

ROOP ULTRASONIX LTD.

Registered Office: A/41, Nandkishore Indl. Estate, Off. Mahakali Caves Road, Andheri (East),
Mumbai-400 093, India. (022) 4211 1500 Email: secretarial@rtulgroup.com

NOTICE OF EXTRA - ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01st Extra-Ordinary General Meeting for the financial year 2022-2023 of ROOP ULTRASONIX LIMITED (Formerly known as Roop Telsonic Ultrasonix Ltd.) will be held at 803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093 on Wednesday, January 25, 2023 at 10:00 a.m. to transact the following business:

SPECIAL BUSINESS:

1. To amend and restate the Memorandum of Association and Articles of Association in line with the provisions of the Companies Act, 2013.
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 4,5,13,14 of the Companies Act, 2013 ('Act') read with the Companies (Incorporation) Rules, 2015 and other applicable provisions along with the rules and regulations made there under (including any amendments, re-enactment or statutory modifications thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to amend the Memorandum of Association ('MOA') and the Articles of the Association ('AOA') of the Company to ensure that the same are in line and in compliance with the provisions of the Act.
RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents as may be deemed necessary (including without limitation making the appropriate e-fillings with the Registrar of the Companies) in connection with the adoption of the amended and restated MOA and AOA of the Company, as approved by the Board and members of the Company and to give effect to the foregoing resolutions."

By order of the Board

Dr. A.S. Trivedi
Chairman & Managing Director
DIN: 00575030

Dated: 31st December, 2022.
Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out all material facts concerning the business and relevant details at Item No. 1 is also annexed.
2. A Member entitled to attend and vote at the Extra-ordinary 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.
3. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of Members not exceeding 50(fifty) in number and holding in aggregate not more than 10(ten) percent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such a person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
4. Proxy form duly executed in order to be effective, must reach the registered office of the Company not less than 48 hours before the time of commencement of the EGM. Proxy form for the EGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions and authority letter, as applicable.
5. The Members/Representative/ Proxy(s) are requested to bring attendance slip, as enclosed, duly filled in, together with their copy of the notice convening the EGM.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days' notice in writing is given to the Company.
9. Members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form and who have not registered / updated their email address with the Company are requested to register / update can register / update their email address by sending e-mail on secretarial@rtulgroup.com.
10. Members may also note that Notice of the Extraordinary General Meeting will also available on the Company's website www.rtulgroup.com. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's e-mail on secretarial@rtulgroup.com.
11. 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 not to leave their Demat account(s) dormant for long periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. The register of members and share transfer books shall remain closed from Thursday, 19th January, 2023 to Wednesday, 25th January, 2023 (both days inclusive) for the purpose EGM.
13. A Route Map along with Prominent Landmark for easy location to reach the venue of EGM is annexed hereto.

14. Members seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company on or before Monday, 23rd January, 2023 through email on secretarial@rtulgroup.com. The same will be replied by the Company suitably.
15. The members are requested to notify change of address, if any, to the Company's Registered Office.

By order of the Board

Dr. A.S. Trivedi
Chairman & Managing Director
DIN: 00575030

Dated: 31st December, 2022.
Place: Mumbai

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013. ITEM NO. 1

The Board of Directors in their meeting held on 23rd December, 2022 took note that the existing Memorandum of Association ('MOA') and Articles of Association ('AOA') of the Company is based on the erstwhile Companies Act, 1956 as point out by the Secretarial Auditors of the Company in their Compliance Report. The Board brings to your kind attention that the said amendment of MOA and AOA is necessary to bring the existing MOA and AOA in line with the new provisions of the Companies Act, 2013 ('Act').

According to the new Act, the Companies now have to adopt the new set of MOA and AOA. The new set of MOA is based on Table-A of the Act and new set of AOA is based on Table-F of the Act.

Pursuant to the applicable provisions of the Act, the alteration of MOA and AOA of the Company requires the approval of the Members and accordingly the Board now seeks the approval of the Members for the same.

This explanatory statement and the resolution at Item no. 1 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

None of Directors of the Company are in the way, concerned or interested in the said resolution as set out at Item No. 1, except to the extent of their shareholding in the Company, if any.

Form No. MGT-11**Proxy form**

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

CIN: U33120MH1982PLC026800

Name of the company: ROOP ULTRASONIX LIMITED

Registered office: A/41, NANDKISHORE INDL. ESTATE, OFF MAHAKALI CAVES ROAD, ANDHERI (E), MUMBAI - 400 093.

Venue of the meeting: 803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093.

Date & Time: Wednesday, January 25, 2023 at 10:00 A.M.

Name of the member (s):

Registered address:

E-mail Id:

Folio No / DP ID / Client ID:

I/We, _____ being the member (s) of ROOP ULTRASONIX LIMITED shares, hereby appoint

Sr. No.	Name of Proxy	Address	E-mail Id	Signature
1.				
2.				
3.				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01st Extra-Ordinary General Meeting of the company for the financial year 2022-23, to be held on the Wednesday, January 25, 2023 at 10:00 A.M. at 803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Description
Special Business	
1.	To amend and restate the Memorandum of Association and Articles of Association in line with the Companies Act, 2013.

Signed this _____ day of January, 2023

Affix Revenue
Stamp

Signature of shareholder:

Signature of Proxy holder(s):

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at 803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093 not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. A person appointed as Proxy shall act on behalf of not more than 50 (Fifty) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.

ATTENDANCE SLIP

(Please complete this attendance slip and be hand over at the entrance of the Meeting hall)

**Extra-Ordinary General Meeting of Roop Ultrasonix Limited on
Wednesday, January 25, 2023 at 10:00 a.m.**

Name (IN BLOCK LETTERS)	
Address & email ID	
Ledger Folio No./Client ID No.	
No. of shares held	

I/We certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the First Extra-Ordinary General Meeting of the Company for the financial year 2022-2023 on on Wednesday, January 25, 2023 at 10:00 a.m. at 803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093.

Full name of the Member/Proxy attending the Meeting	
Member's/Proxy's Signature	

***Note: Please fill this attendance slip and hand it over at the entrance of the Office.
Your entry to the Meeting will be regulated by this attendance slip.***

ROOP ULTRASONIX LIMITED

CIN: U33120MH1982PLC026800

Registered Office: A/41, Nandkishore Indl. Estate, Off. Mahakali Caves Road, Andheri (East),
Mumbai-400093, India. (022) 4211 1500 Email: secretarial@rtulgroup.com

FORM – MGT -12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

Name(s) of Member(s) : (In BLOCK/CAPITAL LETTERS)	
Registered Address :	
DP ID/ Client ID* or Registered Folio No :	
No. of Equity Shares held :	

*Applicable in case of Share held in electronic form

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of the 01st Extra-Ordinary General Meeting ('EGM') of Company scheduled to be held on Wednesday, January 25, 2023 at 10:00 a.m. at 803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093, which is proposed to be placed for consideration of members at the aforesaid EGM of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

Resolution No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Ordinary Businesses				
1.	To amend and restate the Memorandum of Association and Articles of Association in line with the provisions of the Companies Act, 2013.			

*Please put a tick mark (□) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

Signature of Member

INSTRUCTIONS**Process and manner for Members opting to vote by using the Ballot Paper:**

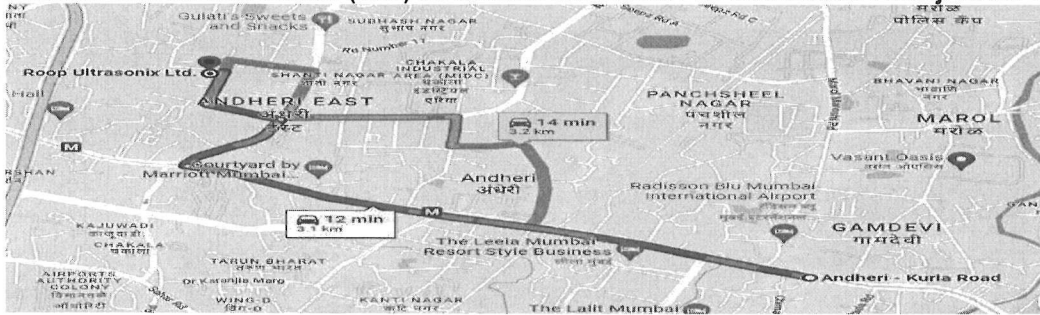
1. Please complete and sign this Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect of the EGM of the company as scheduled on Wednesday, January 25, 2023.
2. Proxy who are attending and voting in this EGM on behalf of some members are requested to first write their name before signing it.
3. This ballot Paper should be signed by the Member (s) as per the specimen signature. In case of joint holding, the ballot Paper should be completed and signed by the first named Member and in his/her absence, by the next name joint holder or by their proxy (ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing and duly attested copy of the POA registered with the company or enclosing therewith duly attested/notarized copy of the POA.
4. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
5. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received torned, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by member (s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified.

ROUTE MAP TO THE VENUE OF EGM

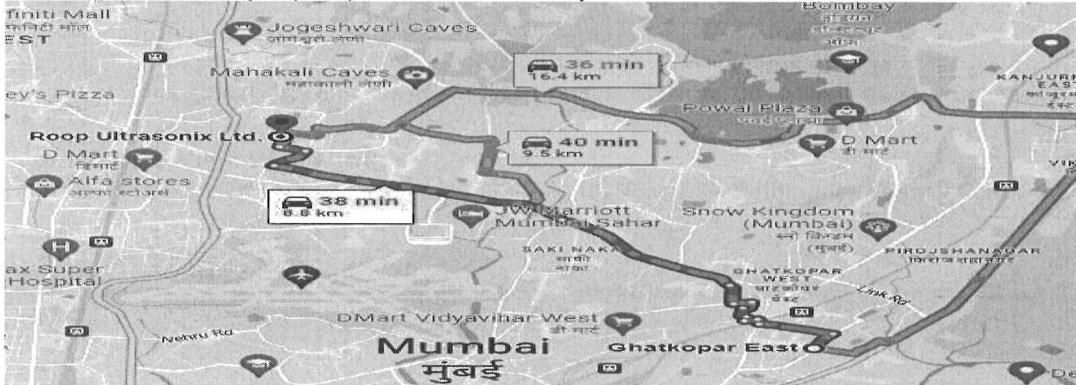
Venue : 803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093.

Landmark : Near Paper Box

Distance from Andheri Station (east) via Andheri-kurla Road / Sir Mathuradas VasANJI Road: 2.2 km



Distance from Ghatkopar (East) via Andheri-Ghatkopar and Andheri - Kurla Road / Sir Mathuradas VasANJI Road: 8.6 km



Distance from The Hub Mall, Goregaon (East) via Western Express Highway : 7 km.

