



ROOPSHRI RESORTS LIMITED

Regd. Office: Hotel Alexander, S. No. 246, Plot No. 99, Matheran, Karjat, Raigarh – 410102, Maharashtra

Website: www.roopshriresorts.co.in; Email: info@roopshriresorts.co.in

Tel No: 02148-230069, CIN: L45200MH1990PLC054953

NOTICE

NOTICE is hereby given that the **Extra-Ordinary General Meeting** of the Members of **Roopshri Resorts Limited** will be held on **Monday, February 12, 2024 at 12:30 P.M.** at Hotel Alexander, S. No. 246, Plot No.99, Matheran, Karjat, Raigad – 410102 to transact the following business:

SPECIAL BUSINESS:

Item No. 1:

TO APPROVE THE ISSUE OF 13,83,000 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, 62 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules issued thereunder including 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 13,83,000 (Thirteen Lakh Eighty Three Thousand) Equity Share of face value of Rs. 10 (Rupees Ten) each (“Subscription Shares”), at a minimum floor price of Rs. 34/- (Rupees Thirty-four Only) per Equity Share or at such higher price as may be determined in accordance with Regulation 164/165 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.	Shripal Shah	2,79,000	Individual	No
2.	Shreyas Shah	2,79,000	Individual	No
3.	Lecorp Corporate Services LLP	2,79,000	Body Corporate	No
4.	Shreshri Enterprises LLP	2,79,000	Body Corporate	No
5.	Bhavna Vassa	1,33,000	Individual	No
6.	Nirbhay Vassa	1,34,000	Individual	No
	Total	13,83,000		

RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the “Relevant Date” for the determination of the issue price is 13th January, 2024.

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 subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of 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 without being required to seek any further consent or approval of the Members.

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.”

Registered Office:

Hotel Alexander, S. No. 246,

Plot No. 99, Matheran,

Karjat, Raigarh – 410102

Website: www.roopshriresorts.co.in;

Email: info@roopshriresorts.co.in

**By Order of the Board of Directors
For ROOPSHRI RESORTS LIMITED**

**Sd/-
Shreyas Shah
(Director)
DIN:01835575**

Place: Matheran
Date: 15th January, 2024

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT EXTRAORDINARY GENERAL MEETING (EGM) 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 EGM 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 of EOGM 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 EGM 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 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. 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.
8. 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
9. 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.
10. 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.

11. To receive communications through electronic means including 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 Notice of EGM.
12. 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.
13. 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 EGM.
14. 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.
15. 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.
16. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
17. **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 Extraordinary 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 Extraordinary 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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
 4. The remote e-voting period commences on **Thursday, February 08, 2024 (9:00 A.M.)** and ends on **Sunday, February 11, 2024 (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 **Monday, February 05, 2024** 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 **Monday, February 05, 2024**. 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. **Monday, February 05, 2024**.
 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. **Monday, February 05, 2024** 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">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



	<p>NSDL Mobile App is available on</p>    
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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 022 - 4886 7000 and 022 - 2499 7000</p>

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

**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’?
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’.

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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) 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.

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.
18. 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.
19. 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 EGM through ballot paper.
20. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
21. 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 EGM, 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.
22. 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.
23. 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.
24. **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/-

Shreyas Shah

DIN: 01835575

(Whole Time Director)

Place: Matheran

Date: 15th January, 2024

ROUTE MAP TO THE EOGM VENUE

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



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

ITEM NO: 1

The growing business of your Company requires funds for its various requirements. Your Company thinks that one way of achieving this would be through the preferential allotment of Equity Share. 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 13,83,000 (Thirteen Lakh Eighty Three Thousand) Equity Share of face value of Rs. 10 (Rupees Ten) each ("Subscription Shares"), at a minimum floor price of Rs. 34/- (Rupees Thirty-Four Only) per Equity Share or at such higher price as may be determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned below.

In terms of Sections 23 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) The object / purpose of the preferential issue:

The Company is undertaking an issue and allotment of up to 13,83,000 (Thirteen Lakh Eighty Three Thousand) Equity Share, the proceeds of which will be primarily used to meet the Business Development Requirement for Hotel Alexander at Matheran situated at S. No. 246, Plot No. 99, Matheran, Karjat, Raigarh – 410102.

2) The total number of Equity Share or other securities to be issued:

The Board intends to offer, issue and allot up to 13,83,000 (Thirteen Lakh Eighty Three Thousand) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each.

3) The price or price band at/within which the allotment is proposed;:

The Company proposes to offer issue and allot Subscription Shares at minimum floor price of Rs. 34/- (Rupees Thirty-Four Only) which consists of Rs. 10/- (Rupees Ten Only) as face value and Rs. 24/- (Rupees Twenty Four Only) as premium per Equity Share or at such higher price as may be determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned below.

4) Name and address of Valuer who performed valuation:

Mr. Ajaykumar Sukhadiya (Registered Valuer)
Registered Address: Office no. 03, 2nd Floor, Rajendra Park CHS Ltd, Station Road, Goregaon (W), Mumbai- 400062
Email: ajaysukhadiya@yahoo.co.in
Mobile: +91 9930681905

5) Amount which the Company intends to raise by way of issue of Equity Shares:

The proposed Preferential Issue of Equity Shares shall be an aggregate amount of minimum INR 4,70,22,000/- (Rupees Four Crores Seventy Lakhs and Twenty Two Thousands Only).

6) Basis on which the price has been arrived at along with report of the registered valuer:

The Equity Shares of the Company are listed on the BSE Limited ("BSE"). In accordance with SEBI (ICDR) Regulations, for the purpose of computation of minimum price for equity per equity share; we shall consider the relevant price on BSE. In terms of the applicable provision of ICDR Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

- c) at such other price, calculated in accordance with Regulation 164 and / or Regulation 165 of the ICDR Regulation and applicable laws; or
- d) Rs. 34/- (Rupees Thirty-Four Only) being the floor price as mutually agreed between the parties.

Since the equity shares of the company have been listed on the recognized stock exchange 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 the regulation 163(1) (g) and 163(1) (h) of the SEBI (ICDR) Regulation.

7) *Relevant date with reference to which the price has been arrived at:*

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the said issue price for the Subscription Shares is 13th January, 2024. The resolution proposed under this notice shall be passed on 12th February, 2024 i.e. DAY of EOGM.

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the Holiday will be reckoned to be the relevant date. The resolution pursuant to this notice shall be passed on 12th February, 2024 i.e. Monday. The date 30 (thirty) days prior to 12th February, 2024 is 13th January, 2024 i.e. Saturday is the relevant date.

8) *The class or classes of persons to whom the allotment is proposed to be made:*

Name of the Proposed Allottee	Category	Existing Pre -issue Shareholding		New Allotment of Equity Shares		Post -issue Shareholding	
		Pre-issue Holding	% of Total Equity Capital	No of shares	% of shares	Post-issue Holding	% of Total Equity Capital
Shripal Shah	Promoter	30,07,445	51.53%	2,79,000	20.17%	3286445	45.52 %
Shreyas Shah	Promoter	2,48,535	4.26%	2,79,000	20.17%	5,27,535	7.31 %
Lecorp Corporate Services LLP	Promoter Group	2,46,000	4.22%	2,79,000	20.17%	5,25,000	7.27 %
Shreshri Enterprises LLP	Promoter Group	2,46,000	4.22%	2,79,000	20.17%	5,25,000	7.27 %
Promoter and Promoter Group	Promoter and Promoter Group	37,47,980	64.22%	11,16,000	80.69%	48,63,980	67.38 %
Bhavna Vassa	Non Promoter	0	0	1,33,000	9.62%	1,33,000	1.84 %
Nirbhay Vassa	Non Promoter	0	0	1,34,000	9.69%	1,34,000	1.86 %
Public Group	Non-Promoter	0	0	8,40,000	19.31%	23,55,040	3.70 %

9) *The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:*

Name of the Promoter/Director/KMP	Designation	Intention
Shreyas Shah	Promoter & Director	Intends to apply for 2,79,000 shares through preferential issue

Shripal Shah	Promoter	Intends to apply for 2,79,000 shares through preferential issue
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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.

10) The proposed time within which the allotment shall be completed :

The Company will complete the allotment pursuant to the Preferential Issue within a period of 15 (fifteen) days from the date when the Shareholders' Resolution approving this Preferential 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.

11) 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:

Details of the Proposed Allottee:

S r . N o .	Proposed Allottee	Category	No. of Equity Share	Pre-Issue shareholding		Post-Issue shareholding	
				No. of shares	%	No. of shares	%
1	Shripal Shah	Individual	2,79,000	30,07,445	51.53%	32,86,445	45.52%
2	Shreyas Shah	Individual	2,79,000	2,48,535	4.26%	5,27,535	7.31%
3	Lecorp Corporate Services LLP	Body Corporate	2,79,000	2,46,000	4.22%	5,25,000	7.27%
4	Shreshri Enterprises LLP	Body Corporate	2,79,000	2,46,000	4.22%	5,25,000	7.27%
5	Bhavna Vassa	Individual	1,33,000	Nil		1,33,000	1.84%
6	Nirbhay Vassa	Individual	1,34,000	Nil		1,34,000	1.86%

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

There will not be any change in control / management, consequent to this preferential issue.

13) 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:

The Company has not made any preferential issue of securities during the year.

14) Pre and Post Issue Shareholding pattern of the Company:

S r . N o .	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	32,55,980	55.79	38,13,980	52.83
	b) Others (Body Corporate)	4,92,000	8.43	10,50,000	14.55
		-			
2	Foreign				
	Sub-Total (A)	37,47,980	64.22	48,63,980	67.38
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.	78,040	1.34	78,040	1.08
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	12,84,000	22.00	15,51,000	21.48
	b) Foreign Companies	2,52,000	4.32	2,52,000	3.49
	c) Body Corporate (others)	3,66,000	6.27	3,66,000	5.07
	d) Clearing Member	-	-	-	-
	e) Any Other	1,08,000	1.85	1,08,000	1.50
	Sub-Total (B)	18,00,040	35.78	23,55,040	32.62
		48,10,020	100	72,19,020	100

15) Identity of the Natural Person who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottee:

Name of the Proposed Allottee	Category	Post-issue Shareholding of Equity Shares		Ultimate Beneficial Owner
Lecorp Corporate Services LLP	Promoter Group	5,25,000	7.27%	1. Shripal Shah 2. Shreyas Shah
Shreshri Enterprises LLP	Promoter Group	5,25,000	7.27%	1. Shripal Shah 2. Shreyas Shah
Total Equity Holding		10,50,000	14.54%	
Total Post issue holding		72,19,020	100%	

16) Contribution being made by the Promoters or Directors either as part of the Preferential Issue to Non-QIBs or separately in furtherance of objects:

No contribution is being made by Promoters or Directors of the Company, either as part of the Preferential Issue or separately in furtherance of objects other than that mentioned.

17) 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 from the starting date of Postal Ballot / E-voting on the website of the Company at: www.roopshriresorts.co.in

18) Lock-in Period:

The Subscription Shares allotted pursuant to the Preferential Issue to Promoter & Public Category will be subject to applicable lock-in and transfer restrictions under Regulation 167 and 168 of the ICDR Regulations.

19) Other disclosures

- a) The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Subscription Shares is for a cash consideration.
- d) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- e) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.
- g) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

20) Status of the allottee

SR. NO	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1.	Shripal Shah	Promoter	Promoter
2.	Shreyas Shah	Promoter	Promoter
3.	Lecorp Corporate Services LLP	Promoter Group	Promoter Group
4.	Shreshri Enterprises LLP	Promoter Group	Promoter Group
5.	Bhavna Vassa	-	Non-Promoter
6.	Nirbhay Vassa	-	Non-Promoter

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.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.1 of the accompanying Notice.

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.

Registered Office:

Hotel Alexander, S. No. 246,
Plot No. 99, Matheran,
Karjat, Raigarh – 410102

Website: www.roopshriresorts.co.in;

Email: info@roopshriresorts.co.in

**By Order of the Board of Directors
For ROOPSHRI RESORTS LIMITED**

**Sd/-
Shreyas Shah
(Director)
DIN:01835575**

Place: Matheran
Date: 15th January, 2024



ROOPSHRI RESORTSLIMITED
Corporate Office: Unit No1, Ground floor, Reva Apartment, Bhulabhai Desai Road,
Haji Ali Cumbala Hill, Mumbai-400018.
Tel.:02148-230069
CIN: L45200MH1990PLC054953
Website: www.roopshriresorts.co.in **Email:** info@roopshriresorts.co.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Extraordinary General Meeting – Monday, February 12, 2024.

Name of the Member(s):	
Registered Address:	
Email-Id:	
Folio No./Client ID:	
DP ID:	

I/we, being the member (s) of shares of the above named company, hereby appoint

1. Name.....Email:.....Address:.....
.....
Signature: _____

Or failing him/her

2. Name.....Email:.....Address:.....
.....
Signature: _____ or

Or failing him/her

3. Name.....Email:.....Address:.....
.....
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on **Monday, February 12, 2024 at 12:30 P.M.** at Hotel Alexander, S.No. 246, Plot No.99, Matheran, Karjat, Raigad – 410102 and at any adjournment thereof in respect such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Special Business:				
1.	TO APPROVE THE ISSUE OF 13,83,000 EQUITY SHARES ON PREFERENTIAL BASIS			

Signed this..... day of.....2024

.....
Signature of shareholder(s)

.....
Signature of Proxy holder(s)

Please
Affix ₹.1
Revenue
Stamp

.....
Signature of Proxy holder(s)

.....
Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. The proxy need not be a member of the company. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



ROOPSHRI RESORTS LIMITED

**Corporate Office: Unit No 1, Ground floor, Reva Apartment, Bhulabhai Desai Road,
Haji Ali Cumbala Hill, Mumbai-400018.**

**Registered Office: Hotel Alexander, S. No. 246, Plot No.99, Matheran,
Karjat, Raigad – 410102**

Tel.:02148-230069;

CIN: L45200MH1990PLC054953

Website: www.roopshriresorts.co.in Email: info@roopshriresorts.co.in

ATTENDANCE SLIP

Registered Folio No./DP ID no./Client ID no.:	
DP ID - Client ID	
No. of Shares Held	

I hereby record my presence at the Extraordinary General Meeting of the Company on **Monday, February 12, 2024 at 12:30 P.M.** at Hotel Alexander, S.No. 246, Plot No.99, Matheran, Karjat, Raigad – 410102.

.....
Name of the member/proxy (in BLOCK Letters)	Signature of the member/proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice for reference to the EOGM.

BOOK POST

If undelivered please return to:

Roopshri Resorts Limited
Hotel Alexander, S.No.246, Plot No.99,
Matheran, Karjat, Raigarh-410102
Tel: 02148-230069