

19th July, 2017

**The Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400 001**

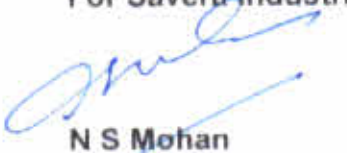
Dear Sirs,

Ref : Scrip Code No.512634 – Savera Industries Ltd

We are enclosing a copy of the Notice of the 48th Annual General Meeting of our company for your records.

Thanking you,

Yours faithfully,
For Savera Industries Limited



N S Mohan
Company Secretary

SAVERA INDUSTRIES LIMITED

(CIN : L55101TN1969PLC005768)

Registered Office No.146 Dr.Radhakrishnan Road, Chennai 600 004. Email : info@saverahotel.com website : www.saverahotel.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 48th Annual General Meeting of Savera Industries Limited will be held on Friday, the 11th August, 2017 at 10.15 a.m. at Music Academy Mini Auditorium, 168, TTK Road, Chennai 600 014 to transact the following business.

ORDINARY BUSINESS :

1. Adoption of Audited Financial Statements for the year ended 31 / 03 / 2017 together with the reports of the Directors and Auditors thereon.

To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.

2. Declaration of Dividend

Declaration of dividend of ₹ 1.50 (Rupee one and paise fifty only) per equity share for the financial year 2016-17

3. Re-appointment of Ms. A. Nivruti as a Director.

To appoint a Director in the place of Ms.A.Nivruti who retires by rotation and being eligible, offers herself for re-appointment.

4. Appointment of Statutory Auditors and fixation of their remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the recommendations of the Audit Committee of the company, M/s. S.Venkatram & Co., Chartered Accountants, (Firm Registration No.004656S) 218 T.T.K. Road, Chennai 600 018, be and are hereby appointed as the Statutory Auditors of the company for the period of 5 years to hold office from the conclusion of this 48th Annual General meeting till the conclusion of the 53rd Annual General Meeting. (subject to the ratification of the appointment by the member at every Annual General Meeting held after this Annual General Meeting) in the place of retiring statutory auditors M/s. D.A.Reddy & Co., Chartered Accountants, and that the Board of Directors of the company be and is hereby authorised to fix the remuneration."

SPECIAL BUSINESS :

5. Appointment of Mr. B. Ranga Reddy as an Independent Director

To consider and if thought fit, to pass without modification(s) the following resolution as a Special Resolution.

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.B.Ranga Reddy (holding DIN No. 01833835) who was appointed as an Independent Director for the first term in the 45th Annual General Meeting of the company of the Company held on 22.09.2014, be and is hereby re-appointed as an Independent Director of the Company for the second term to hold office for a period of five years from 22nd September, 2017, to 21st September,2022, not liable to retire by rotation."

6. Appointment of Mr. S. Sridhara Rao as an Independent Director

To consider and if thought fit, to pass without modification(s) the following resolution as a Special Resolution.

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.S.Sridhara Rao ((holding DIN No. 06927991) who was appointed as an Independent Director for the first term in the 45th Annual General Meeting of the company of the Company held on 22.09.2014, be and is hereby re-appointed as an Independent Director of the Company for the second term to hold office for a period of five years from 22nd September, 2017, to 21st September,2022, not liable to retire by rotation."

By Order of the Board
For Savera Industries Limited

N.S. Mohan
Company Secretary

Chennai
30th May, 2017

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 5th August, 2017 to 11th August 2017 (both days inclusive) for the purpose of the 48th Annual General Meeting and determining the entitlement of the shareholders to the dividend for the financial year 2016-17.
2. The Explanatory Statement in respect of item No.4, 5 and 6 are annexed hereto.
3. The relevant details as required under regulation 26 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 of person seeking reappointment relating to item No.3 of the Notice are also annexed.
4. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself. Such a proxy/proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of the notice in writing is given to the company.

5. The dividend of ₹ 1.50 (Rupees one and paise fifty only) per share as recommended by the Board of Directors if declared at the Annual General Meeting will be paid after 11th August, 2017 but before 9th September, 2017.
 - (a) To all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Ltd and the Central Depository Services (India) Ltd as on the close of business hours on 4th August, 2017.
 - (b) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the company on or before the close of business hours on 4th August, 2017.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request

received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

7. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956) be transferred to the Investor Education and Protection Fund (IEPF). In addition, shares relating to those unpaid dividends will also be transferred to IEPF.
8. Pursuant to provisions of section 124 of the Companies Act, 2013 (Section 205A(5) of the erstwhile Companies Act, 1956) dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The following are the details of the dividends paid by the company and the respective due dates for claim by the shareholders.

Financial year	Date of declaration of Dividend	Date of Transfer to IEPF
2009-10	25.09.2010	25.10.2017
2010-11	21.09.2011	28.10.2018
2011-12	24.09.2012	30.10.2019
2012-13	26.09.2013	02.11.2020
2013-14	22.09.2014	28.10.2021
2014-15	28.09.2015	02.11.2022
2015-16 (interim)	11.03.2016	16.04.2023
2015-16 (final)	15.09.2016	within the stipulated date

Further, the company shall not be in a position to entertain the claims of shareholders for the unclaimed dividends after the last date as mentioned in the table. In view of the above, the shareholders are advised to send all the un-encashed dividend warrants relating to the above years to the company for revalidation or issuance of demand draft in lieu thereof and encash them before the due dates for transfer to the IEPF.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a longer period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
12. Members who have not registered their e-mail address so far are requested to register their e-mail address with the Company/its Registrars in case of physical holdings and with respective Depository Participants in case of electronic holdings for receiving all communication including Annual Report, Notices, etc., from the company electronically.
13. Members may also note that the Notice of the 48th Annual General Meeting and the Annual Report for 2016-2017 will also be available on the Company's website: www.saverahotel.com for their download.
14. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote.
15. Members seeking any information with regard to the Accounts, are requested to write to the company at an early date, so as to enable the Management to keep the information ready at the meeting.

Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the members are provided with the facility to cast their votes on resolutions through e-voting services provided by the Central Depository Services (India) Limited (CDSL). The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by the Central Depository Services (India) Ltd.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 7th August, 2017 (9.00 a.m.) and ends on 10th August, 2017 (5.00 p.m.).

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4th August, 2017 may

cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used
- (vii) If you are a first time user follow the steps given below:

For members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Savera Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”.
- A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The shareholders can also cast their vote using CDSL’s mobile app M-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the company www.saverahotel.com and on the website of CDSL www.evotingindia.com within 48 hours of conclusion of the 48th Annual General Meeting of the company. The results shall simultaneously be communicated to the Stock Exchange also.
- 16. Other instructions**
- a. The voting rights of the shareholders shall be in proportion to their share of the paid up equity share capital of the company as on the cut off date 4th August, 2017.
 - b. Mr. R. Balasubramaniam, Practising Company Secretary (Membership No.F2397) has been appointed as the Scrutinizer to scrutinize the e-voting as well as voting through ballots in a fair and transparent manner.
 - c. The scrutinizer shall immediately by the end of the conclusion of the evoting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the company and prepare a report of votes cast.
 - d. The facility for voting through ballot process at the AGM venue shall be made available at the meeting and the member attending the meeting who have not cast their vote by e-voting shall be able to vote at the meeting.

- e. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - f. Members who have cast their vote by e-voting may also attend the AGM and shall not be entitled to cast their vote again.
 - g. Scrutinizer will open the ballot box kept at the venue in the presence of two witnesses and thus votes cast will be validated and the scrutinizer's decision on the validity will be final.
 - h. Scrutinizer shall within a period not exceeding forty eight hours of the conclusion of the voting at the AGM venue will submit a consolidated voting results considering all mode of voting (i.e. e-voting/ballots at the AGM venue) based on the votes cast in favour or against, if any, forthwith to the Managing Director of the company.
17. All documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the company during normal business hours (9.30 a.m. to 6.00 p.m.) on all working days up to and including the date of the Annual General Meeting of the company.

By Order of the Board
For **Savera Industries Limited**

Chennai
30th May, 2017

N.S. Mohan
Company Secretary

Regd Office :
146, Dr.Radhakrishnan Road
Chennai 600 004.

EXPLANATORY STATEMENT

Pursuant to section 102 of the Companies Act, 2013.

Item No.4 : Explanatory Note

Though explanatory statement is not required for this item, the company is furnishing explanatory note as follows ;

M/s. D.A. Reddy & Co., Chartered Accountants, were appointed as statutory auditors of the company from the conclusion of the 45th Annual General Meeting of the company held on 22.09.2014 till the conclusion of the 48th Annual General Meeting(AGM) to be held in the year 2017 and his term gets completed on the said date.

In pursuance of provisions of section 139 of the Companies Act, 2013 and the rules framed thereunder, the Board of Directors of the company has recommended M/s. S. Venkatram & Co., Chartered Accountants, (Firm Registration No. 004656S) 218, T.T.K. Road, Chennai - 600 018 for appointment as Statutory Auditors of the Company for a period of 5 years (first term) to hold the office from the conclusion of this 48th Annual General Meeting until the conclusion of the 53rd Annual General Meeting. In this connection, the company has received the written consent from M/s. S. Venkatram & Co., that the appointment if made, shall be in accordance with the conditions as prescribed under Rule 4 of the Companies (Audit & Auditors) Rules 2014.

ITEM NO.5 :

Mr. B. Ranga Reddy, aged 75, holds a Bachelor Degree in Science. He joined the Board of the company on 6th June, 2008. He has been associating with the Hotel Industry for over a period of several decades. Mr. B. Ranga Reddy is the Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee and the Share Transfer Committee. He does not hold any equity shares in the company.

Mr. B. Ranga Reddy is a director in Teamwealth Management Services (P) Ltd.

Mr. B. Ranga Reddy has been an Independent and non-executive Director under the listing agreement on the Board of the company since 6th June, 2008. In pursuance of the enactment of the Companies Act, 2013 ('Act') he was appointed as Independent Director of the company by the members in the 45th Annual General Meeting of the company held on 22.9.2014 to hold office for the first term for a period of 3 years from 22.9.2014 to 21.9.2017. The Board of Directors of the company, after review, is of the opinion that Mr. B. Ranga Reddy fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be re-appointed as an Independent Director for the second term pursuant to the provisions of section 149 of the Act.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. B. Ranga Reddy as an Independent Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. B. Ranga Reddy as an Independent Director for the second term as indicated in the resolution pursuant to the provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the company. In terms of the provisions of section 149 (13) of the Act, Mr. B. Ranga Reddy shall not be liable to retire by rotation. A copy of the draft letter for the re-appointment of Mr. B. Ranga Reddy as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The company has received from Mr. B. Ranga Reddy (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualifications of Directors) Rules, 2014, (ii) intimation in FORM DIR-8 in terms of companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013

Except Mr. B. Ranga Reddy, being an appointee, none of the Directors and Key Managerial Personnel of the company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at item no.5.

The Board recommends the Special Resolution as set out in the Notice for approval of the members.

ITEM NO.6

Mr. S. Sridhara Rao, aged 63, holds a Bachelor Degree in Commerce. He is a Chartered Accountant in practice and is an Associate Member of ICSI (A.C.S.). He was appointed as an Independent Director by the members in the 45th Annual General Meeting of the company held on 22.9.2014 to hold office for the first term for a period of 3 years from 22.9.2014 to 21.9.2017. He does not hold any equity shares in the company.

He is a partner in M/s. Padmanabhan Prakash and Company, Chartered Accountants.

He has more than 39 years of professional experience. He has rich experience in direct taxes, company audit, and tax audit.

Mr. S. Sridhara Rao was appointed as Independent Director of the company by the members in the 45th Annual General Meeting of the company held on 22.9.2014 to hold

office for the first term for a period of 3 years from 22.9.2014 to 21.9.2017. The Board of Directors of the company, after review, is of the opinion that Mr. S. Sridhara Rao fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be re-appointed as Independent Director pursuant to the provisions of section 149 of the Act, for the second term.

The Board considers that his rich experience, skills and knowledge will benefit the company. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. S. Sridhara Rao as an Independent Director for the second term as indicated in the resolution, pursuant to the provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the company. In terms of the provisions of section 149 (13) of the Act, Mr. S. Sridhara Rao shall not be liable to retire by rotation. A copy of the draft letter for the reappointment of Mr. S. Sridhara Rao as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The company has received from Mr. S. Sridhara Rao (I) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualifications of Directors) Rules, 2014, (ii) intimation in FORM DIR-8 in terms of companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Except Mr. S. Sridhara Rao, being an appointee, none of the Directors and Key Managerial Personnel of the company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at item no.6.

The Board recommends the Special Resolution as set out in the Notice for approval of the members.

By Order of the Board
For **Savera Industries Limited**

Chennai
30th May, 2017

N.S. Mohan
Company Secretary

DETAILS OF DIRECTOR SEEKING APPOINTMENT/-RE-APPOINTMENT AS REQUIRED UNDER REGULATION 26 (4) OF SEBI (LODR) REGULATIONS, 2015.

Name	Brief Particulars	Other Directorship	Company Name
Ms.A. Nivruti	<p>Ms. A. Nivruti is a B.Sc. Management (Hons.) Graduate from Warwick Univeristy, London, U.K. and has a rich exposure in hotel industry for more than 11 years. She is a creative and energetic executive. She has been in the Board since 30.01.2007.</p> <p>Ms. A. Nivruti is a member of Investor Grievance Committee. Ms. A. Nivruti is holding 2,91,820 equity shares in the company.</p>	2	<p>1. Ruchi Agro Products Pvt Ltd</p> <p>2. Amaravathi Restaurants Pvt Ltd.</p>

ROUTE MAP TO AGM VENUE - MUSIC ACADEMY

(in compliance with the Secretarial Standard 2 of ICSI)

