



ADVANI HOTELS & RESORTS (INDIA) LIMITED

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

Telephone No: (022) 2285 0101, Fax No.: (022) 2204 0744,

Email : cs.ho@advanihotels.com www.caravelabeachresortgoa.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (EGM)

NOTICE is hereby given that an Extra-ordinary General Meeting (EGM) of the Members of ADVANI HOTELS & RESORTS (INDIA) LIMITED will be held on Monday, March 19, 2018 at 2.30 p.m. at 'Rangaswar', 4th Floor, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai-400 021 to transact the following special business;

Item No. 1: Re-Appointment of Mr. Sunder G. Advani as Managing Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**;

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force and hereinafter referred to as the "Act") and subject to the approval of the Central Government, if deemed necessary, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sunder G Advani (DIN - 00001365) as Chairman and Managing Director of the Company with effect from March 1, 2018 to February 28, 2023 for a period of 5 (Five) years on such terms and conditions including remuneration, as detailed in the explanatory statement attached hereto and also to be set out in the Service Agreement proposed to be entered into between the Company and Mr. Sunder G Advani;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to this resolution."

RESOLVED FURTHER THAT Haresh G. Advani, Executive Director, Mr. Prahlad S. Advani, Whole Time Director and Mr. Nilesh Jain, Company Secretary of the Company be and are hereby severally authorised to sign the requisite form(s), return(s), documents and papers etc. in the electronic and or physical form under the Act with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA)."

Item No. 2: Re-Appointment of Mr. Haresh G. Advani as Executive Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**;

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force and hereinafter referred to as the "Act") and subject to the approval of the Central Government, if deemed necessary, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Haresh G Advani (DIN- 00001358) as Executive Director of the Company with effect from March 1, 2018 to February 28, 2023 for a period of 5 (Five) years on such terms and conditions including remuneration, as detailed in the explanatory statement attached hereto and also to be set out in the Service Agreement proposed to be entered into between the Company and Mr. Haresh G Advani;

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Executive Director by Mr. Haresh Advani DIN (00001358) upon attaining the age of 70 (Seventy) years on January 24, 2021 upto the expiry of his term of office viz. February 28, 2023, on the terms and conditions including remuneration, as detailed in the explanatory statement attached hereto and also to be set out in the Service Agreement proposed to be entered into between the Company and Mr. Haresh G Advani"

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to this resolution."

RESOLVED FURTHER THAT Sunder G. Advani, Chairman & Managing Director, Mr. Prahlad S. Advani, Whole Time Director and Mr. Nilesh Jain, Company Secretary of the Company be and are hereby severally authorised to sign the requisite form(s), return(s), documents and papers etc. in the electronic and or physical form under the Act with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA)."

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

Place: Mumbai
Date : February 12, 2018

Nilesh Jain
Company Secretary

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

(ACS 18320)

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/ 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 Standards 2, is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY 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. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 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 A 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 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 PROVIDED THAT SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED / DEPOSITED AT THE OFFICE OF 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.**
3. Corporate Members intending to send their authorised representatives to attend the EGM are requested to send a duly certified copy of their Board Resolution together with their specimen signature authorizing their representatives to attend and vote at the EGM.
4. 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.
5. 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.
6. 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.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Notices 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 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.
8. The Notice of EGM 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 EGM 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 EGM 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 EGM.
9. Members may also note that the EGM Notice will also be available on the Company's website www.caravelabeachresortgoa.com in case they wish to download it.
10. **Voting through electronic means & at the EGM**
 - 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 EGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the EGM (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 casted 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 March 15, 2018 (9:00 AM) and ends on March 18, 2018 (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. March 12, 2018, 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:
- A. in case a member receives an email from NSDL (for members whose email IDs are registered with the company/depository participants):
- (i) Open email and open PDF file 'AHRIL remote e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for remote e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login.
 - (iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
 - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
 - (vi) Home page of remote e-voting will open. Click on e-Voting - Active Voting Cycles.
 - (vii) Select 'EVEN' of ADVANI HOTELS & RESORTS (INDIA) LIMITED.
 - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
 - (xii) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.com.
- (B) In case of Shareholders receiving physical copy of the Notice of EGM and Attendance Slip (for members whose email ids are not registered with the company/depository participant or requesting physical copy):
- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned above, to cast vote.
- VI. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website <https://evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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. March 12, 2018.
- X. 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. March 12, 2018, 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.

- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
 - XII. 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 EGM through ballot paper.
 - XIII. Mr. Virendra Bhatt, Practicing Company Secretary (Membership No. ACS 1157) has been appointed 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.
 - XIV. The Chairman shall, at the Extra-Ordinary General Meeting (EGM), 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 EGM but have not cast their votes by availing the remote e-voting facility.
 - XV. 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 48 hours of the conclusion of the EGM, 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.
 - XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.caravelabeachresortgoa.com and on the website of NSDL 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.
11. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal working hours from Monday to Friday upto the date of the EGM

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013;

Item No. 1:

At the Twenty Fifth Annual General Meeting of the Company held on September 17, 2012, the Members of the Company had approved the re-appointment of Mr. Sunder G. Advani as the Managing Director of the Company for a period of five years i.e. from 1st March 2013 to 28th February 2018.

Section 196 (3) of the Act (as amended) read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Mr. Sunder G. Advani is around 79 years of age on the date of re-appointment.

Keeping in view that Mr. Sunder G. Advani is a well known "Hotelier", has rich and varied experience in the Hotel Industry, it would be in the interest of the Company to continue the employment of Mr. Sunder G Advani as Chairman & Managing Director of the Company.

The Board of Directors have, pursuant to the recommendation of the Nomination and Remuneration Committee at their meeting held on February 14, 2018, approved the re-appointment and the remuneration payable to Mr. Sunder G. Advani, Chairman and Managing Director, as set out in the proposed Agreement, for a further period of five years i.e. from 1st March 2018 to 28th February 2023, subject to the approvals of the Shareholders of the Company and the Central Government, if required.

Mr. Sunder G. Advani is the Promoter and Founder Chairman & Managing Director of Advani Hotels & Resorts (India) Limited [formerly known as Ramada Hotels (India) Limited] since 1987, which commenced operations in 1990, as a Joint Venture with the renowned Ramada International chain of hotels (now part of Wyndham Hotels, USA). Advani Hotels & Resorts (India) Limited owns and operates the 200 room 5 Star Deluxe "Caravela Beach Resort, Goa".

Mr. Sunder G. Advani has completed his Bachelors and Masters in Business Administration in USA. Mr. Sunder G. Advani has a total of over 56 years experience in setting up and managing hotels. He has worked for 10 years as an Economist / Consultant and in senior positions in Marketing with Corporations in USA. On returning to Bombay in 1969 he obtained a franchise from the Memphis based Holiday Inns Inc. and was co-promoter and Executive Director of the Holiday Inn at Juhu beach in Bombay. Between 1972 and 1977 Mr. Advani developed hotels in Agra, Chennai and Colombo on behalf of Holiday Inns (USA). In 1983 he was appointed by Ramada International Hotels (USA) as the sole Representative for South Asia. He developed hotels in Mumbai, Chennai, Hyderabad & Colombo under the Ramada and Renaissance brands.

From 1970 till 1989 Mr. Sunder G. Advani was the Chairman & Managing Director of Plaza Hotels (P) Ltd, which owned and operated the 80 room Airport Plaza Hotel and Flight Kitchen at Bombay airport which is now known as Hotel Orchid, a part of Kamat Hotels.

Mr. Sunder G. Advani enjoys immense credibility as an Hotelier and is reputed in the industry for his right assessment of projects and their timely implementation.

Mr. Sunder G. Advani is the recipient of the Hall of Fame Award at ITB Berlin in March 2000. Another outstanding achievement under his direction was the prestigious PATWA Award for the Best Resort in March 1998, awarded by the International body of Travel Writers in Berlin.

Mr. Sunder G. Advani is also the Chairman of the London based World Travel & Tourism Council India Initiative, a highly respected think-tank of the tourism industry. Mr. Sunder G. Advani is also the Executive Vice President of the Indo American Chamber of Commerce and on the Executive Council of the Indo American Chamber of Commerce.

Mr. Sunder G. Advani has a deep understanding of the Indian hospitality industry and his proven track record coupled with broad-based business experience combined with his strong leadership capability has enabled him to continue the growth of the Company.

Taking into consideration the performance of the Company, the time and efforts put in by Mr. Sunder G. Advani and the Company's plans to carry out refurbishment of the hotel property with a view to increase the occupancy by attracting high-paying foreign tourists as well as domestic tourists, conferences and marriages it will be in the interest of the Company to re-appoint Mr. Sunder G. Advani as the Chairman & Managing Director on the below mentioned terms for a further period of five years i.e. from 1st March 2018 to 28th February 2023. The proposed salary is just and equitable. A person of similar standing in the hotel industry would command a much higher remuneration in a similarly placed position.

Mr. Sunder G Advani holds 94,25,893 Equity Shares of the Company representing 20.39 % of the paid up share capital of the Company as on the date of this notice.

Members are requested to approve the re-appointment and remuneration payable to Mr. Sunder G. Advani, Managing Director, for the period from 1st March 2018 to 28th February 2023 by passing a Special resolution.

The material terms of the Agreement to be entered between the Company and Mr. Sunder G. Advani are given below:

Period of Appointment

The appointment is for a period of 5 years i.e. from March 1, 2018 to February 28, 2023.

Remuneration Period and Terms

Total remuneration not exceeding the maximum limits prescribed in section 197 read with Schedule V of the Companies Act, 2013.

Remuneration Period: Three years from March 1, 2018 to February 28, 2021. Payment of remuneration for the remaining period of two years shall be considered by the Company after the expiry of initial three years in accordance with the terms of agreement and the provisions of the Companies Act, 2013 and Schedule V as may be applicable at that time.

Mr. Sunder G. Advani will receive a basic salary of Rs 6,18,000/- p.m. effective from March 1, 2018 in the grade of ₹ 6,18,000 – 60,000 – 7,38,000 p.m. as the Managing Director of the Company.

Perquisites

I. Housing: Any one of the options given below:

Housing I – The expenditure by the Company on hiring unfurnished accommodation for the Managing Director subject to a maximum of 60% of the basic salary payable.

Housing II – The Company owned accommodation. The perquisite value shall be determined as per the Income Tax Rules.

Housing III – In case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance equal to 60% of the basic salary payable.

II. In addition to Housing, reimbursement of gas and electricity expenses at actuals.

Other Costs:

I. Medical Reimbursement:

Expenses actually incurred by the Managing Director for himself and the members of his family subject to a maximum of one month's basic salary payable per annum.

II. Personal Accident Insurance:

Premium not to exceed ₹ 9000/- per annum.

The Nomination and Remuneration Committee comprising of three independent directors, constituted as per explanation IV (i) of Schedule V of the Companies Act, 2013 has recommended the aforesaid remuneration.

The Board shall have the discretion and authority to modify the foregoing terms of remuneration, however, within the parameters of the applicable provisions of the Companies Act, 2013.

Copy of draft agreement will be available for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 2.00 p.m. except on Saturdays, Sundays and public holidays.

None of the Directors of the Company except Mr. Sunder G. Advani, himself, Mr. Prahlad S. Advani, Mr. Haresh G. Advani, Mrs. Nina H. Advani and Mrs. Menaka S. Advani (being his relatives) are in any way concerned or interested in the aforesaid resolution.

The Board of Directors recommend the passing of the resolution set out in Item No. 1 of the accompanying Notice as it feels the same is in the interest of the Company.

Statement as per item (iv) of third proviso of section II of part II of Schedule V to the Companies Act, 2013

1. General Information:

- a. Nature of Industry: The Company is engaged in the Hotel Business and owns and operates the "Caravela Beach Resort", a Five-Star Deluxe Hotel in Goa. The business of the company is seasonal in nature.
- b. Date or expected date of commencement of commercial production – The Company commenced its commercial operations on 4th December, 1990.
- c. In case of New Companies – expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
- d. Financial Performance based on given indicators.

Sr. No.	Particulars	FY 31.03.2017 (₹)	F Y 31.03.2016 (₹)
1	Total Income	608,413,551	540,193,549
2	Profit After Tax (PAT)	87,856,896	64,031,521
3	EPS (Basic & diluted earnings per share)	1.90	1.39

- e. Foreign Investments or Collaborations:

The company was incorporated on March 13, 1987 as Ramada Hotels (India) Limited. The company was promoted in technical and financial collaboration with Ramada (U.K) Ltd for setting up a 5-Star Luxury Resort on Colva Beach at Varca, Goa. This agreement has now been terminated.

Foreign shareholding (NRIs' & Foreign bodies) in the Company as on March 31, 2017 is 1.18 % of the Paid-up Equity Share Capital of the Company.

2. Information about the appointees:

- a. Background details

Mr. Sunder G. Advani is the Promoter and Founder Chairman & Managing Director of Advani Hotels & Resorts (India) Limited (formerly known as Ramada Hotels (India) Limited) since 1987. Ramada Renaissance Hotel commenced operations in 1990 as a Joint Venture with Ramada International chain of hotels (now part of Wyndham Hotels, USA). Advani Hotels & Resorts (India) Limited owns and operates the 200 room 5 Star Deluxe hotel now renamed as "Caravela Beach Resort, Goa".

Mr. Sunder G. Advani has completed his Bachelors and Masters in Business Administration in USA. Mr. Sunder G. Advani has a total of over 56 years experience as an economist / consultant and in setting up and managing Hotels in Agra, Chennai, Hyderabad, Mumbai, Goa & Colombo.

- b. Past Remuneration:

Period	Amount (₹)	Period	Amount (₹)	Period	Amount (₹)
01 / 03/ 2015 to 28/02/ 2016	96,55,008	01/03/2016 to 28/02/2017	1,03,96,992	01/03/2017 to 28/02/2018	1,11,39,000

- c. Recognition or Awards :

Mr. Sunder G. Advani is the recipient of the Hall of Fame Award at ITB Berlin in March 2000. Another outstanding achievement under his direction was the prestigious PATWA Award for the Best Resort in March 1998, which is awarded by the International body of Travel Writers.

Mr. Sunder G. Advani is also Chairman of the London based World Travel & Tourism Council India Initiative, a highly respected think-tank of the tourism industry. He is also Executive Vice President of the Indo American Chamber of Commerce and on the Executive Council of the Indo American Chamber of Commerce.

- d. Job Profile and his suitability :

Mr. Sunder G. Advani, Promoter-cum-Founder Chairman & Managing Director of the Company since 1987, is an Economist / consultant turned hotelier industry and has over 56 years of experience. Mr. Sunder G. Advani has a deep understanding of Indian hospitality industry and his proven track record coupled with broad-based business experience combined with his strong leadership capability will enable him to continue the growth of the Company.

e. Remuneration proposed :

The remuneration proposed to be paid to Mr. Sunder G. Advani from March 1, 2018 to February 28, 2019 is Rs 1,24,92,600, and from March 1, 2019 to February 29, 2020 is Rs 1,37,04,600, and from March 1, 2020 to February 28, 2021 is Rs 1,49,16,600.

The said remunerations including annual increments have been approved as Minimum Remuneration by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee.

f. Comparative remuneration Profile with respect to the Industry, size of the Company, profile of the position and the person.

The remuneration proposed to be paid to Mr. Sunder G. Advani is very reasonable as compared to the norms prevailing in the hospitality industry according to which the remuneration payable to a person of similar stature as on date would be at-least in the range of ₹1.50 Crores to ₹ 1.75 Crores per annum.

g. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any – Apart from the remuneration from the Company Mr. Sunder G. Advani does not have any direct or indirect pecuniary relationship with the Company or with the managerial personnel.

3. Other Information:

a) Reason for Loss / inadequate Profits:

While the hotel has achieved a record occupancy growth, which currently stands at 79% for the year ended 31st March 2017, there are three factors which are contributing to the inadequacy of profits.

- i. In the last financial year there was a surprise of Brexit. As the hotel has certain contracts in UK Pounds, which were originally priced at Rs 100 per Pound. The value of the Pound fell to between Rs 81 to 85 per Pound, causing us to receive less money than we expected. However, the overall revenue grew by more than 10%, but if Brexit didn't take place, then the Company's revenue would have been much higher.
- ii. The Average Room Rate has grown marginally, but it is still lower than its full potential. Customers are nowadays very brand conscious. If the hotel changes its brand to a higher brand, we will be able to increase our Room Rate by ₹1000/- to ₹1800/- per night in the first year itself. In addition, as there is very little cost associated with increase in average room rate, a substantial part after increase will flow directly to the bottom-line. To capture this potential, the Company is actively pursuing rebranding and repositioning of the hotel with an up market foreign brand.
- iii. Goa has evolved into a large wedding and a conferencing destination. While the hotel does very well in these segments in the months of November to February, (when the outdoor temperatures are pleasant), but during the warmer months the hotel cannot fully capture the wedding and conference business, as the current indoor banquet hall of the hotel is not large enough to accommodate the guests' requirements. To address this, the Company has already made and submitted a plan to a local submission architect which is being forwarded to various government bodies for their approval to construct a much larger new banquet hall and associated areas. When this is completed, there will be large increase in the revenue and profitability of the hotel.

b) Steps taken or proposed to be taken for improvement:

Please refer point (i) (ii) & (iii) above

c) Expected increase in productivity and profits in measurable terms

The profitability of the Company in the last 5 years and as per the projected profitability estimates is increasing year-on-year for the next five years and correspondingly the remuneration payable to Mr. Sunder G. Advani is not increasing in the same proportion year after year.

Item No. 2:

At the Twenty Fifth Annual General Meeting of the Company held on September 17, 2012, the Members of the Company had approved the re-appointment of Mr. Haresh G. Advani as the Executive Director of the Company for a period of five years i.e. from 1st March 2013 to 28th February 2018.

Section 196 (3) of the Act (as amended) read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Mr. Haresh G. Advani is around 67 years of age on the date of re-appointment.

Mr. Haresh G. Advani will attain the age of 70 years during the tenure of re-appointment i.e. from March 1, 2018 to February 28, 2023 and also his salary will exceed ₹ 84 lakhs per annum in the second year of his appointment. Therefore, by way of abundant caution, Shareholders approval for re-appointment of Mr. Haresh G. Advani is being obtained by way of a Special Resolution.

The Board of Directors have, pursuant to the recommendation of the Nomination and Remuneration Committee at their meeting held on 14th February 2018, approved the re-appointment and remuneration payable to Mr. Haresh G. Advani, Executive Director, as set out in the proposed Agreement, for a further period of five years i.e. from 1st March 2018 to 28th February 2023, subject to the approvals of the Shareholders of the Company and the Central Government (if any).

Mr. Haresh G. Advani jointly promoted Advani Hotels & Resorts (India) Limited [formerly known as Ramada Hotels (India) Limited] in 1987, which commenced operations in 1990, as a Joint Venture with the renowned Ramada International chain of hotels (now part of Wyndham Hotels, USA.). Advani Hotels & Resorts (India) Limited owns and operates the 200 room 5 Star Deluxe "Caravela Beach Resort, Goa".

Mr. Haresh G. Advani is a graduate from the Cornell School of Hotel Administration, U.S.A. and has worked in various hotels in USA including Holiday Inn and Belmonte Plaza (Now W) in NYC.

Mr. Haresh G. Advani was the Promoter of one of the first marketing and advertising agency in Dubai in the year 1978. Mr. Haresh G. Advani returned to India and joined Mr. Sunder G. Advani in Plaza Hotels (P) Ltd in 1983, which owned and operated the 80 room Airport Plaza hotel and Flight Kitchen at Bombay airport which is now known as Hotel Orchid, a part of Kamat Hotels.

Mr. Haresh G. Advani has a deep understanding of the Indian hospitality industry and his proven track record coupled with broad-based business experience combined with his strong leadership capability has enabled him to continue the growth of the Company.

Taking into consideration the performance of the Company, the time and efforts put in by Mr. Haresh G. Advani and the Company's plans to carry out refurbishment of the hotel property with a view to increase the occupancy by attracting high-paying foreign tourists as well as domestic tourists, conferences and marriages it will be in the interest of the Company to re-appoint Mr. Haresh G. Advani as the Executive Director on the revised terms for a further period of five years i.e. from 1st March 2018 to 28th February 2023. The proposed salary is just and equitable. A person of similar standing in the hotel industry would command a much higher remuneration in a similarly placed position.

Mr. Haresh G Advani holds 53,30,139 Equity Shares of the Company representing 11.53 % of the paid up share capital of the Company as on the date of this notice.

Members are requested to approve the re-appointment and remuneration payable to Mr. Haresh G. Advani, Executive Director, for the period from 1st March 2018 to 28th February 2023 by passing a Special resolution.

The material terms of the Agreement to be entered between the Company and Mr. Haresh G. Advani are given below:

Period of Appointment

The appointment is for a period of 5 years i.e. from March 1, 2018 to February 28, 2023.

Remuneration Period and Terms

Total remuneration not exceeding the maximum limits prescribed in section 197 read with Schedule V of the Companies Act, 2013.

Remuneration Period: Three years from March 1, 2018 to February 28, 2021. Payment of remuneration for the remaining period of two years shall be considered by the Company after the expiry of initial three years in accordance with the terms of agreement and the provisions of the Companies Act, 2013 and Schedule V as may be applicable at that time.

Mr. Haresh G. Advani will receive a basic salary of Rs 4,12,000/- p.m. effective from March 1, 2018 in the grade of ₹ 4,12,000 – 40,000 – 4,92,000 p.m. as the Executive Director of the Company.

Perquisites

I. Housing: Any one of the options given below:

Housing I – The expenditure by the Company on hiring unfurnished accommodation for the Executive Director subject to a maximum of 60% of the basic salary payable.

Housing II – The Company owned accommodation. The perquisite value shall be determined as per the Income Tax Rules.

Housing III – In case no accommodation is provided by the Company, the Executive Director shall be entitled to House Rent Allowance equal to 60% of the basic salary payable.

II. In addition to Housing, reimbursement of gas and electricity expenses at actuals.

Other Costs:

I. Medical Reimbursement:

Expenses actually incurred by the Managing Director for himself and the members of his family subject to a maximum of one month's basic salary payable per annum.

II. Personal Accident Insurance:

Premium not to exceed ₹ 6000/- per annum.

The Nomination and Remuneration Committee comprising of three independent directors, constituted as per explanation IV (i) of Schedule V of the Companies Act, 2013 has recommended the aforesaid remuneration.

The Board shall have the discretion and authority to modify the foregoing terms of remuneration, however, within the parameters of the applicable provisions of the Companies Act, 2013.

Copy of draft agreement will be available for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 2.00 p.m. except on Saturdays, Sundays and public holidays.

None of the Directors of the Company except Mr. Haresh G. Advani, himself, Mr. Prahlad S. Advani, Mr. Sunder G. Advani, Mrs. Nina H. Advani and Mrs. Menaka S. Advani (being his relatives) are in any way concerned or interested in the aforesaid resolution.

The Board of Directors recommend the passing of the resolution set out in Item No. 2 of the accompanying Notice as it feels the same is in the interest of the Company.

Statement as per item (iv) of third proviso of section II of part II of Schedule V to the Companies Act, 2013

1. General Information:

- Nature of Industry: The Company is engaged in the Hotel Business and owns and operates the "Caravela Beach Resort", a Five-Star Deluxe Hotel in Goa. The business of the company is seasonal in nature.
- Date or expected date of commencement of commercial production – The Company commenced its commercial operations on 4th December, 1990.
- In case of New Companies – expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
- Financial Performance based on given indicators.

Sr. No.	Particulars	FY 31.03.2017 (₹)	F Y 31.03.2016 (₹)
1	Total Income	608,413,551	540,193,549
2	Profit After Tax (PAT)	87,856,896	64,031,521
3	EPS (Basic & diluted earnings per share)	1.90	1.39

e. Foreign Investments or Collaborations:

The company was incorporated on March 13, 1987 as Ramada Hotels (India) Limited. The company was promoted in technical and financial collaboration with Ramada (U.K) Ltd for setting up a 5-Star Luxury Resort on Colva Beach at Varca, Goa. This agreement has now been terminated.

Foreign shareholding (NRIs' & Foreign bodies) in the Company as on March 31, 2017 is 1.18 % of the Paid-up Equity Share Capital of the Company.

2. Information about the appointees:

a. Background details

Mr. Haresh G. Advani is the Joint Promoter and Executive Director of Advani Hotels & Resorts (India) Limited (formerly known as Ramada Hotels (India) Limited) since 1987. Ramada Renaissance Hotel commenced operations in 1990 as a Joint Venture with Ramada International chain of hotels (now part of Wyndham Hotels, USA). Advani Hotels & Resorts (India) Limited owns and operates the 200 room 5 Star Deluxe hotel now renamed as "Caravela Beach Resort, Goa".

Mr. Haresh G. Advani has completed his Bachelors in Hotel Administration in USA. Mr. Haresh G. Advani has a total experience of over 47 years in setting up and managing Hotels.

b. Past Remuneration :

Period	Amount (₹)	Period	Amount (₹)	Period	Amount (₹)
01 / 03/ 2015 to 28/02/ 2016	64,35,960	01/03/2016 to 28/02/2017	69,29,928	01/03/2017 to 28/02/2018	74,23,872

c. Recognition or Awards :

The resort owned by the Company has received numerous awards in the past. The awards were conferred because of the outstanding contribution of all the Directors of the company including Mr. Haresh G. Advani and managerial personnel and other staff members of the company.

d. Job Profile and his suitability :

Mr. Haresh G. Advani, Joint Promoter-cum-Executive Director of the Company since 1987, is a veteran in the hotel industry and has over 47 years of experience. Mr. Haresh G. Advani has a deep understanding of Indian hospitality industry and his proven track record coupled with broad-based business experience combined with his strong leadership capability will enable him to continue the growth of the Company.

e. Remuneration proposed :

The remuneration proposed to be paid to Haresh G. Advani from March 1, 2018 to February 28, 2019 is ₹ 83,28,400, and from March 1, 2019 to February 29, 2020 is ₹ 91,36,400, and from March 1, 2020 to February 28, 2021 is ₹ 99,44,400.

The said remunerations including annual increments have been approved as Minimum Remuneration by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee.

f. Comparative remuneration Profile with respect to the Industry, size of the Company, profile of the position and the person.

The remuneration proposed to be paid to Mr. Haresh G. Advani is very reasonable as compared to the norms prevailing in the hospitality industry according to which the remuneration payable to a person of similar stature as on date would be at-least in the range of ₹ 1 Crores to ₹ 1.25 Crores per annum.

g. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any –

Apart from the remuneration from the Company Mr. Haresh G. Advani does not have any direct or indirect pecuniary relationship with the Company or with the managerial personnel.

3. Other Information:

a) Reason for Loss / inadequate Profits:

While the hotel has achieved a record occupancy growth, which currently stands at 79% for the year ended 31st March 2017, there are three factors which are contributing to the inadequacy of profits.

i. In the last financial year there was a surprise of Brexit. As the hotel has certain contracts in UK Pounds, which were originally priced at Rs 100 per Pound. The value of the Pound fell to between Rs 81 to 85 per Pound, causing us to receive less money than we expected. However, the overall revenue grew by more than 10%, but if Brexit didn't take place, then the Company's revenue would have been much higher.

ii. The Average Room Rate has grown marginally, but it is still lower than its full potential. Customers are nowadays very brand conscious. If the hotel changes its brand to a higher brand, we will be able to increase our Room Rate by ₹1000/- to ₹1800/- per night in the first year itself. In addition, as there is very little cost associated with increase in average room rate, a substantial part after increase will flow directly to the bottom-line. To capture this potential, the Company is actively pursuing rebranding and repositioning of the hotel with an up market foreign brand.

iii. Goa has evolved into a large wedding and a conferencing destination. While the hotel does very well in these segments in the months of November to February, (when the outdoor temperatures are pleasant), but during the warmer months the hotel cannot fully capture the wedding and conference business, as the current indoor banquet hall of the hotel is not large enough to accommodate the guests' requirements. To address this, the Company has already made and submitted a plan to a local submission architect which is being forwarded to various government bodies for their approval to construct a much larger new banquet hall and associated areas. When this is completed, there will be large increase in the revenue and profitability of the hotel.

b) Steps taken or proposed to be taken for improvement:

Please refer point (i) (ii) & (iii) above

c) Expected increase in productivity and profits in measurable terms

The profitability of the Company in the last 5 years and as per the projected profitability estimates is increasing year-on-year for the next five years and correspondingly the remuneration payable to Mr. Sunder G. Advani is not increasing in the same proportion year after year.

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

Nilesh Jain
Company Secretary
(ACS 18320)

Place: Mumbai

Date: February 14, 2018

Registered Office:

18A & 18B, Jolly Maker Chambers-II, Nariman Point, Mumbai - 400 021.

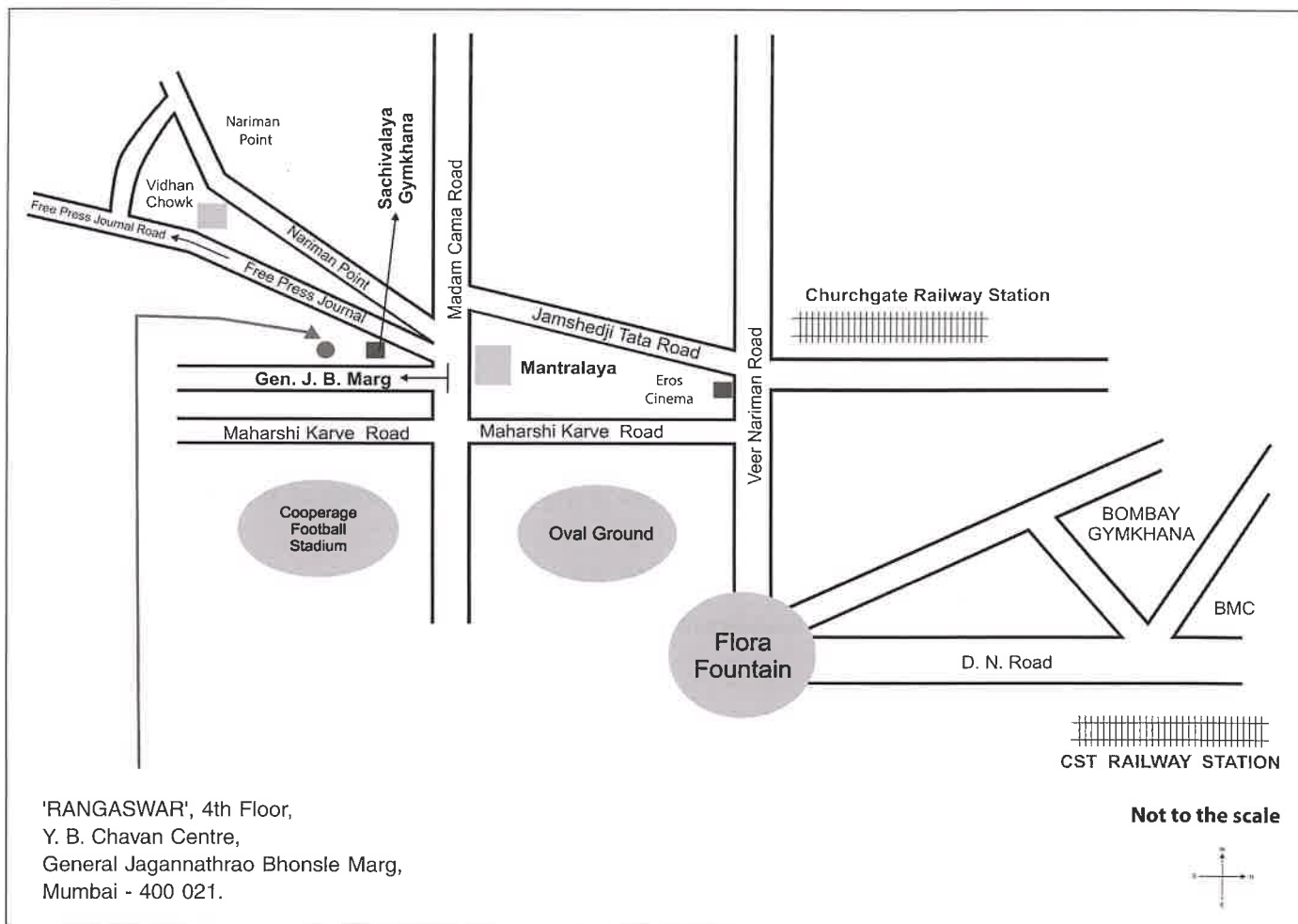
CIN:L99999MH1987PLC042891

www.caravelabeachresortgoa.com

Particulars of Directors seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2

Name of Director	Mr. Sunder G. Advani	Mr. Haresh G. Advani
Appointed on	March 13,1987	March 13,1987
Age	79 Years	67 Years
Qualification	Strategic Hospitality Management Financial Management Courses Cornell University (USA) Masters in Business Administration from the Wharton School (USA) B.S. – Business Administration Temple University (USA)	Graduate from the Cornell School of Hotel Administration USA
Expertise	Setting up and Managing Hotels	Setting up and Managing Hotels
List of other Directorships #	Sunder Advani Investments Private Limited	Regency Hotels Private Limited
Chairmanship / Membership of other Committees of other Companies	Chairman –Nil Member - Nil	Chairman –Nil Member - Nil
No. of Equity Shares held in the Company	94,25,893 (20.39% of paid up share capital)	53,30,139 (11.53% of paid up share capital)
Inter-se relationship between the Board Members	Husband of Mrs. Menaka S. Advani, Non-Executive Director, father of Mr. Prahlad Advani, Whole Time Director and Brother of Mr. Haresh G. Advani, Executive Director	Husband of Mrs. Nina H. Advani, Non-Executive Director, Brother of Mr. Sunder G. Advani, Chairman and Managing Director and Uncle of Mr. Prahlad Advani, Whole Time Director

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



ADVANI HOTELS & REPORTS (INDIA) LIMITED

CIN : L99999MH1987PLC042891

Registered Office: 18A & 18B, Jolly Maker Chambers-II, Nariman Point, Mumbai-400 021
Telephone No: (022) 2285 0101, Fax No.: (022) 2204 0744, Email : cs.ho@advanihotels.com

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Folio No./DP ID Client ID: No. of Shares:

I hereby record my presence at the Extra-ordinary General Meeting to be convened at 'RANGASWAR', 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400021 on Monday, March 19, 2018 at 2.30 p.m.

Member's/Proxy's Full Name

Member's/Proxy Signature

TEAR HERE

ADVANI HOTELS & REPORTS (INDIA) LIMITED

CIN : L99999MH1987PLC042891

Registered Office: 18A & 18B, Jolly Maker Chambers-II, Nariman Point, Mumbai-400 021
Telephone No: (022) 2285 0101, Fax No.: (022) 2204 0744, Email : cs.ho@advanihotels.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	E-mail Id:
Registered Address:	Folio No./Client Id:
	DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint;

- | | |
|-----------------|-------------------------------|
| 1. Name: | Address: |
| E-mail Id:..... | Signature:.....or failing him |
| 2. Name: | Address: |
| E-mail Id:..... | Signatureor failing him |
| 2. Name: | Address: |
| E-mail Id:..... | Signatureor failing him |

as my / our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Extra-ordinary General Meeting to be convened at 'RANGASWAR', 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400021 on Monday, March 19, 2018 at 2.30 p.m. and at any adjournment thereof of in respect of such special Resolutions as are indicated below:

1. Re-Appointment of Mr. Sunder G. Advani as Managing Director of the Company
2. Re-Appointment of Mr. Hareh G. Advani as Executive Director of the Company

Signed this day of, 2018

Signature of Shareholders:

Signature of Proxyholder(s)

Note : 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.