

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

Addendum to the Notice dated August 31, 2023 convening the Thirty-Third Annual General Meeting of the Company scheduled to be held on Wednesday, September 27, 2023 at 02:00 P.M. (IST) at Hotel Alexander, S. No. 246, Plot No.99, Matheran, Karjat, Raigad – 410102:

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 9 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated August 31, 2023 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.

SPECIAL BUSINESS:

- 1) To Re-appoint Mrs. Tejal Vala (DIN: 05239882) as an Independent Director:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mrs. Tejal Vala (DIN: 05239882) who was appointed as an Independent Director and who holds office as an Independent Director up to November 13, 2023 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. from November 13, 2023 and upto November 12, 2028.

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



Shreyas Shah
DIN: 01835575

(Whole Time Director)

Mumbai, Thursday, September 13, 2023

Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 33rd AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at <http://www.roopshriresorts.co.in/index.html> and website of NSDL at www.evoting.nsdl.com.
4. All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM set out in the Notice of the ensuing 33rd AGM shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice. Furthermore, the Scrutinizers appointed for the ensuing 33rd AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 33rd AGM.

ADDENDUM TO THE EXPLANATORY STATEMENT FOR THE ADDITION OF AGENDA ITEM NO.4 TO THE NOTICE OF THE AGM

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 4

Mrs. Tejal Vala (DIN: 05239882) was appointed as Independent Director on November 14, 2018 for a continuous period of five years ended on November 13, 2023. The Board of Director of the Company ("Board"), at its meeting held on August 31, 2023, subject to approval of members, it was proposed to re-appoint Mrs. Tejal Vala, as Independent Director, for a period of 5 (five) years from the expiry of her present term i.e. with effect from November 13, 2023.

The Nomination Committee of the Board of Director, on the basis of the report of performance evaluation, recommends re-appointment of Mrs. Tejal Vala as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Mrs. Tejal Vala would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Mrs. Tejal Vala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director alongwith her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, it is proposed to re-appoint Mrs. Tejal Vala as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.



Copy of draft letter of appointment of Mrs. Tejal Vala setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Addendum to Annexure - A

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

PARTICULARS	MRS. TEJAL VALA
Current Position	Non-Executive Independent Director (Not liable to retire by rotation)
Age:	40 years
Qualification:	M.COM
Experience:	09 Years
Expertise in Specific functional areas	More than a decade year of professional experience in the field of garment industry helping companies to designing, marketing and negotiations of garment products.
Date of first Appointment:	November 14, 2018
Terms and Conditions of Appointment:	As per Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto appointment as an Independent Director.
Number of Board Meetings attended during the year:	Attended all the Seven meetings held till date in F.Y. 2022-23
Shareholding in the Company:	Nil
Relationship with Other Directors:	Not related
Other Directorships :	Nil
Memberships / Chairmanship of Committees:	1. Chairperson of Audit Committee. 2. Member of Nomination & Remuneration Committee.


