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caravela beach resort
Goa
NOTICE

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot/ e-Voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration. The Board of Directors has appointed Mr. Virendra Bhatt, Practicing Company Secretary, Mumbai as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the Form duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6:00 p.m. on Wednesday, 17th September, 2014.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman & Managing Director or the Company Secretary of the Company. The Chairman & Managing Director or the Company Secretary of the Company will declare the result of the Postal Ballot on Monday, 22nd September, 2014 at 5.30 p.m. at the Registered Office of the Company. The result will be displayed at the Registered Office of the Company, intimated to BSE Limited & National Stock Exchange of India Limited on which the Company's shares are listed, published in the newspapers and displayed alongwith the Scrutinizer's report on the Company's website viz. www.caravelabeachresort.com.

The resolutions, if approved by the requisite majority, will be deemed to have been passed at a general meeting convened in that behalf on the date of declaration of the results of the postal ballot as stated above.

SPECIAL RESOLUTIONS

Item No. 1: Borrowing powers of the Board

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:-

"RESOLVED that in supersession of the Ordinary Resolution No.7 passed under Section 293(1)(d) of the Companies Act 1956, at the twentieth Annual General Meeting of the Company held on September 26, 2007 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time, at its discretion, on such terms and conditions as to repayment, interest or otherwise, any sum or sums of monies which, together with the monies already borrowed by the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business exceeding the aggregate of the paid-up share capital and free reserves, provided that the total amount upto which monies may be borrowed by the Board shall not at any time exceed the limit of Rs. 100 crore (Rupees One Hundred Crore Only)."

"RESOLVED FURTHER that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

Item No.2: Creation of Charges on the Company's properties

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:-

"RESOLVED that pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for creation from time to time, of such charges, mortgages, hypothecations and/or other securities, in addition to the existing charges, mortgages, hypothecations and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the Banks/Financial Institutions/Debtors/Trustees/other lenders/ any other person as may be agreed to by the Board, for the purpose of securing rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans"), provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other money payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of Rs. 100 crore (Rupees One Hundred Crore only)."

"RESOLVED FURTHER that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

By order of the Board of Directors
For ADVANI HOTELS & RESORTS (INDIA) LIMITED

SD/-
Raju Bamane
Company Secretary

Mumbai, August 1, 2014
Registered Office:
18A & 18B, Jolly Maker Chambers-II,
Nariman Point, Mumbai – 400 021

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 1st August, 2014.
3. The voting shall be reckoned in proportion to a Member's shares of voting rights on the paid-up Share capital of the Company as on Friday, 1st August, 2014.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
5. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.caravelbeachresort.com.
6. The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary, Mumbai to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
7. The voting period begins on Tuesday, 19th August, 2014 and ends on Wednesday, 17th September, 2014
8. Members are requested to read carefully the instructions printed on the Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Wednesday, 17th September, 2014. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.
9. The scrutinizer will submit his report to the Chairman & Managing Director or the Company Secretary of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot / e-voting will be announced on Monday, 22nd September, 2014 at the Registered Office of the Company situated at 18A & 18B, Jolly Maker Chambers-II, Nariman Point, Mumbai – 400021 at 5.30 p.m. and will also be informed to Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Delhi Stock Exchange Limited and displayed on the Company's website and published in newspapers.

10. The date of declaration of the results of the Postal Ballot i.e. Monday, 22nd September, 2014 shall be deemed to be the date of passing of the said Special Resolution(s).

11. The Company shall after completion of dispatch of Postal Ballot Notice, publish a news paper advertisement as stipulated by provisions of Rule 22 of Companies (Management and Administration) Rules, 2014, giving out the information, as stated there in.

12. INSTRUCTIONS FOR VOTING:

(I) PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, Mumbai in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.

d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.

e) Completed Postal Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e. 6.00 p.m. on Wednesday, 17th September, 2014. Postal Ballot Forms received after this date will be considered invalid.

f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

g) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars - Datamatics Financial Services Limited, Plot No. B-5, Part B, Cross Lane, MIDC, Marol, Andheri (East), Mumbai - 400093 or to the e-mail ID amit_banerjee@dfssl.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer no later than the close of working hours i.e. 6.00 p.m. on Wednesday, 17th September, 2014.

h) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 12(I)(c) above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

(II) PROCESS FOR MEMBERS OPTING FOR E-VOTING:

(A) In case of Members receiving E-mail from NSDL:

(i) Open e-mail and open PDF file viz; "AHRIL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on "Shareholder - Login".

(iv) Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login"

(v) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".

(vii) Select "EVEN" (Electronic Voting Event Number) 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" and also click on "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at bhattivirendra@sify.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Members receiving Postal Ballot Form by Post:

(i) User ID and initial password is provided at the bottom of the Postal Ballot Form.

(ii) Please follow all steps from Sr.No.A (ii) to A (xii) above, to cast your vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

(D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com. You can also send your queries / grievances relating to e-voting to the e-mail ID :- bhattivirendra@sify.com

(E) The period for e-voting ends on Wednesday, 17th September, 2014.

(F) E-voting shall be disabled by NSDL at 6:00 p.m. on Wednesday, 17th September, 2014

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions mentioned under Item Nos. 1 and 2 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

Item Nos. 1 and 2:

The Members of the Company in its Annual General meeting held on September 26, 2007 had passed Ordinary Resolution No.7 under Section 293(1)(d) of the Companies Act, 1956 enabling the Company to borrow money for the purposes of meeting the capital expenditure and additional working capital requirements and any other corporate purposes of the Company not exceeding the limit of Rs.100 crore.

Now, as per the provisions of Section 180(1)(c) & Section 180(1)(a) of the Companies Act, 2013, which has been made effective from 12th September, 2013, the Board of Directors of the Company are not authorized to (i) borrow any sum of monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company; and (ii) create charge on / mortgage/ hypothecate the properties of the Company, both present and future, in favour of the Banks/Financial Institutions, other investing agencies/ trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business) unless the same is authorized by the Members of the Company by way of a Special Resolution. The borrowings of the Company as per Section 180(1)(c) are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The mortgage and /or charge by the Company of its movable and/ or immovable properties and /or of the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/ trustees may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

Whilst no increase in the said limits is currently being proposed, the Members' approval is being sought pursuant to Section 180(1)(c) and Section 180(1)(a) of the Act by way of Special Resolutions.

The above proposals as set out in the Resolutions, at Item Nos. 1 and 2 of the Notice are in the interest of the Company and your Directors commend the same for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the said Resolutions.

By order of the Board of Directors
For ADVANI HOTELS & RESORTS (INDIA) LIMITED

SD/-
Raju Bamane
Company Secretary

Mumbai, August 1, 2014
Registered Office:
18A & 18B, Jolly Maker Chambers-II,
Nariman Point, Mumbai – 400 021

POSTAL BALLOT FORM

1. Name(s) & Registered Address :
of the sole / first named
Member

2. Name(s) of the Joint-Holder(s) :
if any

3. Registered Folio Number / :
DP ID No / Client ID No.*
*(Applicable to investors holding
Shares in dematerialized form)

4. Number of Ordinary Share(s) :
Held

5. e- Voting Event Number :

6. User ID :

7. Password :

8. I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Description of Resolution	No. of Ordinary Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1. Borrowing powers of the Board [Section 180(1)(c)]			
2. Creation of charges on the Company's properties [Section 180(1)(a)]			

Place:

Date:

Signature of the Member

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. The voting period begins on Tuesday, 19th August, 2014 and ends on Wednesday, 17th September, 2014
2. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
3. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
4. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorisation, as stated above.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
7. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. The voting shall be reckoned in proportion to a Member's shares of voting rights on the paid-up Share capital of the Company as on Friday, 1st August, 2014.
10. Members opting for voting by postal ballot please refer Note no. 12(I) of the Notice.
11. Members opting for e-voting please refer Note no. 12(II) of the Notice.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Wednesday, 17th September, 2014
13. Members are requested not to send any other paper/correspondence (other than mentioned as above) along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The results of the Postal Ballot / e-voting will be announced by the Chairman & Managing Director or the Company Secretary of the Company on Monday, 22nd September, 2014 at the Registered Office of the Company situated at 18A & 18B, Jolly Maker Chambers-II, Nariman Point, Mumbai – 400021 at 5.30 p.m. and will also be informed to Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Delhi Stock Exchange Limited and displayed on the Company's website www.caravelbeachresort.com and published in the newspapers.