



# ROOPSHRI RESORTS LIMITED

Registered Office : Hotel Alexander, S. No. 246, Plot No, 99, Matheran, Tal : Karjat, Raigad - 410102  
Tel.: 02148 - 230069 | Email : info@roopshriresorts.co.in | Website : www.roopshriresorts.co.in

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July 05, 2022

To,  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai,  
Maharashtra — 400 001

**Scrip Code: 542599**

**Sub: Submission of Notice of Postal Ballot.**

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, July 01, 2022.

The voting period will commence from Friday, July 08, 2022 at 9.00 a.m. IST and end on Saturday, August 06, 2022 at 5.00 p.m. IST

Kindly take the same on record and oblige.

Yours faithfully,

**For Roopshri Resorts Limited**

**Kinjal Rathod**  
**(Company Secretary & Compliance Officer)**

**Encl: As Attached**



## ROOPSHRI RESORTS LIMITED

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

Website: [www.roopshriresorts.co.in](http://www.roopshriresorts.co.in); Email: [info@roopshriresorts.co.in](mailto:info@roopshriresorts.co.in)

Tel No: 02148-230069, CIN: L45200MH1990PLC054953

### POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

NOTICE is hereby given to the Members of **Roopshri Resorts Limited** (the "Company") pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard-2 on General Meeting (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020 and 10/2021 dated 23<sup>rd</sup> June 2021 (the "MCA Circulars") in view of COVID-19 pandemic and any other applicable laws and regulations, that the following special business is proposed for consideration by the Members of the Company through Postal Ballot by voting through electronic means only ("e-voting").

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5.00 p.m. by Saturday, 6<sup>th</sup> August, 2022.**

Special Business requiring consent of shareholders:

#### Item No. 1:

#### **TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 55,00,000 (Fifty-Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

**V "The Authorized Share Capital of the Company is Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs) divided into 1,05,00,000 (One Crore Five Lacs) Equity Shares of Rs 10/- (Rupees Ten) each, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Article of Association of the Company and the power to increase or reduce the capital of the company and to divide the shares in the capital for the time being into several classes (being specified in the Companies Act, 2013), and to attach hereto respectively such preferential, qualified and special rights, privileges or conditions as may be determined by or in accordance with the Article of Association of the company for the time being in force and to vary, modify, enlarge or abrogate and such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the company for the time being in force."**

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all acts deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### Item No. 2:

#### **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 10,25,000 (Ten Lakh Twenty Five Thousand) Equity Share of face value of Rs. 10 (Rupees Ten) each (“Subscription Shares”), at a minimum floor price of Rs. 25/- (Rupees Twenty-Five 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.	Shreyas Shah	2,45,000	Individual	No
2.	Lecorp Corporate Services LLP	2,45,000	Body Corporate	No
3.	Shreshri Enterprises LLP	2,45,000	Body Corporate	No
4.	Amoolya Vassa	1,45,000	Individual	No
5.	Anupam Vassa	1,45,000	Individual	No
	<b>Total</b>	<b>10,25,000</b>		

**RESOLVED FURTHER THAT** in accordance with Regulation 161 of the ICDR Regulations, the “Relevant Date” for the determination of the issue price is 07 July, 2022.

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

- Allottee shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the Date of Allotment thereof.
- The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the bank account of Allottee.
- The Subscription Shares to be allotted to the respective Allottee shall be locked-in for such period as prescribed under the ICDR Regulations.
- 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.
- 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 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 others steps which may be incidental, consequential, relevant or ancillary in this connection.”

**Item No. 3:**

**MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM TO MAIN BOARD OF BSE LIMITED AND MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LTD (NSE).**

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 Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company’s present listing from BSE SME Segment to the Main Board of BSE Limited as well as on the Main Board of National Stock Exchange of India Ltd (“NSE”).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited and NSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from BSE SME Segment to the Main Board of BSE Limited and as well as on the Main Board of NSE.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by Stock exchange or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard without requiring to secure any further approval of the members of the Company.”

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**Website:** [www.roopshriresorts.co.in](http://www.roopshriresorts.co.in);

**Email:** [info@roopshriresorts.co.in](mailto:info@roopshriresorts.co.in)

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

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

**Place: Matheran  
Date: 05<sup>th</sup> July, 2022**

## NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant Rules made thereunder, setting out material facts is annexed herewith hereto.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 1<sup>st</sup> July, 2022. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with Bigshare Services Private Limited, Registrar and Transfer Agent of the Company, by writing them on [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
3. The Notice shall also be uploaded on the website of the Company [www.roopshriresorts.co.in](http://www.roopshriresorts.co.in) and on the website of National Securities Depository Limited (“NSDL”) at <https://nsdl.co.in/> and on the website of BSE limited [www.bseindia.com](http://www.bseindia.com) All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Friday, 1<sup>st</sup> July, 2022 (End of Day), being the ‘cut-off date’ fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purpose only.
6. The voting period will commence from Friday, July 8, 2022 at 9.00 A.M IST and end on Saturday, August 6, 2022 at 5.00 P.M IST. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors at their meeting held on 1<sup>st</sup> July, 2022 has appointed Mr. Jigar Kumar Gandhi (Membership No. F7569, CP No. 3675), Practicing Company Secretary, Mumbai, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting i.e., on or before Tuesday, August 09, 2022. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, August 6, 2022, being the last date specified by the Company for e-voting.
9. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at [www.roopshriresorts.co.in](http://www.roopshriresorts.co.in) and on the website of NSDL at <https://nsdl.co.in/>
10. The Instructions for Members for e-voting are as under:  
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 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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

	<p>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.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>      </li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<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 &amp; 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

### **General 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](mailto:jigar.gandhi@jngandco.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sanjeev Yadav at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto:info@roopshriresorts.co.in). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**Registered Office:**

Hotel Alexander, S. No. 246,

Plot No. 99, Matheran,

Karjat, Raigarh – 410102

**Website:** [www.roopshriresorts.co.in](http://www.roopshriresorts.co.in);

**Email:** [info@roopshriresorts.co.in](mailto:info@roopshriresorts.co.in)

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

Sd/-

**Shreyas Shah**

**(Director)**

**DIN:01835575**

**Place:** Matheran

**Date:** 05<sup>th</sup> July, 2022

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

### ITEM NO: 1

Presently, the Authorized Share Capital of your Company is Rs. 5,00,00,000/- divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Board of Directors have considered it necessary to increase the Authorized Share Capital of the Company which is presently at Rs. 5,00,00,000/- (Rupees Five Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 55,00,000 (Fifty-five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each. In view of the above, it is necessary to amend Clause V of the Memorandum of Association to increase the Authorized Share Capital from Rs.5.00 Crores to Rs.10.5 Crores.

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, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

### ITEM NO. 2

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 10,25,000 (Ten Lakh Twenty Five Thousand) Equity Share of face value of Rs. 10 (Rupees Ten) each (“Subscription Shares”), at a minimum floor price of Rs. 25/- (Rupees Twenty-Five 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, 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) The object / purpose of the preferential issue:*

The Company is undertaking an issue and allotment of up to 10,25,000 (Ten Lakh Twenty Five 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 10,25,000 (Ten Lakh Twenty Five Thousand) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each.

#### *3) Price of the Preferential Issue:*

The Company proposes to offer issue and allot Subscription Shares at minimum floor price of Rs. 25/- (Rupees Twenty-Five 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.

#### *4) Basis on which the price of the Preferential Issue has been arrived at:*

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 recognised stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognised 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. 25/- (Rupees Twenty-Five 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.

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

The Relevant Date as per Regulation 161 of Chapter V of the ICDR Regulations for the determination of the said issue price for the Subscription Shares is 07 July, 2022.

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

The allotment is proposed to be made to the Proposed Allottee as mentioned at point no. 9 below.

7) *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 2,45,000 shares through preferential issue

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.

8) *Proposed time for completion of the allotment:*

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.

9) *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:

Sr. No.	Proposed Allottee	Category	No. of Equity Share	Pre-Issue shareholding		Post-Issue shareholding	
				No. of shares	%	No. of shares	%
1.	Shreyas Shah	Individual	2,45,000	2535	0.05 %	2,47,535	4.24%
2.	Shreshri Enterprises LLP	Body Corporate	2,45,000	Nil		2,45,000	4.20%
3.	Lecorp Corporate Services LLP	Body Corporate	2,45,000	Nil		2,45,000	4.20%
4.	Amoolya Vassa	Individual	1,45,000	Nil		1,45,000	2.48%
5.	Anupam Vassa	Individual	1,45,000	Nil		1,45,000	2.48%

10) *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.

11) *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.

12) *Pre and Post Issue Shareholding pattern of the Company:*

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	32,54,980	55.78
	b) Others (Body Corporate)	-	-	4,90,000	8.40
2	Foreign				
	<b>Sub-Total (A)</b>	30,09,980	62.58	37,44,980	64.18
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	13,34,000	22.86
	b) Body Corporate (others)	6,90,000	14.35	6,90,000	11.82
	c) Clearing Member	-	-	-	-
	<b>Sub-Total (B)</b>	<b>18,00,040</b>	<b>37.42</b>	<b>20,90,040</b>	<b>35.82</b>
		<b>48,10,020</b>	<b>100</b>	<b>58,35,020</b>	<b>100</b>

**13) 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:**

- i) Shreyas Shah (Designated Partner/Beneficial Owner)
- ii) Shripal Shah (Designated Partner/Beneficial Owner)

**14) 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.

**15) 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](http://www.roopshriresorts.co.in)

**16) 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 of the ICDR Regulations.

**17) Other disclosures**

- a) The proposed Allottee have not sold or transferred any equity shares of the Company during the 6 (six) months preceding the Relevant Date;
- b) Report of a Registered Valuer under provisions of second proviso to Rule 13(1) of the Companies(Share Capital and Debentures) Rules, 2014, as amended, is not required for the allotment of Subscription Shares;
- 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.

**18) Undertakings**

- a) Neither the Company nor any of its Promoters or Directors is a willful defaulter;
- b) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations;

- c) 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;
- d) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment to Promoter & Public Category in terms of the provisions of ICDR Regulations where it is required to do so;
- e) 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;
- f) 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.

**19) Status of the allottee**

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

**ITEM NO. 3**

The equity shares of the Company were listed on SME segment of BSE Limited on April 01, 2019 and intends to migrate to the Main Board of BSE Limited and to the Main Board of National Stock Exchange of India Ltd (NSE) as per the guidelines specified and the procedures laid down under Chapter IX of SEBI(ICDR) Regulations, 2018.

The Board of Directors are of the view that the migration of the Company to Main Board will enhance recognition of the Company and improve the liquidity of shareholders. Also listing on the Main Board of BSE Limited and National Stock Exchange of India Limited will take the Company into a different league altogether with increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from BSE SME Segment to Main Board of BSE Limited and National Stock Exchange of India Limited as set out in the resolutions.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.3 of the accompanying Notice.

None of its Directors, Key Managerial Personnel and/or relatives thereof is in any way, concerned or interested, financially or otherwise, in the aforesaid resolution, except to their shareholding in the Company.

**Registered Office:**

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

**Website:** [www.roopshriresorts.co.in](http://www.roopshriresorts.co.in);

**Email:** [info@roopshriresorts.co.in](mailto:info@roopshriresorts.co.in)

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

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

**Place:** Matheran  
**Date:** 05<sup>th</sup> July, 2022