



Roop Ultrasonix Ltd.

Addendum to the 42nd Annual Report of Roop Ultrasonix Limited for FY 2023-24

Dear Shareholders,

We draw the attention of all the members of Roop Ultrasonix Limited (the “**Company**”) towards the 42nd Annual Report dated for the Financial Year (“**FY**”) 2023-24 (the “**Annual Report**”). The Annual Report has already been circulated to all the members of the Company in due compliance with the provisions of the Companies Act, 2013 (the “**Act**”) and rules made thereunder and other applicable laws and regulations.

This addendum to Annual Report (the “**Addendum**”) is being issued to the members of the Company to draw their attention to certain issues and to the additional disclosures in the Annual Report pursuant to the interim order dated 18th December, 2024 received by the Company on 20th December, 2024 read with the interim Order dated 28th July 2023, passed by the Hon’ble NCLT, Mumbai Bench. The above Orders are a result of disputes initiated by the one of the shareholder’s of the Company i.e., Telsonic Holding AG.

This Addendum to the Annual Report shall be deemed to be an integral part of the Annual Report.

All other contents of the Annual Report save and except as modified or supplemented by the Addendum, shall remain unchanged.

This Addendum forming an integral part of the Annual Report shall always be read in conjunction with the Annual Report. This Addendum will also be available on the Company’s website rtulgroup.com.

Thanking You

**Yours Faithfully,
For Roop Ultrasonix Limited**

**Dr. Anant S. Trivedi
Chairman & Director
DIN: 00575030**





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The Annual Report shall now be read with following information:

A. Directors Report

1. Para 7 of Point II i.e., Information about the appointee on Page 12 of the Annual Report stands modified as below:

(7)*	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel [or other director], if any.	Dr. Anant S. Trivedi does not have any pecuniary relationship directly or indirectly with the Company, except for receiving remuneration as a Managing Director up to 31 st July, 2023. Thereafter, he is not getting remuneration in any form. He holds 7,17,130 equity shares of Rs.10/- each of the Company (Pre-rights issue)*.
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* However, post the rights issue (which is currently sub-judice) concluded by the Company on 27th March, 2023, Dr. Anant S. Trivedi holds 22,09,304 equity shares of Rs.10/- each of the Company.

2. The following information in Annexure A (Point IV) for Dr. Anant Suryakant Trivedi on Page 13 of the Annual Report stands modified as below:

Shareholding*	7,17,130 equity shares of Rs.10/- each of the Company
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* However, post the rights issue (which is currently sub-judice) concluded by the Company on 27th March, 2023, Dr. Anant S. Trivedi holds 22,09,304 equity shares of Rs.10/- each.

3. Share Capital clause on Page 19 of the Annual Report stands modified as below:

The Authorised Share Capital of the Company is 97,50,000 equity shares of Rs.10/- each aggregating to 975 Lakhs (Indian Rupees Nine Hundred Seventy-Five Lakhs Only). As on 31st March, 2023, the existing Paid-Up Share Capital (pre-rights issue) of the Company stood at 34,83,262 equity shares of Rs.10/- each aggregating to Rs. 348.32 Lakhs (Indian Rupees Three Hundred Forty-Eight Lakhs and Thirty-Two Thousand Only) and the Paid-up Share Capital (post rights issue which is currently sub-judice) of the Company stood at 69,66,524 equity shares of Rs.10/- each aggregating to Rs. 696.65 Lakhs (Indian Rupees Six Hundred and Ninety Six Lakhs Only) . The money received in respect of the said rights issue is currently refundable in light of the Order dated 28th July 2023.





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NSIC-CRISIL MSE 2

- A) Issue of equity shares with differential rights: NIL
- B) Issue of sweat equity shares: NIL
- C) Issue of employee stock options: NIL
- D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees: NIL





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Annexure 4 at Page 31 stands replaced as below:

Significant and material orders passed by the Regulators or Courts

1. The Company Petition No. 57 of 2023 (“CP”) has been filed u/s 241 and 242 of The Companies Act, 2013 (“the Act”) before the Hon’ble National Company Law Tribunal, (‘NCLT’), Mumbai against the Company and its present Directors by Telsonic Holding AG. Telsonic Holding AG is a shareholder of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue).
2. In the pendency of the above CP, a rights issue was proposed by the Company. Telsonic Holding AG filed a Company Application No. 102 of 2023 seeking a stay of the right issue. The rights issue was concluded by the Company on 27th March 2023 which is well before the FY ended as on 31st March, 2023. Telsonic Holding AG being one of the shareholders, also participated in the rights issue under protest. However, as per the Company’s record Telsonic Holding AG’s shares were not dematerialised . Hence, in accordance and in compliance with the provisions contained in Rule 9(A)(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company was unable to issue any shares under the rights issue to the Telsonic Holding AG.
3. The Hon’ble NCLT passed an Order dated 28th July, 2023 setting aside the rights issue in its entirety (“**Order**”). The Company has preferred an Company Appeal (AT) 187 of 2023 against the said Order with the Hon’ble National Company Law Appellate Tribunal, Delhi Bench (‘**NCLAT**’). The same is pending adjudication.
4. It is pertinent that the rights issue stood concluded on 27th March 2023. The subscription monies received by the Company had been used for the purpose of the business of the Company. The Order setting aside the rights issue in its entirety was passed in 28th July 2023. In view of the above facts, during the pendency of the above Appeal with Hon’ble NCLAT, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year (FY) 2023-24 as regards the impact of the aforesaid Order.
5. The Company was advised to maintain status-quo as regards the shares issued and the deployment of monies received. This advice was given as the Company’s Appeal yet had to be adjudicated. Pending the above adjudication, the Company was advised to ensure compliance of the above Order of the NCLT, Mumbai by ensuring that all voting in respect of any resolution at a shareholders meeting be done in accordance with the shareholding pattern as existing pre-rights issue.



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6. During the pendency of the Appeal before the Hon'ble NCLAT, Telsonic Holding AG demanded that the Company certify its shareholding as existing pre the rights issue. Since the above shareholding had been issued to the Telsonic Group from mid 1990's, Telsonic Holding AG was requested to provide certain information. The above is detailed in the correspondence between the Company and Telsonic Holding AG. Telsonic Holding AG did not provide the information requested. The Company therefore went through its records for the last approximately 30 years. The above showed that only 0.73% of the shareholding was in the name of 'Telsonic Holding AG'. The balance 37.72 % was in the name of 'Telsonic AG'.
7. Despite the position above, the Annual Returns of the Company (from FY 2007-2008) reflected the shareholding of 'Telsonic Holding AG' at 38.45% whereas the Annual Reports of the Company (excluding FY 2022-23) reflected the shareholding of 'Telsonic AG' at 38.45%. A perusal of the Company's records, showed that the discrepancy between the records and Annual report (excluding FY 22-23) on the one hand, and the Annual Returns of the Company on the other, was essentially on account of mis-representations made by the Telsonic Group. It is further pertinent to note that the change from 'Telsonic AG' to 'Telsonic Holding AG' in the Annual Returns of the Company in FY 2007-2008 was made by the Company in good faith on the basis of statements contained in the email of Telsonic Group dated 12th October 2005 though no documents to substantiate the same were provided.
8. The Company therefore filed Interim Application No. 3350 of 2024 in the Appeal filed before the Hon'ble NCLAT and placed the above facts on record. The Company also filed Company Application No. 362 of 2024 in the CP before the Hon'ble NCLT, Mumbai to challenge the maintainability of the CP. The Company also filed Company Petition No. 97 of 2024 before the Hon'ble NCLT, Mumbai for rectification of its Register of Members. All the above proceedings are pending adjudication before the Hon'ble NCLAT as also the Hon'ble NCLT, Mumbai respectively.
9. Pending the above adjudication, the Company, as advised, will proceed on the basis of the shareholding as directed under the Hon'ble NCLT Order dated 28th July 2023 and further order dated 18th December 2024 as existing prior to the rights issue concluded in March 2023.





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B. Auditors Report

4. Key Audit Matters on Page 32 of the Annual Report stands replaced as below:

Key audit matters are those matters that, in our professional judgement, were of significance in our audit of the financial statements of the current year. These matters were addressed, in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters except as under:

1. Company Petition No. 57 of 2023 is filed against the Company and its present promoters by Telsonic Holding AG (who is one of the shareholders' of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue)) under Sections 241 and 242 of The Companies Act, 2013 ("*Act*") before the Hon'ble National Company Law Tribunal, Mumbai ("*Company Petition 57/23*"). Telsonic Holding AG's shareholding of 38.45% of the issued and paid-up share capital of the Company (pre-rights issue) has been disputed by the Company by filing another Company Petition No. 97 of 2024 for rectification of its Register of Members before the Hon'ble National Company Law Tribunal, Mumbai and Company Application No. 362 of 2024 in Company Petition 57/23 challenging the maintainability of the Company Petition 57/23 before the Hon'ble National Company Law Tribunal, Mumbai. Both the said Company Petition and Company Application are pending adjudication before the Hon'ble National Company Law Tribunal, Mumbai.
2. Pending the Company Petition 57/23, a rights issue was proposed by the Company in March 2023. Telsonic Holding AG therefore filed a Company Application No. 102 of 2023 in Company Petition 57/23 seeking a stay of the said rights issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest; however it was not issued any shares on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 which inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.
3. The Hon'ble National Company Law Tribunal, Mumbai passed an Order dated 28th July, 2023 setting aside the rights issue of the Company in its entirety. The Company thereafter preferred an Appeal against the Order dated 28th July, 2023 with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench which is also pending adjudication.



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4. The allotment of rights shares under the rights issue concluded on 27th March 2023 and the Company utilised the subscription monies received by it in connection with its business shortly after March 2023. The Order dated 28th July, 2023 was passed in July 2023. In the above facts, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year 2023-24 as regards the impact of the Order dated 28th July, 2023.
5. Since the Appeal filed by the Company before the Hon'ble National Company Law Appellate Tribunal, Delhi Bench was yet had to be adjudicated, the Company was advised to (i) maintain status-quo as regards the shares issued and the deployment of subscription monies received by it; and (ii) ensure compliance of the Order of the Hon'ble National Company Law Tribunal, Mumbai by ensuring that all voting in respect of any resolutions at a shareholders' meeting should be done in accordance with the shareholding pattern as existing pre-rights issue.
6. The Company will therefore proceed on the basis of the shareholding as advised in the Order dated 28th July 2023 and further order dated 18th December 2024 as existing pre the rights issue to comply with the Order dated 28th July 2023 and to ensure that it will not violate the aforesaid Order.

5. Point 1 h (i) of Reports on Other Legal and Regulatory Requirements on Page 35 of the Annual Report stands replaced as below:

1. The Company Petition No. 57 of 2023 has been filed u/s 241 and 242 of The Companies Act, 2013 ("*the Act*") before the Hon'ble National Company Law Tribunal, ('NCLT'), Mumbai against the Company and its present promoters by Telsonic Holding AG ("CP"). Telsonic Holding AG is a shareholder of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue). The above shareholding of Telsonic Holding AG has been disputed by the Company by filing Company Petition No. 97 of 2024 and Company Application No. 362 of 2024 in the CP before the NCLT, Mumbai. The above Company Petition No. 97 of 2024 and Company Application No. 362 of 2024 are pending adjudication.
2. In the pendency of the above CP, a rights issue was proposed by the Company. Telsonic Holding AG filed a Company Application No. 102 of 2023 seeking a stay of the right issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest. Telsonic Holding AG was not issued any shares pursuant to the rights issue. The above was on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The above Rule inter alia



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prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.

3. The Hon'ble NCLT passed an Order dated 28th July, 2023 setting aside the rights issue in its entirety ("Order"). The Company has preferred an Appeal against the said Order with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench ('NCLAT'). The same is pending adjudication.
4. It is pertinent that the rights issue stood concluded on 27th March 2023. The allotment of rights shares under the rights issue stood concluded on 30th March 2023. The subscription monies received by the Company had been utilized in connection with the business of the Company a little after March 2023. The Order setting aside the rights issue in its entirety was passed in July 2023. In the above facts, during the pendency of the above Appeal, the Company sought a legal opinion in connection with the preparation of its financial statements for financial year (FY) 2023-24 as regards the impact of the aforesaid Order.
5. The Company was advised to maintain status-quo as regards the shares issued and the deployment of monies received. This advice was given as the Company's Appeal yet had to be adjudicated. Pending the above adjudication, the Company was advised to ensure compliance of the above Order of the NCLT by ensuring that all voting in respect of any resolution at a shareholders meeting be done in accordance with the shareholding pattern as existing pre-rights issue.
6. The Company will proceed on the basis of the shareholding as advised under the Hon'ble NCLT order dated 28th July 2023 and further Order dated 18th December 2024 as existing prior to the rights issue concluded in March 2023. This is being specifically done to comply with the aforesaid Order. The Company is proceeding in the manner aforesaid to ensure that it will not violate the aforesaid Order.





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7. Annexure 2(A) of Notes Forming Parts of Consolidated Accounts on Page 55 and Standalone Accounts on Page 88 for the Year Ended 31.03.2024 of the Annual Report stands replaced as below:

1. Company Petition No. 57 of 2023 is filed against the Company and its present promoters by Telsonic Holding AG (who is one of the shareholders' of the Company purportedly holding 38.45% of the issued and paid-up share capital of the Company (pre-rights issue)) under Sections 241 and 242 of The Companies Act, 2013 ("Act") before the Hon'ble National Company Law Tribunal, Mumbai ("**Company Petition 57/23**"). Telsonic Holding AG's shareholding of 38.45% of the issued and paid-up share capital of the Company (pre-rights issue) has been disputed by the Company by filing another Company Petition No. 97 of 2024 for rectification of its Register of Members before the Hon'ble National Company Law Tribunal, Mumbai and Company Application No. 362 of 2024 in Company Petition 57/23 challenging the maintainability of the Company Petition 57/23 before the Hon'ble National Company Law Tribunal, Mumbai. Both the said Company Petition and Company Application are pending adjudication before the Hon'ble National Company Law Tribunal, Mumbai.
2. Pending the Company Petition 57/23, a rights issue was proposed by the Company in March 2023. Telsonic Holding AG therefore filed a Company Application No. 102 of 2023 in Company Petition 57/23 seeking a stay of the said rights issue. The rights issue was concluded by the Company on or about 27th March 2023. Telsonic Holding AG subscribed to the rights issue under protest; however it was not issued any shares on account of the prohibition contained in Rule 9(A) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 which inter alia prohibits the issue of rights shares to a shareholder whose shareholding has not been dematerialized.
3. The Hon'ble National Company Law Tribunal, Mumbai passed an Order dated 28th July, 2023 setting aside the rights issue of the Company in its entirety. The Company thereafter preferred an Appeal against the Order dated 28th July, 2023 with the Hon'ble National Company Law Appellate Tribunal, Delhi Bench which is also pending adjudication.
4. The allotment of rights shares under the rights issue concluded on 27th March 2023 and the Company utilised the subscription monies received by it in connection with its business shortly after March 2023. The Order dated 28th July, 2023 was passed in July 2023. In the above facts, the Company sought a legal opinion in





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connection with the preparation of its financial statements for financial year 2023-24 as regards the impact of the Order dated 28th July, 2023.

5. Since the Appeal filed by the Company before the Hon'ble National Company Law Appellate Tribunal, Delhi Bench was yet to be adjudicated, the Company was advised to (i) maintain status-quo as regards the shares issued and the deployment of subscription monies received by it; and (ii) ensure compliance of the Order of the Hon'ble National Company Law Tribunal, Mumbai by ensuring that all voting in respect of any resolutions at a shareholders' meeting should be done in accordance with the shareholding pattern as existing pre-rights issue.
6. The Company will therefore proceed on the basis of the shareholding as advised in the Order dated 28th July 2023 and further Order dated 18th December 2024 passed by the Hon'ble National Company Law Tribunal, Mumbai as existing pre the rights issue to comply with the Order dated 28th July 2023 and to ensure that it will not violate the same.

8. Page 54 and Page 87 of the Annual Report stands replaced with the attachment to this Addendum

Note: The content of this addendum shall apply to the whole of the annual report 23-24 and shall be read whenever applicable.





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C. Financial Statement						
Page 54 and 87 of the Annual Report stands replaced with the attachment to this Addendum as below:						
ROOP ULTRASONIX LIMITED. (Formerly known as ROOP TELSONIC ULTRASONIX Limited.) NOTES FORMING PARTS OF ACCOUNTS FOR THE YEAR ENDED 31.03.2024						
Particulars		AS AT 31.03.2024 (Rs. In Lacs)		AS AT 31.03.2023 (Rs. In Lacs)		
2 : SHARE CAPITAL						
a. Details of authorised, issued and subscribed share capital						
Authorised Capital						
97,50,000 (Pr. Year 97,50,000) Equity Shares of Rs. 10/- each.		975.00		975.00		
		975.00		975.00		
b. Issued, Subscribed and Paid up Capital						
69,66,524 (Pr. Year 69,66,524) Equity Shares of Rs. 10/- each fully paid up.*		696.65		696.65		
c. Share Application Money						
Excess Share Application Money Collected, to be Refunded		-		296.09		
		696.65		992.74		
Note						
1 Please refer note as annexed as Annexure 2A						
The above reported Issued, Subscribed and paid up capital of Rs. 696.65 lakhs consists of 69,66,524 equity shares of Rs. 10/- fully paid-up but shall be read as 348.33 Lakhs consisting of 34,83,262 equity shares of Rs. 10/- each as per the directions of Hon'ble NCLT order dated 18th December, 2024. Difference of amount is refundable to shareholders as per the final outcome of litigation.						
2						
b. Information on Shareholders = Details of Shareholders holding more than 5% equity shares in the Company - Before Rights Issue as per Annual Return						
Name of the Shareholder	Relationship	As at March 31, 2024		As at March 31, 2023		
		No. of Shares	% held	No. of Shares	% held	
Dr. Anant S. Trivedi	Director	7,17,130	20.59	7,17,130	20.59	
A. S. Trivedi (HUF)	-	2,91,325	8.36	2,91,325	8.36	
Mrs. Rupa A. Trivedi	Director	2,73,230	7.84	2,73,230	7.84	
Mr. Aditya A. Trivedi	Key Managerial Person	2,17,710	6.25	2,17,710	6.25	
Telsonic Holding AG*	Body Corporate Shareholder.	13,39,401	38.45	13,39,401	38.45	
*Note: As per the order of Hon'ble NCLT dated 28th July 2023, the above are the details of more than 5% equity shareholders of the Company						
It is further pertinent to note that the order of the Hon'ble NCLT which is currently under appeal at the Hon'ble NCLAT, if appeal is allowed will result in the following shareholding of the Company:						
Information on shareholders = Details of Shareholders holding more than 5% equity shares in the Company - After Rights Issue						
Name of the Shareholder	Relationship	As at March 31, 2024		As at March 31, 2023		
		No. of Shares	% held	No. of Shares	% held	
Dr. Anant S. Trivedi	Director	22,09,304	31.71	22,09,304	31.71	
A. S. Trivedi (HUF)	-	8,97,501	12.88	8,97,501	12.88	
Mrs. Rupa A. Trivedi	Director	8,41,756	12.08	8,41,756	12.08	
Mr. Aditya A. Trivedi	Key Managerial Person	6,70,712	9.63	6,70,712	9.63	
Telsonic Holding AG	Body Corporate Shareholder.	13,39,401	19.23	13,39,401	19.23	
c. Reconciliation of number of shares						
Particulars	As at March 31, 2024		As at March 31, 2023			
	No. of Shares	Rs.	No. of Shares	Rs.		
Shares outstanding at the beginning of the year	69,66,524	696.65	34,83,262	348.33		
Shares issued & subscribe during the year	-	-	34,83,262	348.33		
Shares bought back during the year	-	-	-	-		
Shares outstanding at the end of the year	69,66,524	697	69,66,524	697		
d. Terms / rights attached to Equity Shares						
i) The Company has only one class of shares referred to as equity shares having a par value of 10/- per share. Each holder of equity shares is entitled to one vote per share.						
ii) The Company declares and pays dividends in Indian Rupees. Payment of dividend is also made in foreign currency to shareholders outside India. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of Interim dividend.						
iii) As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.						
Shareholding of Promoters & KMP						
Name of Shareholder	As at 31 March 2024			As at March 31, 2023		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
Dr. Anant S. Trivedi	7,17,130	20.59	-	7,17,130	20.59	-
A. S. Trivedi (HUF)	8,97,501	8.36	-	2,91,325	8.36	-
Mrs. Rupa A. Trivedi	2,73,230	7.84	-	2,73,230	7.84	-
Mr. Aditya A. Trivedi	2,17,710	6.25	-	2,17,710	6.25	-

ROOP ULTRASONIX LIMITED

Regd. Office: A/41, Nandkishore Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai 400093.

CIN: U33120MH1982PLC026800 Tel. No.: 022-42111500

E-mail: secretarial@rtulgroup.com Website: www.rtulgroup.com

ATTENDANCE SLIP
42nd Adjourned Annual General Meeting

Name of the attending Member (in Block Letters)	
Member's Folio Number / DP ID & Client ID	
No. of shares held	
Name of Proxy (in Block Letter) to be filled if the Proxy attends instead of the member	

I hereby record my presence at the **42nd ADJOURNED ANNUAL GENERAL MEETING** of the Company to be held on Thursday, December 26, 2024 at 10.00 a.m. at Corporate Office of the Company at 803 C, 32, Corporate Avenue, Off Mahakali Caves Road, Andheri (E), Mumbai – 400 093.

Signature of Member/Power of Attorney Holder/
Authorised Representative/ Proxy

**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]

CIN: U33120MH1982PLC026800

Name of the Company: Roop Ultrasonix Limited

Registered Office: A/41 Nandkishore Indl Estate Off. Mahakali Caves Road, Andheri (E), Mumbai – 400 093.

Venue of the Meeting: 803 C, 32, Corporate Avenue, Off Mahakali Caves Road, Andheri (E), Mumbai – 400 093

Date & Time: December 26, 2024 at 10.00 a.m.

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/we, being the member(s) of shares of Roop Ultrasonix Limited, hereby appoint

1. Name: Email Id:

Address: Signature: or failing him/
her

2. Name: Email id:

Address: Signature: or failing him/
her

3. Name: Email Id:

Address: Signature: or failing him/
her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Adjourned Annual General Meeting/Extra Ordinary General Meeting of the Company, to be held on Thursday, December 26, 2024 at Corporate Office of the Company at 803 C, 32, Corporate Avenue, Off Mahakali Caves Road, Andheri (E), Mumbai – 400 093 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote	
		For	Against
Ordinary Business			
1.	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon;		
2.	Appointment of a director Mr. Kodur Rajagopalan Puthanviti (DIN: 00592972), liable to retire by rotation		
3.	To appoint M/s Parikh & Parikh as the statutory auditors of the company.		
Special Business			
4.	To consider and approve appointment of Dr. Anant S. Trivedi (DIN 00575030) as Managing Director of the Company for a period of five years from January 01, 2025 to December 31, 2029		
5.	To consider and approve the related party transactions		
6.	To consider and approve fees for professional assistance in continuing guarantee to be offered by Dr. Trivedi		

Signed this day of 2024

Signature of Share holder

Affix Rs. 1/- Revenue Stamp

Signature of Proxy Share holder (s)

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A proxy need not be member of the Company.
- (3) A person appointed as Proxy shall act on behalf of not more than 50 (Fifty) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.
- (4) Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/ she think appropriate.

ROOP ULTRASONIX LIMITED

CIN: U33120MH1982PLC026800

Registered Office: A/41, Nandkishore Indl. Estate, Off. Mahakali Caves Road, Andheri (East), Mumbai-400 093, India. (022) 4211 1500 Email: secretarial@rtulgroup.com**FORM NO. MGT - 12***[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]***BALLOT PAPER**

S No	Particulars	Details
1.	Name(s) of the First Named Shareholder: (In Black Letters)	
2.	Postal Address:	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form):	
4.	Class of Shares:	

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of the 42nd Adjourned Annual General Meeting ('Adjourned AGM') of Company scheduled to be held on Thursday, December 26, 2024 at 10:00 a.m. (IST) at 803-C, 32, Corporate Avenue, Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093, which is proposed to be placed for consideration of members at the aforesaid 42nd Adjourned AGM of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

Resolution No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Ordinary Business				
1.	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon;			
2.	Appointment of a director Mr. Kodur Rajagopalan Puthanvitil (DIN: 00592972), liable to retire by rotation			
3.	To appoint M/s Parikh & Parikh as the statutory auditors of the company.			
Special Business				
4.	To consider and approve appointment of Dr. Anant S. Trivedi (DIN 00575030) as Managing Director of the Company for a period of five years from January 01, 2025 to December 31, 2029			
5.	To consider and approve the related party transactions			
6.	To consider and approve fees for professional assistance in continuing guarantee to be offered by Dr. Trivedi			

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

Place:

Date:

Signature of Shareholder/ Power of Attorney Holder/ Authorised Representative

Note: Please read the instructions given below carefully before exercising your vote

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

- Please complete and sign this Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect of the Adjourned AGM of the company as scheduled on Thursday, December 26, 2024.
- The Ballot Paper should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Paper should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Ballot Paper for every Folio/Client ID irrespective of the number of joint holders. A Power of Attorney ("POA") holder may vote on behalf of a Shareholder, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA registered with the company or enclosing therewith duly attested/notarized copy of the POA.
- For shares held by corporate and institutional shareholders (companies, mutual funds, trusts, societies, etc.), the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
- Votes should be cast in case of each resolution, either in favour or against, by putting the tick mark (✓) in the column provided in the Ballot Paper for assent / dissent.
- A Shareholder need not use all the votes or cast all the votes in the same way.
- The voting rights of the Members shall be in proportion to their shares of the paid-up equity capital of the Company as on Friday, December 13, 2024 ("Cut-off Date") as per the Register of Members and as in Papered to the Company by the depositories in case of Beneficial Owners.
- A Member may request for a duplicate physical copy of Ballot Paper, if so required, by sending an e-mail to secretarial@rtulgroup.com mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Paper should reach the Scrutinizer not later than the date specified in Serial No. 7 above.
- Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. A Ballot Paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by member (s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified.
- The decision of the Scrutinizer on the validity of the Ballot Paper and any other related matters shall be final.