December 12, 2023

To,
Listing Compliance Department
National Stock Exchange of lndia Ltd.,
Exchange Plaza, 5th Floor,
Plot No.C/ 1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051
Scrip Symbol: PARTYCRUS

Dear Sir/Madam,

Sub: Notice for convening an Extraordinary General Meeting of the Members of the Company ("EGM") on Thursday, January 4, 2024 at 11:00 A.M. at its Registered Office

Pursuant to the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India, please find enclosed herewith Notice for convening an EGM of the members of the Company on Thursday, January 04, 2024 at 11.00 a.m. in physical presence of members at 303/304/305, Simran Plaza, Next to Hotel Regal Enclave, Khar West, Mumbai – 400 052, Maharashtra, India.

The Notice of the EGM is also available on the Website of the company at www.partycruisersindia.com

Kindly take the same on record.

Thanking You,

Yours Faithfully
For **Party Cruisers Limited**

ZUZER HATIM LUCKNOWALA

Digitally signed by ZUZER HATIM LUCKNOWALA
DN: c=IN, o=PARTY CRUISER PRIVATE LIMITED, ou=DGFTIEC-031302566-000, 2.5.4.20=532d7b644e7bc94b08fb4fd60aee558b1f0cac6bffbbc56f35883a927acd7c8f, postalCode=400052, st=Maharashtra, serialNumber=ee69d00662ab00443288ed8a9f58e301c71b97af842dfdb74d0a315e24b65086, cn=ZUZER HATIM LUCKNOWALA
Date: 2023.12.12 15:59:32 +05'30'

Zuzer Hatim Lucknowala
Managing Director
(DIN: 00979509)

Encl: A/a.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (EOGM/EGM) of the Members of Party Cruisers Limited ("The Company") will be held on Thursday, January 4, 2024 at 11:00 A.M. at 303/304/305, Simran Plaza, Next to Hotel Regal Enclave, Khar West, Mumbai – 400052, Maharashtra, India to transact the following business:

ITEM NO.1: REGULARIZATION OF MR. ASIT OBEROI (DIN: 09089783) 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 Mr. Asit Oberoi (DIN:- 09089783) 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 November 8, 2023 and who holds office upto the date of this Extra Ordinary General Meeting of the Company in the terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act,2013 who is eligible for appointment and has consented to act as the Non-Executive Non-Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Non-Independent Director of the company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, not liable to retire by rotation.

ITEM NO.2: ISSUE AND OFFER 50,000 SWEAT EQUITY SHARES OF RS. 10/- EACH TO THE DIRECTOR OF THE COMPANY

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 Section 54 of the Companies Act, 2013('the Act') read with Rule 8 of Companies (Share Capital & Debentures) Rules 2014, and in accordance with the Securities Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SEBI SBEB and Sweat Equity Regulations"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR") including any statutory modification(s) or re-enactment(s) thereto and further subject to such other approvals, permissions and sanctions as may be necessary from any other statutory authority and such conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the shareholders be and is hereby accorded to issue 50,000 Equity Shares as Sweat Equity Shares of Rs. 10/- each to Mr. Firoz Lucknowala, Executive Director of the Company, for the value addition he continues to create in forth coming years while in employment of the Company, in such tranches as may be decided from time to time within the time permissible under relevant regulations, at Rs. 69/- per share on the basis of the valuation report dated 11.12.2023 received from Mr. Kushal Jajodia (Registered Valuer Number IBBI/RV/07/2021/13869).

RESOLVED FURTHER THAT the Valuation Report dated 11.12.2023 has been taken from Mr. Kushal Jajodia (Registered Valuer Number IBBI/RV/07/2021/13869) for the purpose of valuing of the "Value Additions" of Mr. Firoz Lucknowala, Executive Director of the Company which he continues to create in forth coming years while in employment of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued shall rank pari-passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the price of the same shall be determined as prescribed under SEBI SBEB and Sweat Equity Regulations 2021 read with SEBI ICDR Regulations 2018 and shall be subject to lock-in for a period of 3 year from the date of allotment of such Sweat Equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as maybe necessary or expedient in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company in this regard."

ITEM NO. 3: TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON A 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 Sections 23, 62, read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in SEBI ICDR, as amended, and, SEBI LODR as amended, the listing agreements entered into by the Company with the National Stock Exchange of India Limited ("NSE") ("Stock Exchange/(s)") on which the Equity Shares of the Company having face value of Rs. 10/- (Ten) each ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s)and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time,

in one or more tranches, up to 6,36,297 (Six Lakh Thirty-Six Thousand Two Hundred Ninety-Seven) Fully Convertible Share Warrants (hereinafter referred to as "warrants") each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹10/- (Rupees Ten only) each ("the Equity Shares") against each Warrant at an issue price of Rs. 78.58/- (In words) (including a premium of Rs. 68.58/- (In words) per Equity Share, not being less than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR, to following mentioned persons **("Proposed Allottee(s)")** as more particularly set out in the explanatory statement, in accordance with the SEBI ICDR and other applicable laws and on such terms and conditions as mentioned hereunder:

Sr. No	Name of the Investor	No. of Shares	Category
1	Mr. Abhishek Singhvi	**31815**	**Non-Promoter**
2	Mrs. Jyoti Bafna	**44541**	**Non-Promoter**
3	Mr. Dharmesh Pancholi	**127259**	**Non-Promoter**
4	Mr. Anil Poddar	**63629**	**Non-Promoter**
5	Mr. Deepak Mishra	**31815**	**Non-Promoter**
6	Mr. Amit Mehta	**31815**	**Non-Promoter**
7	Mrs. Neha Mehta	**31815**	**Non-Promoter**
8	Mr. Jinesh Doshi	**31815**	**Non-Promoter**
9	Mr. Rishabh Shah	**31815**	**Non-Promoter**
10	Mr. Sanjay Mehta	**31815**	**Non-Promoter**
11	Mr. Milind Bafna	**50904**	**Non-Promoter**
12	NPRS financial Services Pvt. Ltd.	**127259**	**Non-Promoter**
	TOTAL	**636297**	

RESOLVED FURTHER THAT in accordance with SEBI ICDR, the "Relevant Date" for determination of the floor price of the Warrants to be issued in terms hereof, shall be, December 5, 2023 being the date 30 (Thirty) days prior to the meeting of Members of the Company determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants shall be subject to following terms and conditions apart from others as prescribed under the applicable laws:

i. In accordance with Regulation 169(2) of the ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants.

ii. Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.

iii. The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable.

iv. In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) Months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;

v. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;

vi. The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

vii. The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

viii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

ix. The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;

x. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

RESOLVED FURTHER THAT the Valuation Report dated 11.12.2023 has been taken from Mr. Kushal Jajodia (Registered Valuer Number IBBI/RV/07/2021/13869) for the purpose of valuing the pricing of the Convertible Share Warrants of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the NSE, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any

questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of Equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

Sd/-
Mr. Zuzer Hatim Lucknowala
(DIN: 00979509)
Chairman & Managing Director

Date: December 12, 2023
Address: 303-305, Simran Plaza, Near Hotel Regal Enclave,
Khar West, Mumbai – 400 052, Maharashtra, India.

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. Corporate Members intending to send their authorized representatives to attend and vote at the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

5. An Explanatory Statement pursuant to Section 102(1) of the Companies act, 2013, relating to the Business as set out at item nos. 1 & 2 of the EGM Notice, to be transacted at the Meeting is annexed hereto.

6. 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 Extra Ordinary General Meeting (EGM) 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 EGM. 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 EGM.

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

The remote e-voting period begins on 01st January, 2024 at 9:00 A.M. and ends on 03rd January, 2024, 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, 29th December, 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 Friday, 29th December, 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.	1. 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.jsp 2. 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. 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. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	**1.** Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. **2.** After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the

	system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. **3.** If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. **4.** Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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 holdi 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 holdi 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:
   a) If you are already registered for e-Voting, then you can user 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.
   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.

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.

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

ITEM NO 1: REGULARIZATION OF MR. ASIT OBEROI (DIN: 09089783) AS NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Asit Oberoi was appointed as Additional Director with effect from November 08, 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 ensuing Extra Ordinary General Meeting of the Company.

The Board is of the view that the appointment of Mr. Asit Oberoi 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 1 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Asit Oberoi, 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 Companies Secretaries of India:

Sr. No	Particulars	Details
1	Name of the Director	Asit Rajindar Oberoi
2	Director Identification Number (DIN)	09089783
3	Date of Birth	02/01/1966
4	Nationality	Indian
5	Type of Appointment	Appointment as Non-Executive Non-Independent Director
6	Date of first Appointment on Board	08/11/2023
7	Qualification	Chartered Accountant

8	**No. of Shares held**	**4000**
9	**Experience in specific**	**Experienced regional leader with a demonstrated history in the Banking industry across multiple roles, COO, CFO and Transaction Banking roles. Skilled in Digital Banking, Business Relationship Management, Risk Management, P&L Management etc. Authentic people person and strong business development professional. Graduated from the Institute of Chartered Accountants of India. Strong ability to network and build relationships with Senior Management as well as junior stakeholders in Banks & Corporates. Worked mainly in Bank of America, Standard Chartered Bank, Fidelity Investments, YES Bank . Currently working as an Advisor at iPiD, Transbank & Growth91.**
10	**Directorship held in other Companies**	**Raya Technologies Private Limited**
11	**Membership of Committees of Listed Public Companies**	**Not a part of any Committee of the Company**
12	**Disclosure of relationships between Directors inter-se**	**Not related to other Directors**
13	**Justification for appointment**	**A prospective beneficial addition to the Board of the Company.**

Except Mr. Asit Oberoi, none of the directors or Key Managerial Personnel and their relatives is interested or concerned in the resolution as set out in item No. 1 of the Notice.

ITEM NO 2:

ISSUE AND OFFER 50,000 SWEAT EQUITY SHARES OF RS. 10/- EACH TO THE DIRECTOR OF THE COMPANY

The Company is proposing to issue 50,000 (Fifty thousand) Equity Shares as Sweat Equity of Rs. 10/- each to Mr. Firoz Lucknowala (DIN: 01553122), Executive Director of the Company, for the value addition he continues to create in forth coming years while in employment of the Company, in such tranches as may be decided from time to time within the time permissible under relevant regulations, at nominal value at Rs.

10/- (As per Valuation Report Rs. 69/-) per share on the basis of the valuation report dated 11.12.2023 received from Mr. Kushal Jajodia. It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

The details of explanatory statement containing the disclosures specified under clause (b) of sub-section (1) of section 54 of the Companies Act, 2013 (18 of 2013) and sub-regulation (1) of regulation 32 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are mentioned below;

Sr. No	Particulars	Disclosures
1.	Total no. of shares to be issued as sweat equity	50,000
2.	The current market price of the shares of the Company	Rs. 128/-
3.	The value of the intellectual property rights or technical know-how or other value addition to be received from the employee or director along with the valuation report /basis of valuation	Rs. 5,00,000/-
4.	The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the Company	Mr. Firoz Lucknowala, Executive Director of the Company. He is a brother of the Chairman & Managing Director of the company i.e. Mr. Zuzer Lucknowala.
5.	the consideration including consideration other than cash, if any to be received for the sweat equity;	The Sweat equity shares are being proposed to be issued for a non-cash consideration of Rs. 10 per share
6.	The price at which the sweat equity shares shall be issued	Sweat equity shares are being proposed for issue at Rs. 10/- per share
7.	Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity/ Ceiling on managerial remuneration be breached by issuance of such sweat equity and how it is proposed to be dealt with;	There will not be any breach on ceiling of managerial remuneration.
8.	Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with International Accounting Standards / standards specified by the Institute of Chartered Accountants of India. (Based on the Financial Statement of 31st March, 2023)	0.41
9.	The date of the Board meeting at which the proposal for issue of sweat equity shares was approved	November 08, 2023

10.	The reasons or justification for the issue	To recognize the value addition and know-how of Mr. Firoz Lucknowala to the company, the proposal for issue of sweat equity of shares is being submitted for approval of the members.
11.	The class of shares under which sweat equity shares are intended to be issued	Equity Shares
12.	The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation	Price has been arrived on the basis of valuation report issued by an Independent valuer, i.e. Rs. 69/-. The terms and conditions are as under: a) Equity shares shall be under a lock-in-period of 3 years from the date of allotment b) The Sweat equity shares are being proposed to be issued for a non-cash consideration of Rs. 10/- per share c) The Sweat equity contribution / Net Value addition of Mr. Firoz Lucknowala is Rs. 69/- detailed in the valuation report.
13.	The time period of association of such person with the Company	Mr. Firoz Lucknowala is serving as the Managing Director of the Company since 4 years.
14.	A statement to the effect that the company shall conform to the accounting policies and standards as specified by the Board	The Board guarantees that it will confirm to the applicable accounting standards.
15.	Class or classes of director to whom such equity shares are to be issued	Executive Director

None of the Directors, Key Managerial Personnel (KMP) of the Company except Mr. Firoz Lucknowala (himself) is interested in the resolution.

The Board of Directors of your Company recommend the Resolution set out in item No.2 of this Notice for the approval of the Shareholders by way of passing a Special Resolution.

ITEM NO.3:

ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS BY WAY OF PREFERENTIAL ISSUE ("PREFERENTIAL ISSUE")

1. **Particulars of the offer including the date of passing of the Board Resolution**

The Board of Directors of the Company ("Board") at its meeting held on Tuesday, December 05,

2023, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 **("the Act")** and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"), of 6,36,297 (Six Lakh Thirty-Six Thousand Two Hundred Ninety-Seven) fully convertible equity warrants **("Warrants"),** each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹10/- (Rupees Ten only) each ("**the Equity Shares")** against each Warrant at an issue price of Rs. 78.58/- (Rupees Seventy-Eight and Fifty-Eight Paise) (including a premium of Rs. 68.58/- (Rupees Sixty-Eight and Fifty-Eight Paise Only) per Equity Share, not being less than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations**,** to the allottees as mentioned below **("Proposed Allottee(s)")**

2. Objects of the Preferential Issue

Our Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards funding the following objects:

1. General Corporate Purposes.
2. Diversification/Expansion.

(Collectively, referred to herein as the "**Objects**")

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the funds are being raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes.

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed scheduleof implementation and deployment of funds as set forth below:

Sr. No.	Objective if the proposed issue	Range (₹ in crore)	Utilisation timeline	Reason for giving the range
1.	Diversification/Expansion	5 Crore	1-2 years	-
	Total	5 Crore		

**The amount utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds*

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, the funding requirements

of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

3. **Monitoring of Utilization of Funds**

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

4. **Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued**

6,36,297 (Six Lakh Thirty-Six Thousand Two Hundred Ninety-Seven) fully convertible equity warrants **("Warrants"),** each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of Rs.10/- (Rupees Ten only) each ("**the Equity Shares")** against each Warrant at an issue price of Rs. 78.58/- (Rupees Seventy-Eight and Fifty-Eight Paise Only) (including a premium of Rs.68.58/- (Rupees Sixty-Eight and Fifty-Eight Paise Only) per Equity Share, not being less than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations**,** aggregating to the proposed allottees belonging to non-promoter group.

5. **Relevant Date**

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is Tuesday, December 05, 2023, being the date 30 days prior to the date of AGM i.e., Thursday, January 04, 2024.

6. **Basis on which the price has been arrived at and justification for the price (including premium), if any**

Considering the allotment the post-issue fully diluted share capital of the Company, to the Proposed Allottees, the price of Rs.78.58/- (Rupees Seventy-Eight & Fifty-Eight Paise only) of the Equity Shares to be issued and allotted to the Proposed Allottees has been determined taking into account the valuation report dated 11.12.2023 issued by Mr. Kushal Jajodia, independent registered valuer (IBBI/RV/07/2021/13869), in accordance with Regulation 166A of the SEBI (ICDR) Regulations ("Valuation Report").

The Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website at the link https://www.partycruisersindia.com/.

In terms of the provision of Regulation 164(1) of SEBI 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 (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

b. the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Equity Shares to be allotted under the preferential issue.

The shares of the Company are listed and traded on NSE Limited. As per the trading volume data available on the Stock Exchange, the shares of the Company are frequently traded.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Pursuant to the above, the minimum issue price determined with Chapter V of the SEBI (ICDR) Regulations is Rs.69/- (In words).

Accordingly, the Warrants shall be issued at an exercise price of Rs.78.58/- (Rupees Seventy-Eight & Fifty-Eight Paise) per underlying equity share of the face value of ₹10/- each (including a premium of Rs. 68.58/- (Rupees Sixty-Eight & Fifty Eight Paise) which is higher than the issue price as determined as per the SEBI ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Valuation for consideration other than cash: Not Applicable

7. Amount which the Company intends to raise by way of securities

The Warrants are proposed to be issued at an exercise price of Rs.78.58/- (Rupees Seventy-Eight & Fifty-Eight Paise) per underlying equity share of the face value of ₹10/- each (including a premium of Rs.68.58/- (Rupees Sixty-Eight & Fifty Eight Paise).

8. Pending preferential issue

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

9. Re-computation of Issue Price

The Company shall re-compute the issue price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under Preferential Issue shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

10. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the resulting equity shares. Further, balance exercise price equivalent to the 75% (seventy five percent) of the issue price shall be payable by the Proposed Allottees at the time of exercising the Warrants.

In case the Warrants holder do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

11. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

12. The class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Warrants is proposed to be made to the Proposed Allottees, who belong to the Non-Promoter category of the Company.

13. Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Allotment

None of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Warrants under the Preferential Issue.

14. Proposed time frame within which the Preferential Allotment shall be completed

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

Proposed Allottees of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants shall be completed within 15 days from the date of such exercise by the Proposed Allottees of such Warrants.

15. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed for listing of the Equity Shares allotted pursuant to exercise of option attached to the Warrants. The Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects.

16. Shareholding pattern of the Company before and after the Preferential Issue

The shareholding pattern of the Company before and after the proposed preferential issue to Promoter is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Equity Shares to be Allotted	Post-Issue Shareholding	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
A. Promoter and Promoter Group					
1. Indian					
(a) Individuals & HUF	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A1)	-	-	-	-	-
Foreign	-	-	-	-	-
Sub Total (A2)	-	-	-	-	-
Total Promoter share holding A=A1+A2	-	-	-	-	-
B. Non-Promoter Group					
1. Institutions					
(B1) Institutions (Domestic)	-	-	-	-	-
(B2) Institutions (Foreign)	-	-	-	-	-
(B3) Central Government/ State Government(s)/ President of India	-	-	-	-	-
Sub- Total	-	-	-	-	-
2. Non- Institutions					
(a) Individuals	42000	0.04	44541	86541	0.08
(b) Body Corporate	-	-	-	-	-
(c) Others (Including NRI)	-	-	-	-	-
Sub Total	42000	0.04	44541	86541	0.08
Total Public Shareholding					

Category	Pre-Issue Shareholding Structure		Equity Shares to be Allotted	Post-Issue Shareholding	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
Grand Total (A+B)	42000	0.04	44541	86541	0.08

Notes:

(1) The Pre-preferential shareholding pattern is as on 01st December, 2023.
(2) The above post-issue shareholding is prepared assuming full conversion of Warrants issued pursuant to resolution at Item No. 3 into equity shares.
(3) Post-shareholding structure may change depending upon any other corporate action in between.

17. Particulars of the Proposed Allottees and the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue: NA (No ultimate Beneficial owner)

Sr. No.	Names	PAN	Natural Person who are the Ultimate Beneficial Owners	Pre-issue Shareholding		Present issue of Fully Convertible Equity Warrants	Post issue Shareholding (assuming full conversion of Warrants)	
				No. of Equity Shares	%		No. of Equity Shares	%
1.	-	-	-	-	-	-	-	-
2.		-	-	-	-	-	-	-
Total					-	-	-	-

Notes:

1. The Pre-issue Shareholding is as on (NA)

2. There shall not be change in control consequent to the present Preferential Issue of Warrants.

18. <u>Lock-in Period</u>

The Warrants / resulting equity shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations:

a. The entire pre-preferential shareholding of the Proposed Allottees shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading

approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.

b. The Warrants proposed to be issued the Proposed Allottees shall be subject to lock-in for a period of 90 trading days from the relevant date of allotment of such Warrants, as per the requirement of SEBI ICDR Regulations.

c. The proposed allotment of Equity Shares pursuant to conversion of Warrants to the Proposed Allottees shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.

19. **The current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter**

Sr. No.	Name of the Allottee	Current Status	Post Status
1	Mr. Abhishek Singhvi	Non-Promoter	Non-Promoter
2	Mrs. Jyoti Bafna	Non-Promoter	Non-Promoter
3	Mr. Dharmesh Pancholi	Non-Promoter	Non-Promoter
4	Mr. Anil Poddar	Non-Promoter	Non-Promoter
5	Mr. Deepak Mishra	Non-Promoter	Non-Promoter
6	Mr. Amit Mehta	Non-Promoter	Non-Promoter
7	Mrs. Neha Mehta	Non-Promoter	Non-Promoter
8	Mr. Jinesh Doshi	Non-Promoter	Non-Promoter
9	Mr. Rishabh Shah	Non-Promoter	Non-Promoter
10	Mr. Sanjay Mehta	Non-Promoter	Non-Promoter
11	Mr. Milind Bafna	Non-Promoter	Non-Promoter
12	NPRS Financial Services Pvt. Ltd.	Non-Promoter	Non-Promoter

20. **Practicing Company Secretary's Certificate**

A certificate from M/s. Zalak Mehta and Associates (CoP No.: 19822), Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website https://www.partycruisersindia.com/.

21. **Valuation and justification for the allotment proposed to be made for consideration other than cash**

Not applicable as the Company has not proposed to issue the Warrants for consideration other than cash.

22. **Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price**

During the year, no Preferential Allotment has been made to any person as of the date of this Notice.

23. **Principle terms of assets charged as securities**

Not applicable

24. Material terms of raising such securities

All material terms have been set out above.

25. Undertakings

(a) The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 Trading days preceding the Relevant Date except one whose shares have been locked in for a period of 90 trading days with effect from the record date.

(b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

(c) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.

(d) None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.

(e) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to Proposed Allottees is being sought by way of a Special Resolution as set out inthe said Item No. 3 of the Notice.

The issue of relevant securities under the Preferential Issue would be within the enhanced Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Allotment is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 3 of this Notice except and to the extent of their shareholding in the Company.

Documents referred to in the Notice / explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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

Sd/-
Mr. Zuzer Hatim Lucknowala
(DIN: 00979509)
Chairman & Managing Director

Date: December 12, 2023
Address: 303-305, Simran Plaza, Near Hotel Regal Enclave,
Khar West, Mumbai – 400 052, Maharashtra, India

CONTACT DETAILS:

Company	**PARTY CRUISERS LIMITED** 303-305, Simran Plaza, Near Hotel RegalEnclave, Khar West, Mumbai – 400 052, Maharashtra, India Tel: +91-9145500448 Email: compliance@partycruisersindia.com Website: www.partycruisersindia.com
Registrar & Share Transfer Agency	**KFin Technologies Private 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: 47030 | 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

Extra-Ordinary General Meeting

Date	**Thursday, 4th January, 2024**
Time	**11:00 A.M.**
Venue	303/304/305, Simran Plaza, Near Hotel Regal Enclave, Khar West, Mumbai - 400052, Maharashtra,India

ATTENDANCE SLIP

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

I, being a member/proxy for the member of the Company, hereby, record my presence at the Extra-Ordinary General Meeting of the Company at 303/304/305, Simran Plaza, Near Hotel Regal Enclave, Khar West, Mumbai – 400 052, Maharashtra, India on Thursday, January 04, 2024 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 Extra-Ordinary General Meeting of the Company at 303/304/305, Simran Plaza, Near Hotel Regal Enclave, Khar West, Mumbai – 400 052, Maharashtra, India on 4th January, 2024 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.**	

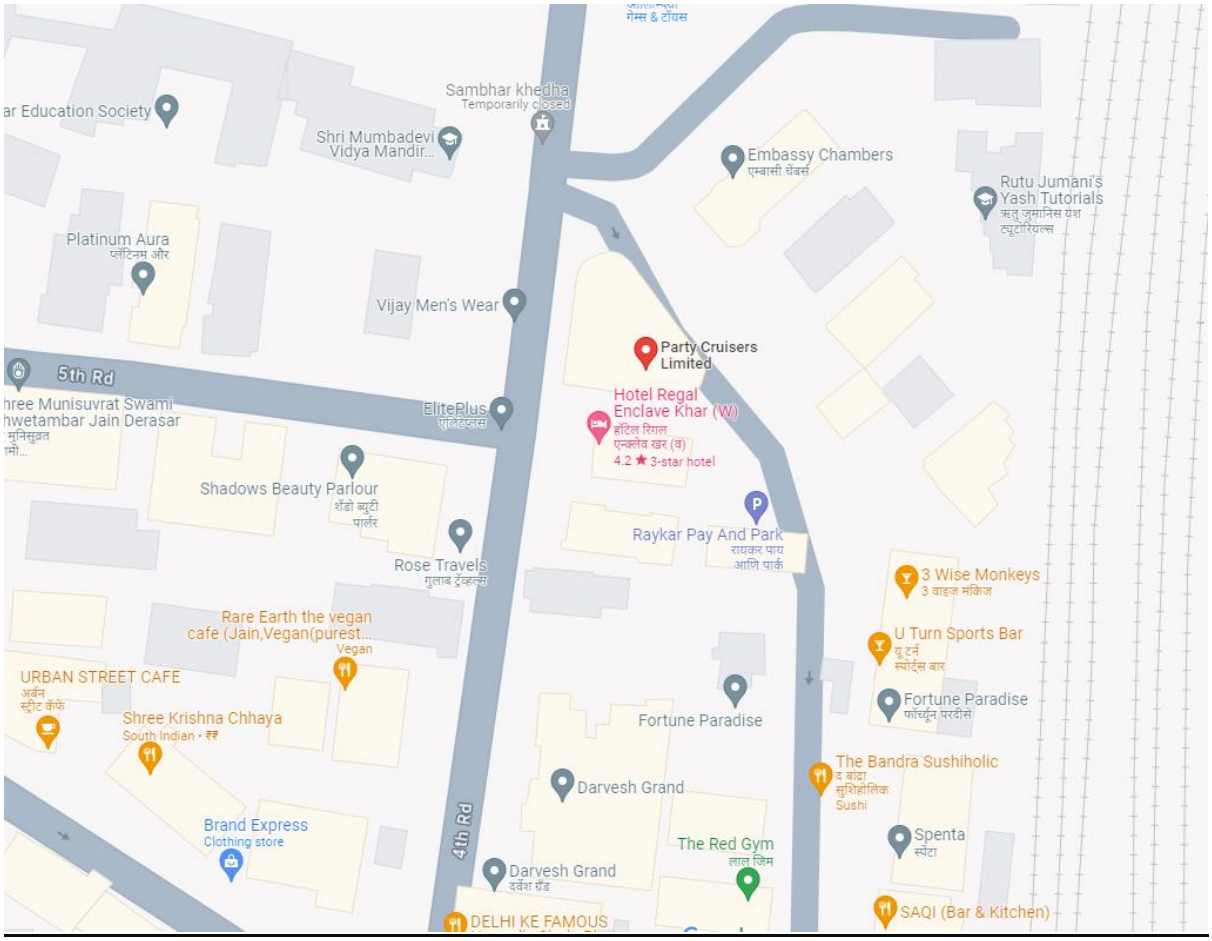
I, hereby, exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolution in following manner:

Sr.No	**Resolution**	**Number of Shares held by me**	**I assent to theresolution**	**I dissent from the resolution**
Ordinary Resolution				
1.	Regularization of Mr. Asit Oberoi as Non-Executive and Non-Independent Director of the Company			
Special Resolution				
2.	Issue And Offer 50,000 Sweat Equity Shares Of Rs. 10/- Each to The Director of The Company			
3.	To Consider and Approve Issue of Convertible Warrants on a Preferential Basis			

Date: **Signature of Member/Proxy**

Place:

ROUTE MAP


Sambhar khedha
Temporarily closed
Shri Mumbadevi Vidya Mandir...
Embassy Chambers
एम्बासी चेंबर्स
Rutu Jumani's Yash Tutorials
ऋतु जुमानिस यश ट्यूटोरियल्स
Platinum Aura
प्लॅटिनम औरा
Vijay Men's Wear
Party Cruisers Limited
5th Rd
ElitePlus
एलिटेप्लस
Hotel Regal Enclave Khar (W)
हॉटेल रिगल एन्क्लेव खर (प)
4.2 ★ 3-star hotel
Shadows Beauty Parlour
शॅडो ब्युटी पार्लर
Raykar Pay And Park
रायकर पार्क आणि पार्क
Rose Travels
गुलाब ट्रॅव्हल्स
3 Wise Monkeys
3 वाइज मंकिज
Rare Earth the vegan cafe (Jain,Vegan(purest...
Vegan
U Turn Sports Bar
यू टर्न स्पोर्ट्स बार
URBAN STREET CAFE
अर्बन स्ट्रीट कॅफे
Shree Krishna Chhaya
South Indian · ₹₹
Fortune Paradise
फॉर्च्यून परदीस
The Bandra Sushiholic
द बांद्रा सुशिहोलिक
Sushi
Darvesh Grand
Brand Express
Clothing store
4th Rd
The Red Gym
लाल जिम
Spenta
स्पेंटा
Darvesh Grand
दर्वेश ग्रँड
SAQI (Bar & Kitchen)
DELHI KE FAMOUS