

**ADVANI HOTELS & RESORTS (INDIA) LIMITED**

Regd. Off.: 18A & 18B, Jolly Maker Chambers - II, Nariman Point, Mumbai - 400021. CIN No.: L99999MH1987PLC042891; Tel: 022-22850101; Email: cs.ho@advanihotels.com; website: www.ramadacaravela.com

NOTICE OF 28TH AGM, E-VOTING & BOOK CLOSURE

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Company will be held on Wednesday, September 16, 2015 at 3.00 p.m. at 'Rangaswar', 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400021, to transact the businesses as set out in the Notice convening the AGM.

The Notice of AGM, Annual Report, Proxy Form and Attendance Slip have been sent in electronic form to those Members whose e-mail addresses are registered with the Company / Company's Registrar and Share Transfer Agent (RTA) / Depository Participant(s) (DP), unless the Member have requested for hard copy of the same. Physical copies have been dispatched through permitted mode to all other members to all other members. The Company has completed all dispatches through e-mails and other permitted modes on Saturday, August 22, 2015. The said documents are available on the website of the Company viz, www.caravelabeachresort.com and on the website of National Securities Depository Ltd. (NSDL) at <https://www.evoting.nsdl.com>. The same can also be obtained from the Registered Office of the Company on all working days between 10.00 a.m. to 6.00 p.m. except Saturday, Sunday and other public holidays, up to the date of the AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act'), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members with the facility to exercise their right to vote by electronic means and the business may be transacted through 'remote e-voting' provided through NSDL. The remote e-voting period commences on Saturday, September 12, 2015 at 9.00 a.m. The remote e-voting module shall be disabled for voting after 5.00 p.m. on Tuesday, September 15, 2015 and no e-voting will be allowed thereafter.

The voting rights of Members shall be as per the number of equity shares held by the Member(s) as on Wednesday, September 9, 2015 (Cut-off Date). Members holding shares either in physical or demat form on the said cut-off date, are eligible to avail the facility of remote e-voting or voting at the AGM.

Members who have acquired shares after the dispatch of the Notice of AGM and before the Cut-off date may approach NSDL / the Company / RTA by sending a request for issuance of the User ID and Password for exercising their right to vote by electronic means.

At the AGM, facility for voting through ballot paper (poll) shall be made available and only the Members as on the 'cut-off date', who have not casted their vote by remote e-voting, shall be entitled to exercise their right to vote at the AGM through ballot paper (poll). The Members who have casted their votes through electronic means prior to the AGM may still attend the AGM but shall not be entitled to cast their vote again.

The Notice of AGM containing inter alia, the procedure of e-voting, is available on the Company's website and on NSDL's website mentioned above. In case of any queries or grievances pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) and e-voting user manual available at the Downloads section of <https://www.evoting.nsdl.com> or the Members may contact Mr. Rajiv Ranjan of NSDL by e-mail at RajivR@nsdl.co.in or at the following Telephone Nos. 022-24994600 / 24994738.

Notice is further given pursuant to Section 91 of 'the Act' read with Rule 10 of 'the Rules' and Clause 16 of the Listing Agreement that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 5, 2015 to Wednesday, September 16, 2015 (both days inclusive) for the purpose of the AGM and to ascertain the names of the Members who would be entitled to receive dividend, if declared, for the financial year ended March 31, 2015. The Board of Directors has recommended final dividend of 6% (₹ 0.12 per Share of ₹ 2/- each).

The results of the remote e-voting / voting by ballot / poll shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website, NSDL's website and also communicated to the Stock Exchanges where the Company's shares are listed.

By order of the Board of Directors
For Advani Hotels & Resorts (India) Limited
sd/-

RAMADA

caravela beach resort
Goa

Place: Mumbai
Date: August 24, 2015

Sunder G. Advani
Chairman & Managing Director
(DIN: 00001365)

NOTE: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.