

## NOTICE

NOTICE is hereby given that the **32<sup>nd</sup> Annual General Meeting** ("AGM") of the members of **ADVANI HOTELS & RESORTS (INDIA) LIMITED** will be held on Tuesday, September 17, 2019 at 3.30 p.m. at 'Rangaswar', 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400 021, to transact the following business:

### ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Balance Sheet as at 31st March, 2019, Statement of Profit and Loss for the year ended on that date together with Reports of the Directors and Auditors thereon;
2. To confirm the payment of 1st interim dividend @30% (0.60 paise per equity share) and 2nd interim dividend @70% (₹ 1.40 per equity share) already paid for the financial year ended March 31, 2019.
3. To appoint a director in place of Mrs. Menaka S. Advani (DIN00001375), who retires by rotation and, being eligible, seeks re-appointment.

### SPECIAL BUSINESS:

4. Re-appointment of Mr. Prakash V. Mehta as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the Company be and is hereby accorded for re-appointment & continuation of Mr. Prakash V. Mehta (DIN: 00001366), who has attained the age of 75 years, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of 5 (five) years commencing with effect from September 24, 2019 up to September 23, 2024."

5. Re-appointment of Mr. Vinod K. Dhall as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the Company be and is hereby accorded for re-appointment & continuation of Mr. Vinod K. Dhall (DIN: 02591373), who has attained the age of 75 years, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of 5 (five) years commencing with effect from September 24, 2019 up to September 23, 2024."

6. Re-appointment of Adm. Sureesh Mehta (Retired) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the Company be and is hereby accorded for re-appointment & continuation of Admiral Sureesh Mehta (Retired) (DIN: 06992229), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of 5 (five) years commencing with effect from September 24, 2019 up to September 23, 2024."

### 7. Re-appointment of Mr. Adhiraj A. Harish as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the Company be and is hereby accorded for re-appointment & continuation of Mr. Adhiraj A. Harish (DIN: 03380459), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of 5 (five) years commencing with effect from November 10, 2019 up to November 9, 2024."

By Order of the Board of Directors  
For **Advani Hotels & Resorts (India) Limited**

**Nilesh Jain**

Company Secretary  
(ACS 18320)

Place: Mumbai

Date: August 13, 2019

#### **Registered Office:**

18A & 18B, Jolly Maker Chambers-II,  
Nariman Point, Mumbai - 400 021  
CIN: L99999MH1987PLC042891

#### **NOTES:**

1. The profile of the Directors' seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015) and Secretarial Standard 2, is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED / DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENT ("R&T AGENT") OF THE COMPANY OR AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROVIDED THAT A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER A MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY PROVIDED THAT SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. In terms of the provisions of Section 152 of the Act, Mrs. Menaka S. Advani, Director, retires by rotation at the Meeting. The Board of Directors of the Company commends her re-appointment.
5. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 5th December 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
6. In case of joint holder/s, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 7, 2019 to Tuesday, September 17, 2019 (both days inclusive).
8. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository

Participant (DP), with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DP of the Members. Members holding shares in demat form are requested to intimate any change in their address, and / or bank mandate, immediately to their DP.

9. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Datamatics Business Solutions Limited/Investor Service Department of the Company immediately.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form', available on the website of the Company [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com), to M/s. Datamatics Business Solutions Limited or to the Company.

Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant (s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
12. Members may also note that the Annual Report for FY 2018 – 19 will also be available on the Company's website [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com) for their download.
13. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011 - 2012, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 9, 2018 (date of last Annual General Meeting) on the website of the Company ([www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com)) as also on the website of the Ministry of Corporate Affairs.

#### **14. Voting through electronic means & at the AGM**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015 (Listing Regulations), the company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members by using an electronic voting system from a place other than the venue of the AGM (Remote e-voting) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on September 14, 2019 (9:00 AM) and ends on September 16, 2019 (5:00 PM). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 10, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- V. The procedure and instructions for remote e-voting are as under:
  - Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
  - Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

## 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use 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, your ‘initial password’ is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Advani Hotels & Resorts (India) Limited, which is 111183
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off date i.e. September 10, 2019.
- VII. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 10, 2019, may obtain the login Id and password by sending a request at rajivr@nsdl.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Virendra G. Bhatt, Practicing Company Secretary (Membership No. ACS 1157) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the 32nd Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.



- XIII. The voting results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com) and on the website of NSDL [www.nsdl.com](http://www.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai, National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
16. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends not encashed /claimed within seven years from the date of declaration shall be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
17. Members are requested to contact the Company for en-cashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on the website of the Company [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com).
18. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Datamatics Financial Services Limited / the Company.
19. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
20. Members desiring any information relating to the accounts are requested to write to the Company at [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com) or [finance.ho@advanihotels.com](mailto:finance.ho@advanihotels.com) well in advance so as to enable the management to keep the information ready.

### Explanatory Statement

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

#### Item No 4:

Mr. Prakash V. Mehta was appointed as an Independent Director of the Company at the 27th Annual General Meeting ("AGM") of the Company held on September 24, 2014 and holds office up to September 23, 2019. As per Section 149(10) of the Companies Act, 2013 (the Act) an Independent Director shall hold office for a term of up to five consecutive years on the Board of Directors of a Company, but shall be eligible for re-appointment for another term of up to five consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company. Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a person who has attained the age of seventy five years may be appointed/continue as a non-executive Director of a listed company subject to approval of its shareholders by way of a special resolution.

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Prakash V. Mehta (DIN 00001366), who has attained the age of 75 years on 12th February, 2017, as an Independent Director, for a second term of five years from September 24, 2019 to September 23, 2024, not liable to retire by rotation.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Mehta would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. Copy of the draft letter for appointment of

Mr. Mehta setting out the terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Prakash V. Mehta obtained a Bachelors Degree in Law from the University of Bombay in 1963, thereafter qualified as a Solicitor in 1966 and since then has been practicing as a Solicitor. He is a partner of M/s. Malvi Ranchoddas & Co., a renowned firm of Solicitors. He has considerable experience in the field of Law and is also an expert in Corporate Law, Acquisitions, Joint Ventures and Foreign Collaborations. He is a Director on the Boards of several prominent companies in India. He has been a Director on the Board of the Company since June 30, 1989. Further details and current directorships have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Prakash V. Mehta as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 4 of this Notice for approval of the Members.

Except Mr. Prakash V Mehta and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way concerned, or interested, in the Resolution set out at Item No. 4 of the Notice.

#### **Item No 5:**

Mr. Vinod K. Dhall was appointed as an Independent Director of the company at the 27th Annual General Meeting ("AGM") of the Company held on September 24, 2014 and holds office up to September 23, 2019. As per Section 149(10) of the Companies Act, 2013 (the Act) an Independent Director shall hold office for a term of up to five consecutive years on the Board of Directors of a Company, but shall be eligible for re-appointment for another term of up to five consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company. Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a person who has attained the age of seventy five years may be appointed/continue as a non-executive Director of a listed company subject to approval of its shareholders by way of a special resolution.

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Vinod K. Dhall (DIN 02591373), who has attained the age of 75 years on 20th February, 2019, as an Independent Director, for a second term of five years from September 24, 2019 to September 23, 2024, not liable to retire by rotation.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board, based on the performance evaluation and recommendations of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Dhall would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Vinod K. Dhall was a seasoned Bureaucrat and was Ex-Member & acting Chairman of the Competition Commission of India. He is having vast and rich experience in the field of Corporate Affairs, Economic regulatory experience in the areas of capital markets and Insurance. He is a Director on the Boards of several prominent companies in India. Further details and current directorships have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Vinod K Dhall as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mr. Vinod K Dhall and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way concerned, or interested, in the Resolution set out at Item No. 5 of the Notice.

### **Item No 6:**

Adm. Sureesh Mehta was appointed as an Independent Director of the company by the Board of Directors on September 24, 2014 and holds office up to September 23, 2019. As per Section 149(10) of the Companies Act, 2013 (the Act) an Independent Director shall hold office for a term of up to five consecutive years on the Board of Directors of a Company, but shall be eligible for re-appointment for another term of up to five consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company. Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a person who has attained the age of seventy five years may be appointed/continue as a non-executive Director of a listed company subject to approval of its shareholders by way of a special resolution.

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Adm. Sureesh C. Mehta (DIN 06992229), who will be attaining the age of 75 years, on 18th August 2022, as an Independent Director, for a second term of five years from September 24, 2019 to September 23, 2024, not liable to retire by rotation.

Since Adm. Sureesh Mehta will attain the age of 75 during his second term, a special resolution is also being passed for his continuation in accordance with Regulation 17(1A) of the listing regulations.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board, based on the performance evaluation and recommendations of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Mehta would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Admiral Sureesh C. Mehta was an alumnus of the National Defence Academy, the Defence Services Staff College, Wellington, India and the National Defence College, New Delhi. He was a naval aviator who flew Sea Hawk jets from the aircraft carrier, INS Vikrant. His operational Command assignments encompassed frigates INS Beas and INS Godavari, as also INS Garuda - a premier Naval Air Station of the Indian Navy. His illustrious career saw him command the Western Fleet during the Kargil crisis, the Indian Coast Guard and the Eastern Naval Command as the Flag Officer Commanding-in-Chief. His Principal Staff appointments at Delhi were as Chief of Personnel – managing the vast plethora of the Navy's HRD issues - and the Deputy Chief of the Naval Staff, responsible for naval operations in all the three dimensions. In his over 42 years of Commissioned service, he has dealt with complex issues in diversified fields, and has acquired considerable expertise in various facets of man-management, operations, fiscal planning, technology, futuristic development, prudent decision-making, national security and diplomatese. Further details and current directorships have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Adm. Sureesh Mehta as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 6 of this Notice for approval of the Members.

Except Adm. Sureesh Mehta and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way concerned, or interested, in the Resolution set out at Item No. 6 of the Notice.



**Item No 7:**

Mr. Adhiraj Harish was appointed as an Independent Director of the company by the Board of Directors of the Company at their meeting held on November 10, 2014 and holds office up to November 9, 2019. As per Section 149(10) of the Companies Act, 2013 (the Act) an Independent Director shall hold office for a term of up to five consecutive years on the Board of Directors of a Company, but shall be eligible for re-appointment for another term of up to five consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company.

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Adhiraj Harish (DIN 03380459) as an Independent Director, for a second term of five years from November 10, 2019 to November 9, 2024, not liable to retire by rotation.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board, based on the performance evaluation and recommendations of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Adhiraj would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Adhiraj A. Harish graduated in Management and Law and also has done Master in Legislative Laws from University of Mumbai in 2014. He has successfully completed online certification course on Intellectual Property Rights with the World Intellectual Property Organization (WIPO). He is a member of Bar Council of Maharashtra. He is working as Associate at D.M. Harish & Co., Advocates. He has also attended courses at the University of California, Berkeley in 2005 on International Business: to analyze the effects of overseas business investments on domestic and foreign economies and Marketing: Review various Marketing strategies adopted by Multinational Corporations. His area of practice includes Real Estate, Will and Succession, Foreign Exchange Management Act (FEMA) etc. Further details and current directorships have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Adhiraj A. Harish as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 7 of this Notice for approval of the Members.

Except Mr. Adhiraj Harish and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way concerned, or interested, in the Resolution set out at Item No. 7 of the Notice.

## ADVANI HOTELS & RESORTS (INDIA) LIMITED

Particulars of director seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2:

<b>Name of Director</b>	<b>Mrs. Menaka S Advani</b>	<b>Mr. Prakash V. Mehta</b>	<b>Mr. Vinod K. Dhall</b>	<b>Adm. Sureesh Mehta (Retired)</b>	<b>Mr. Adhiraj A. Harish</b>
Director Identification Number (DIN)	00001375	00001366	02591373	06992229	03380459
Date of Appointment / Re-appointment	September 30, 1989	September 24, 2014	September 24, 2014	September 24, 2014	November 10, 2014
Age	73 Years	77 years	75 years	72 years	33 Years
Date of Birth	August 12, 1946	February 12, 1942	February 20, 1944	August 18, 1947	December 13, 1986
Qualification	MA (Economics), Innkeepers Diploma, Holiday Inn University (USA)	LLB from the University of Mumbai and Qualified as Solicitor	Indian Administrative Service (IAS)	M. Sc. (Defense Study)	LL.M., online certification course on Intellectual Property Rights with the World Intellectual Property Organization (WIPO).
Expertise	Administration and Human Resource Development	Corporate Laws, Acquisitions, Joint Ventures and Foreign Collaborations	Corporate Affairs, Competition Law, Insurance and economic regulatory experience in the areas of capital markets	Admiral, Chief of Indian Navy Retired	Real Estate, Will and Succession, FEMA etc
List of other Directorships	Sunder Advani Consultants LLP	-Oriental Aromatics Limited; - Hikal Limited; -Mukand Engineers Limited; - Mukand Limited; - Bharat Bijlee Limited; - Mukand Sumi Special Steel Limited; - India Safety Vaults Private Limited; - Lotus Shopping Centres Private Limited; - Pegasus Assets Reconstruction Pvt Ltd; - G-Corp Lotus Mall Private Limited; - Iris Investment Advisors Private Limited;	-ICICI Prudential Pension Funds Management Company Limited -ICICI Securities Limited; -ICICI Prudential Trust Limited; -ICICI Home Finance Limited; -Schneider Electric Infrastructure Limited;	Nil	-Future Consumer Limited -Aadhar Wholesale Trading and Distribution Limited -The Nilgiri Dairy Farm Private Ltd.

Name of Director	Mrs. Menaka S Advani	Mr. Prakash V. Mehta	Mr. Vinod K. Dhall	Adm. Sureesh Mehta (Retired)	Mr. Adhiraj A. Harish
Chairmanship / Membership of other Committees of other Companies	I. Chairman: Nil II. Member: Nil	<b>Audit Committee:</b> - Bharat Bijlee Limited (Member); - Oriental Aromatics Limited (Member); - Hikal Limited (Member); - Mukand Limited (Member); - Mukand Engineers Limited (Chairman) <b>Stakeholder Relationship Committee:</b> - Hikal Limited (Member); - Bharat Bijlee Limited (Chairman)	<b>Audit Committee:</b> -ICICI Prudential Pension Funds Management Co Ltd (Chairman); - ICICI Prudential Trust Limited (Member); - Schneider Electric Infrastructure Limited (Chairman); <b>Stakeholder Relationship Committee:</b>	Nil	<b>Audit Committee</b> -Future Consumer Limited -Aadhar Wholesale Trading & Distribution Limited  <b>Stakeholders Relationship Committee</b> -Future Consumer Limited
No. of Equity Shares held in the Company	13,10,880 (2.836% of Paid up Share Capital)	Nil	Nil	Nil	Nil
Inter-se relationship between the Board Members	Wife of Mr. Sunder G. Advani, Chairman & Managing Director of the Company and mother of Mr. Prahlad S Advani, Whole Time Director	N.A	N.A	N.A	N.A
No. of Board meetings attended during the financial year 2018-19	5 out of 5	5 out of 5	2 out of 5	5 out of 5	4 out of 5
Remuneration last drawn (including sitting fees, if any)	₹2,80,000 as sitting fees for attending Board & other committee meetings	₹3,20,000 as sitting fees for attending Board & other committee meetings	₹1,00,000 as sitting fees for attending Board & other committee meetings	₹2,40,000 as sitting fees for attending Board & other committee meetings	₹2,20,000 as sitting fees for attending Board & other committee meetings

Committee Chairmanship / membership includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Company (Whether Listed or not)

By Order of the Board of Directors  
For **Advani Hotels & Resorts (India) Limited**

Place: Mumbai  
Date: August 13, 2019

**Registered Office:**  
18A & 18B, Jolly Maker Chambers-II,  
Nariman Point, Mumbai - 400 021  
CIN: L99999MH1987PLC042891

**Nilesh Jain**  
Company Secretary  
(ACS 18320)