachelor’s degree in Law from the University of Mumbai. He has an experience of over 8 years in the field of investments and finance. His functional responsibility includes looking after the day to day activities of our Company and handling the overall management of our Company. He has played an extremely crucial role in team building, infrastructure setup and clients addition. He is a Member of the Stakeholders Relationship Committee of the Company.

Mr Shreyas Shah has granted the consent for his re-appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Broad particulars of the terms of re-appointment and remuneration payable to Mr Shreyas Shah are as under –

Particulars	Details
Remuneration	Annual remuneration not exceeding Rs. 18,00,000/- (Rupees Eighteen Lakhs Only) per annum (inclusive of all perquisites).
General terms and conditions	The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit.

The additional details of Mr Shreyas Shah as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the *Annexure A* forming part of this Notice.

Mr Shreyas Shah holds 2,535 equity shares in the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Shreyas Shah, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM NO. 4:

The growing business of your Company requires funds for its various requirements. Our Company thinks that one way of achieving this would be through the preferential allotment of Equity Share. The previous Preferential Issue as approved via Postal Ballot dated August 06, 2022 was cancelled and hence this fresh Preferential Issue. Members may note that the Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used for Business Development Requirement for Hotel Alexander situated at Matheran.

Accordingly, the Company proposes to issue up to up to 10,26,000 (Ten Lakh Twenty-Six Thousand) Equity Share of face value of Rs. 10 (Rupees Ten) each (“Subscription Shares”), at a price of Rs. 25/- (Rupees Twenty Five Only) per Equity Shares, as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the ICDR Regulations and applicable law, to the Proposed Allottee.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue the Subscription Shares on preferential basis. The relevant details and other material facts in connection thereto are provided hereunder:

1. Particulars of the offer including date of passing of Board resolution:

The Board of Directors at its meeting held on August 30, 2022 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 10,26,000 Equity Shares of the face value of Rs. 10/- per Equity Share, at a price of Rs. 25/- (Rupees Twenty Five Only) per Equity Shares, aggregating up to Rs. 256.50 Lakhs to the Investor, for cash consideration, by way of a preferential issue on a private placement basis.

2. The Objects/Purpose of the preferential issue:

The Company is undertaking an issue and allotment of up to 10,26,000 (Ten Lakh Twenty Six Thousand) Equity Share, the proceeds of which will be primarily used to meet the Business Development Requirement for Hotel Alexander at situated at S. No. 246, Plot No. 99, Matheran, Karjat, Raigarh – 410102.

3. Kinds of securities offered and the price at which security is being offered & Maximum number of specified securities to be issued:

The Board intends to offer, issue and allot up to 10,26,000 (Ten Lakh Twenty Six Thousand) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each, at a price of Rs. 25/- (Rupees Twenty Five Only) per Equity Shares as determined by the Board in accordance with and not less than the minimum price as per the pricing guidelines prescribed under SEBI ICDR Regulations.

4. Basis on which the price of the Preferential Issue has been arrived at (including premium, if any):

The issue price has been determined based on consideration of:

- a) valuation report of the shares of the Company dated August 30, 2022 from **Mr. Ajay Kumar Sukhadiya**, Ajay Sukhadiya & Associates; Independent Registered Valuer, as per the said report price derived is Rs. 21.83 per equity share; and
- b) Pricing certificate dated August 30, 2022 from **M/s. V.N. Purohit & Co, Practicing Chartered Accountants**, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

Equity Shares of the Company are listed on the BSE Limited (“BSE”) for more than 3 years. The Equity Shares are frequently traded and the share prices on BSE have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment in accordance with the ICDR Regulations.

The price per Subscription Share in relation to the Preferential Issue has been arrived at in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the ICDR Regulations, which shall not be less than the higher of the following:

- (i) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 90 trading days preceding the Relevant Date i.e. August 30, 2022, which is **Rs. 21.83** per equity share; or
- (ii) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 10 trading days preceding the Relevant Date i.e. August 30, 2022, which is **Rs. 21.73** per equity share.

In view of the above, the issue price of the equity shares to be issued to the Investors is Rs. 25/- per equity share i.e. the higher of the price determined under the Valuation Report of the Registered Valuer and the price of the Equity Shares as calculated in accordance with the provisions of SEBI ICDR Regulations.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163 of the SEBI ICDR Regulations.

5. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

6. Intent of the Promoters, Directors or Key Managerial Personnel of the Issuer to subscribe to the offer / contribution being made by the Promoters or Directors either as part of the preferential allotment or separately in furtherance of the objects:

Name of the Promoter/Director/KMP	Designation	Intention
Mr. Shreyas Shah	Director	Intends to apply for 2,46,000 shares directly
Mr. Shripal Shah & Mr. Shreyas Shah	Promoters	Intends to apply for 4,92,000 shares indirectly via LLP's

None of the Promoters, Directors, Key Managerial Personnel or any of their relatives other than the mentioned above are concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice for the allotment of Subscription Shares nor do such persons intend to subscribe to the preferential issue of the Subscription Shares.

7. Shareholding Pattern of the Issuer before and after the preferential issue:

Sr. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares held	%	No. of Shares held	%
A	Promoters and Promoters Group holding				
1	Indian				
	a) Individuals/HUF	30,09,980	62.58	32,55,980	55.79
	b) Others (Body Corporate)	-	-	4,92,000	8.43

2	Foreign				
	Sub-Total (A)	30,09,980	62.58	37,47,980	64.22
B	Non Promoters / Public holding				
1	Institutional Investors	-	-	-	-
2	Non Institution				
	a) Individuals	-	-	-	-
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	66,040	1.37	66,040	1.13
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	10,44,000	21.70	13,32,000	22.82
	b) Body Corporate (others)	6,90,000	14.35	6,90,000	11.82
	c) Clearing Member	-	-	-	-
	Sub-Total (B)	18,00,040	37.42	20,88,040	35.78
		48,10,020	100.00	58,36,020	100.00

8. Time frame within which the preferential issue shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

9. Identity of the natural persons who are the Ultimate Beneficial Owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees

Individual Proposed Allottees:

Mr. Shreyas Shah, Mr. Amoolya Vassa & Mr. Anupam Vassa are the Ultimate Beneficial Owners of the equity shares proposed to be allotted.

Body Corporate:

Sr. No.	Proposed Allottees	Ultimate Beneficial Owners of the shares
1	Shreshri Enterprises LLP	i) Shreyas Shah (Designated Partner/Beneficial Owner) & ii) Shripal Shah (Designated Partner/Beneficial Owner)
2	Lecorp Corporate Services LLP	i) Shreyas Shah (Designated Partner/Beneficial Owner) & ii) Shripal Shah (Designated Partner/Beneficial Owner)

10. The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottee:

Sr. No.	Proposed Allottee	Category	No. of Equity Share	Pre-Issue shareholding		Post-Issue shareholding	
				No. of shares	%	No. of shares	%
1.	Shreyas Shah	Promoter & Promoter Group	2,46,000	2,535	0.05%	2,48,535	4.26%
2.	Shreshri Enterprises LLP	Promoter & Promoter Group	2,46,000	Nil		2,46,000	4.22%
3.	Lecorp Corporate Services LLP	Promoter & Promoter Group	2,46,000	Nil		2,46,000	4.22%
4.	Amoolya Vassa	Non-Promoter	1,44,000	Nil		1,44,000	2.47%
5.	Anupam Vassa	Non-Promoter	1,44,000	Nil		1,44,000	2.47%

11. The change in control, if any, in the Company that would occur consequent to the preferential issue:

Pre Issue, the Promoter & promoter group are holding 62.58% while Post Issue, the Promoter & promoter group will holds 64.22% i.e increase of 1.64%. There will not be any change in control / management, consequent to this preferential issue.

12. Undertakings

- Neither the Company nor any of its Directors or Promoters has been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- The equity shares of the Company have been listed for a period of more than 90 Trading Days as on the Relevant Date, the provisions of Regulation 164(3) of the ICDR Regulations governing re-computation of the price of shares, shall not be applicable;
- The company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment to Promoter & Public Category shall continue to be locked-in till the time such amount is paid by them;

- g) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations and circulars and notifications issued by the SEBI thereunder.

13. Current and Proposed status of the Allottee

SR. NO	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1	Shreyas Shah	Promoter & Promoter Group	Promoter & Promoter Group
2	Shreshri Enterprises LLP	Promoter & Promoter Group	Promoter & Promoter Group
3	Lecorp Corporate Services LLP	Promoter & Promoter Group	Promoter & Promoter Group
4	AmoolyaVassa	Non-Promoter	Non-Promoter
5	AnupamVassa	Non-Promoter	Non-Promoter

14. Relevant date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date is **August 30, 2022**, being the working day preceding 30 days prior to the date of the Annual General Meeting (AGM).

15. The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

16. Practicing Company Secretary Certificate:

A Certificate from **JNG & Co.**, (FCS: 7569) Practicing Company Secretary of the Company, certifying that the Preferential Issue is being made in accordance with the requirements under the ICDR Regulations shall be made available for inspection by the members at the registered office of the Company during the working hours and is also hosted on website of the Company which can be accessed at the link: www.roopshriresorts.co.in

17. Lock-in Period:

- The entire pre-preferential shareholding of the proposed Allottee shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchanges, as per the SEBI ICDR Regulations.
- The proposed allotment of Equity Shares shall be subject to lock-in for a period of 18 months / 6 months (as applicable), from the date of grant of the trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

18. Other disclosures

- The proposed Allottees and the Promoter & Promoter Group have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date;

- b) Report of a Independent Registered Valuer shall be made available for inspection by the members at the registered office of the Company during the working hours and is also hosted on website of the Company which can be accessed at the link: www.roopshriresorts.co.in

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

The consent of the Members is sought for the issue of Equity Share in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's Equity Shares are listed.

None of the Directors, Manager, and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Annexure - A

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

PARTICULARS	MR. SHREYAS SHAH
Current Position	Executive Director (Liable to retire by rotation)
Age:	33
Qualification:	B.M.S and L.L.B
Experience:	13 years
Expertise in Specific functional areas	His functional responsibility in handling the business development of the Company
Date of first Appointment:	October 29, 2018
Terms and Conditions of Appointment:	As per item No. 2 of the Notice convening this meeting read with explanatory statement thereto re-appointment
Number of Board Meetings attended during the year:	Attended all the Four Meetings held till date in F.Y 2020-21
Shareholding in the Company:	2,535 Shares
Relationship with Other Directors:	Huband of Mrs. Sonakshi Varma
Other Directorships:	1) Aryaman Financial Services Ltd 2) Aryaman Capital Markets Ltd 3) Escorp Asset Management Ltd 4) Mahshri Enterprises Pvt Ltd 5) Overskud Multi Asset Management Private Limited
Memberships / Chairmanship of Committees:	Member of Stakeholder Relationship Committee of the Company.