



September 6, 2023

The Manager
Listing Compliance Department
National Stock Exchange of India Limited,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
NSE Symbol: PARTYCRUS

Dear Sir/Madam,

Sub: Notice of 29th Annual General Meeting ("AGM") of the company

In furtherance to our letter dated September 06, 2023 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 29th Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, September 29, 2023 at 11.00 a.m. in physical presence of members at 306, Simran Plaza, Next to Hotel Regal Enclave, Khar West, Mumbai – 400 052, Maharashtra, India.

The Notice of the AGM forming part of the Annual Report is also available on the Website of the company at www.partycruisersindia.com

Kindly take the same on record.

Thanking You,

For Party Cruisers Limited

ZUZER H
LUCKNOWALA

Zuzer H. Lucknowala
Chairman & Managing Director
(DIN: 00979509)

NOTICE

Notice is hereby given that the Twenty-Ninth Annual General Meeting of the Members of Party Cruisers Limited (CIN: L63040MH1994PLC083438) will be held physically on Friday, September 29, 2023 at 11:00 A.M. at 306 Simran Plaza, Khar 4th Road Next to Regal Enclave Hotel, Khar West, Mumbai- 400052, Maharashtra, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2023 and report of the Board of Directors and Auditors thereof along with its annexures forming part of the Annual Report
2. To Re-appoint Mr. Firoz Lucknowala (DIN:-01553122) Executive Director of the Company who retires by rotation and being eligible have offered himself for re-appointment.

SPECIAL BUSINESS:

3. **Regularization of Mr. Cyrus Rohinton Shroff as Non-Executive and Non-Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the consent of Members is hereby accorded to appoint Mr. Cyrus Rohinton Shroff (DIN:- 03205780) as the Non-Executive Non-Independent Director, who was appointed by the Board of Directors, based on the recommendations of Nomination and Remuneration Committee, as an Additional Director of the Company with effect from July 11, 2023 and who holds office upto the date of ensuing Annual General Meeting of the Company in the terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

4. **Re-appointment of Ms. Rachana Zuzer Lucknowala (DIN:- 02466195) as Executive Director of the Company for a period of five years**

To consider, and, if thought fit, to pass following **Special resolution**, with or without modification:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V of the said Act and as recommended by the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Rachana Zuzer Lucknowala (DIN 02466195) as Executive Director of the Company for a period of 5 years with effect from August 31, 2023 liable to retire by rotation.

5. **Re-appointment of Ms. Samaa Nusrat Shah (DIN:- 07554045) as Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Samaa Nusrat Shah (DIN: 07554045), who was appointed as a Non-Executive Independent Director of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for another term of 1 (one) year, with effect from September 05, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

6. **To take the Blanket Approval for vesting schedule in ESOP 2023**

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

“RESOLVED THAT all the options granted on any date shall vest within a minimum period of 1 (One) year and within a maximum period of 5 (Five) years from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten, or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee (NRC) of the Company shall have all the powers to decide the Lock-in period for the shares issued to each employee upon exercise of options.”

By the order of the Board of Directors
For Party Cruisers Limited
Sd/-
Zuzer Lucknowala
Chairman & Managing Director
DIN: 00979509

Reg. Office

303/304/305 Simran Plaza, Khar 4th Road,
Next to Regal Enclave Hotel, Khar west
Mumbai – 400052

Date: August 30, 2023

Place: Mumbai

Notes:

1. A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective, should be deposited at Company's registered office, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent 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 shareholder.
2. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
3. When a member appoints a proxy and both the Member and the Proxy attend the Meeting, the Proxy stands automatically revoked.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 6 of the Integrated Annual Report 2022-23, is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
6. Electronic copy of the Annual Report 2022-23 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2022-23 are being sent in permitted mode.

Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants or with Company or with the Registrar & Share Transfer Agent of the Company (in case of Shares held in physical form).

7. Members are requested to notify any change in their addresses to the Company or Registrar and Share Transfer Agent of the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
8. Members may also note that the Notice of 29th Annual General Meeting and the Annual Report 2022-23 will also be available on the Company's website at www.partycruisersindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 303-305, Simran Plaza, Near Hotel Regal Enclave, Khar west, Mumbai- 400 052, Maharashtra India for inspection between 10.00 a.m. to 06.00 p.m. 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.

9. The notice of 29th Annual General Meeting will also be available on NSDL website: www.evoting.nsdl.com for their download.
10. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
11. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Company Secretary, so as to reach the Company at compliance.partycruisersindia@gmail.com at least 7 (Seven) days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, KFin Technologies Private Limited.
13. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is at the last page of this Notice.
14. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended upto date, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote on the resolutions proposed to be passed in the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot / polling paper shall also be made available at the venue of the 29th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
15. In case of Joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. The Company has fixed Friday, September 1, 2023 as the "Record Date" for determining the members whose name are registered will be entitled to receive Notice of the AGM.
17. In case of Joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 26, 2023 at 9:00 A.M. and ends on Thursday, September 28, 2023, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2023.

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.	<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 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/

	<p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<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 Myeasi 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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](http://www.evoting.nsdl.com).

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - 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 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 is in active status.
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 nageswara.raop@kfintech.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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 (compliance@partycruisersindia.com).
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 (compliance@partycruisersindia.com). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO 29th AGM NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No: 3

Mr. Cyrus Rohinton Shroff was appointed as Additional Director with effect from July 11, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Cyrus Rohinton Shroff as a Non-Executive Non-Independent Director on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 3 for approval by the members of the Company.

Except Mr. Cyrus Rohinton Shroff, none of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

Name of Director	Mr. Cyrus Rohinton Shroff
DIN	03205780
Date of Birth	16/05/1974
Nationality	Indian
Type of Appointment	Appointment as Non-Executive Non-Independent Director
Date of first Appointment on Board	11/07/2023
Qualification	Chartered Accountant
No. of Shares held	58000 Shares
Experience in Specific	Mr. Cyrus Shroff is a Chartered Accountant by qualification and founder of Zend Advisors LLP, that services a 'white space' in SME/MSME / family owned business segment. Zend is an operations consulting and CEO services firm that endeavours to provide holistic solutions to the shareholders of family managed businesses. Mr Shroff provides a mix of both operations support as well as strategic consulting thus servicing a bandwidth gap which most sub Rs 100 crore businesses in India find difficult to fill.

	Mr. Shroff's employment career of over 2 decades has been only with marquee organizations such as KKR Private Equity, the Tata Group, Citigroup and KPMG. His professional experience covers several avenues of the financial services industry (private equity, transaction structuring, corporate finance, due diligence and accounting) coupled with the on-ground operations related execution across industry
Directorships held in other companies	Tanaz Godiwalla Foods Private Limited & Misharzu Foods And Products Private Limited
Membership of Committees of listed public companies	Not a part of any Committee of the Company
Disclosure of relationships between Directors inter-se	Not Related to other Directors
Justification for appointment	His professional experience of over 2 decades covers several avenues of the financial services industry (private equity, transaction structuring, corporate finance, due diligence and accounting) coupled with the on-ground operations related execution across industry

Except Mr. Cyrus Rohinton Shroff, none of the directors or Key Managerial Personnel and their relatives is interested or concerned in the resolution as set out in item No. 3 of the Notice.

Item No. 4

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

Name of Director	Ms. Rachana Zuzer Lucknowala
DIN	02466195
Date of Birth	23/09/1970
Nationality	Indian
Type of Appointment	Re-appointment as Executive Director

Date of first Appointment on Board	02/12/1994
Qualification	Diploma Holder in Hotel Management from Dadar Catering college and completed her Graduation from Mumbai University.
No. of Shares held	Equity Shares 1915893 of Rs.10 each.
Experience in Specific	With the fine sense of innovation and management, and with experience of more than 30 years in the sector of events and weddings, Ms. Rachana Lucknowala is an asset to the Company who is instrumental in the growth of the business of the Company over the years.
Directorships held in other companies	Nil
Membership of Committees of listed public companies	Audit Committee, Internal Complaints Committee under POSH.
Disclosure of relationships between Directors inter-se	Mr. Armaan Zuser Lucknowala – Son Mr. Zuser Hatim Lucknowala – Husband
Justification for appointment	She has around 24 years of experience in Sales and Marketing in the Wedding and Corporate Events industry.

The Board of Directors at their meeting held on August 30, 2023 have approved the terms of re-appointment of Ms. Rachana Zuser Lucknowala for a further period of five (5) years with effect from August 31, 2023 with a remuneration not exceeding 60 Lakh as per the recommendation of the Nomination, Remuneration and Compensation Committee subject to the further approval by the members of the Company and approval of Central Government, if any.

A statement containing information required to be provided to the shareholders as per the provisions of Schedule V in respect of re-appointment of Ms. Rachana Lucknowala (DIN 003205780) is given below:

I.General Information:

Nature of Industry: The company is a Event Management Company engaged in wide spectrum of various events organisation.

Financial performance based on given indicators:

(In thousands)

Particulars	FY 2022-23	FY 2021-22
	Standalone	
Total Income	4,01,038	1,60,408
Total Expenditure (including Finance Cost,	3,34,409	1,41,720

depreciation and tax and exceptional items)		
Profit/Loss After Tax	38,172	13,293
Earning per share	6.23	2.37

Foreign investments or collaborations: No foreign investments or collaborations

II. Information about appointee:

1. **Background Details:** With the fine sense of innovation and management, and with experience of more than 30 years in the sector of events and weddings, Ms. Rachana Lucknowala is an asset to the Company who is instrumental in the growth of the business of the Company over the years.
2. **Past remuneration:** Remuneration drawn by Ms. Rachana Lucknowala in his capacity as Managing Director during the last three years is as follows:

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Salary (in Rs.)	60,00,000	30,00,000	32,00,000

3. **Remuneration proposed:** Remuneration not exceeding `60 lakhs p.a. including perquisites as may be determined by the Board of Directors of the Nomination, Remuneration and Compensation Committee.
4. **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:** The remuneration offered to Ms. Rachana Lucknowala is at par with the industry norms considering the industry, size of the Company, profile of the position and person.
5. **Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel:** Ms. Rachana Lucknowala is a promoter director of the Company holding 19,15,893 equity shares in the Company. She has a direct pecuniary relationship with Mr. Zuzer Lucknowala & Mr. Armaan Lucknowala Directors of the Company.

Except Ms. Rachana Lucknowala, none of the directors or Key Managerial Personnel and their relatives is interested or concerned in the resolution as set out in item No. 4 of the Notice.

Ms. Rachana Lucknowala is not debarred or disqualified from continuing to act as a director of companies by SEBI, MCA or any other statutory authority.

The Board recommends the Special Resolution as set out in Item no. 4 for approval of members

Item No: 5

The Board of Directors of the Company in their Meeting held on August 30, 2023 based on recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 read with Article of Association of the Company, had approved the re-appointment of Ms. Samaa Nusrat Shah [DIN: 07554045] as an (Non-Executive) Independent Director under the Category of Independent Director for a term of 1 year (One year)

w.e.f. September 05, 2023, subject to approval of members at the ensuing Annual General Meeting of the Company. The Company had received consent from Ms. Samaa Nusrat Shah to act as a Director of the Company along with a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company had also received a declaration from her that she meets the criteria of independence as prescribed under Section 149 (6) of the Act, rule 6 (3) of Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations. In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors Rules, 2014, as amended, Ms. Samaa Nusrat Shah has confirmed that she has registered her name in the data bank with the Indian institute of corporate Affairs).

Further, in terms of Regulation 25 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Ms. Samaa Nusrat Shah would require the approval of the members of the Company.

In the opinion of the Board, Ms. Samaa Nusrat Shah fulfills the Conditions for re-appointment as an Independent Director of the Company as specified in the Act and SEBI Listing Regulations. Ms. Samaa Nusrat Shah is a person of integrity and independent of the management and possesses appropriate skills, experience and knowledge.

Upon the confirmation of the appointment of her as Independent Non-Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Non-Executive Independent Director. Accordingly, the Board of Directors of the Company recommend the passing of the Special Resolution at Item No. 6 to this Notice.

Except Ms. Samaa Nusrat Shah, none of the directors or Key Managerial Personnel and their relatives is interested or concerned in the resolution as set out in item No. 5 of the Notice.

Item No: 6

Employee stock options play a substantial role in promoting the culture of employee ownership and in attracting, retaining, motivating talented personnel by way of recognising and rewarding them.

Therefore, the Company is intending to issue employee stock options under Employee Stock Option Scheme 2023 ('ESOP 2023') to the employees of the Company whether existing or future by enabling them to participate in the ownership of the Company.

The Nomination and Remuneration Committee ('the Committee') at its meeting inter-alia formulated the details of the said blanket approval which was duly approved by the Board of Directors of the Company ('the Board') at its meeting held on August 30, 2023 subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended from time to time (the 'SBEB Regulations').

The Company seeks approval of the members for the variation in Vesting schedule under ESOP 2023 of the Company i.e. all the options granted on any date shall vest within a minimum period of 1 (One) year and within a maximum period of 5 (Five) years from the date of grant of options as may be

determined by the Committee. The Committee may extend, shorten, or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period as may be decided by Board and / or the Committee from time to time in accordance with the provisions of the Companies, Act, 2013 (including rules framed thereunder), SBEB Regulations and other applicable laws and regulations.

The Company seeks approval of the members for the variation in Lock-in period under ESOP 2023 of the Company i.e. the Board of Directors and the Nomination and Remuneration Committee (NRC) of the Company shall have all the powers to decide the Lock-in period for the shares issued to each employees upon exercise of options from time to time in accordance with the provisions of the Companies, Act, 2013 (including rules framed thereunder), SBEB Regulations and other applicable laws and regulations.

By Order of the Board of Directors,
For Party Cruisers Limited

Zuzer Lucknowala
Chairman & Managing Director
DIN: 00979509

Regd Office:
303/304/305, Simran Plaza, Khar 4th Road
Next to Regal Enclave Hotel, Khar West
Mumbai – 400052

Place: Mumbai
Date : August 30, 2023

CONTACT DETAILS:

Company	PARTY CRUISERS LIMITED 303-305, Simran Plaza, Near Hotel Regal Enclave, Khar West, Mumbai – 400 052, Maharashtra, India Tel: +91-9145500448 Email: compliance.partycruisersindia@gmail.com Website: www.partycruisersindia.com
Registrar & Share Transfer Agency	KFin Technologies Limited (formerly known as Karvy Fintech Private Limited) Selenium Building, Tower – B, Plot No. 31 & 32, Financial District, Nanakramguda, Serlingampally, Hyderabad, Rangareddi, Telangana, India – 500 032 Telephone: +91-4067162222 Email: nageswara.raop@kfintech.com Website: www.kfintech.com
Remote Evoting Agents	National Depository Services (India) Limited Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 Contact: toll free- 1800 1020 990 Email:- evoting@nsdl.co.in
Scrutinizer	Ms. Zalak Bhavik Mehta, Proprietor (Membership No: A47030 COP: 19822) M/s Zalak Mehta & Associates, Company Secretaries 501, Skyline Wealth Space, Above Kia Showroom, Premier Road, Vidyavihar West, Mumbai 400086 Phone: +91 9769171122 Email: cszalakmehta@gmail.com

PARTY CRUISERS LIMITED
CIN: L63040MH1994PLC083438

Reg. Office: 303/304/305 Simran Plaza, Khar 4th Road Next to Regal Enclave Hotel, Khar West, Mumbai-400052

TWENTY-NINTH ANNUAL GENERAL MEETING

Date	Friday, September 29, 2023
Time	11:00 A.M.
Venue	306, Simran Plaza, Near Hotel Regal Enclave, Khar West, Mumbai - 400052, Maharashtra, India

ATTENDANCE SLIP

Name of the member	
Registered Office Address of the member	
Folio No.	
Number of Shares held	

I, being a member/proxy for the member of the Company, hereby, record my presence at the Twenty Ninth Annual General Meeting of the Company at 306, Simran Plaza, Near Hotel Regal Enclave, Khar West, Mumbai – 400 052, Maharashtra, India on Friday, September 29, 2023 at 11:00 A.M.

Name of the Member/Proxy	Signature of Member/Proxy

1. Please hand over the attendance slip at the entrance of the venue of the meeting;
2. The attendance is valid only in case shares are held on the date of meeting;

PARTY CRUISERS LIMITED

CIN: L63040MH1994PLC083438

Reg. Office: 303/304/305 Simran Plaza, Khar 4th Road Next to Regal Enclave Hotel, Khar West, Mumbai-400052

**Form 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]**

Name of the member	
Registered Address	
Folio No.	
Email ID	

**I/We, being the member(s) of (insert number of shares) of the above named Company,
hereby, appoint,**

1	Name: _____ Email ID: _____ Address: _____ _____ Signature: _____ or failing him;
2	Name: _____ Email ID: _____ Address: _____ _____ Signature: _____ or failing him;

**As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Twenty
Ninth Annual General Meeting of the Company at 306, Simran Plaza, Near Hotel Regal
Enclave, Khar West, Mumbai – 400 052, Maharashtra, India on 29th September, 2023 at 11:00
A.M.**

Signature of Member

Signature of Proxy

Affix Revenue Stamp

PARTY CRUISERS LIMITED

CIN: L63040MH1994PLC083438

Reg. Office: 303/304/305 Simran Plaza, Khar 4th Road Next to Regal Enclave Hotel, Khar West, Mumbai-400052

FORM MGT-12

POLLING PAPER

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

Name of the Company	Party Cruisers Limited
CIN:	L63040MH1994PLC083438
Registered Office:	303-305, Simran Plaza, Near Hotel Regal Enclave, Khar West, Mumbai – 400 052, Maharashtra, India

BALLOT PAPER / POLL PAPER

Sr	Particulars	Details
1.	Name of First-named Shareholder	
2.	Postal Address:	
3.	Folio No.	

I, hereby, exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolution in following manner:

Sr.No	Resolution	Number of Shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Resolution				
1.	Adoption of Audited Financial Statements and Annual Report for financial year ended 31 st March, 2023			

2.	Re-appointment of Mr. Firoz Hatim Lucknowala (DIN: 01553122), who retired by rotation and being eligible, has offered herself for re-appointment			
3	Regularization of Mr. Cyrus Rohinton Shroff as Non-Executive and Non-Independent Director of the Company			
4	Re-appointment of Ms. Rachana Zuzer Lucknowala (DIN:- 02466195) as Executive Director of the Company for a period of five years			
5	Re-appointment of Ms. Samaa Nusrat Shah (DIN:- 07554045) as Independent Director of the Company			
6	Blanket Approval for vesting schedule and lock in period in ESOP 2023			

Date:

Signature of Member/Proxy

Place:

Route Map to the Venue of AGM

