

## POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the members of the Company by postal ballot/ electronic voting (e-voting). The explanatory statement pertaining to the proposed Resolutions setting out the material facts concerning each Resolution and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors at its meeting held on February 14, 2019 has appointed Mr. Virendra G. Bhatt [ACS: 1157], Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot/ e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 17:00 hours IST on Saturday, March 23, 2019. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Monday, March 25, 2019 and communicated to the Stock Exchanges, Depositories, Registrar and Transfer Agent and shall also be displayed on the Company's website, [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com)

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

**Regd. Office:**

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

**Nilesh Jain  
Company Secretary  
ACS 18320**

Mumbai, February 14, 2019

**RESOLUTIONS:**

**ITEM NO. 1 - APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF MR. PRAKASH V. MEHTA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR DESPITE EXCEEDING THE AGE LIMIT OF 75 YEARS.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from April 1, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force and pursuant to the recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded for

continuation in office of Mr. Prakash V Mehta (DIN: 00001366), aged about 77 years, as a Non - Executive Independent Director, for the remaining term of his office valid up to September 23, 2019 notwithstanding that Mr. Mehta has already crossed 75 years of age.

**RESOLVED FURTHER THAT** Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

**ITEM NO. 2 - APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF MR. VINOD DHALLAS A NON-EXECUTIVE INDEPENDENT DIRECTOR DESPITE EXCEEDING THE AGE LIMIT OF 75 YEARS.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from April 1, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force and pursuant to the recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded for continuation in office of Mr. Vinod K. Dhall (DIN: 02591373), aged about 75 years, as a Non-Executive Independent Director, for the remaining term of his office valid up to September 23, 2019 notwithstanding that Mr. Dhall will cross the age of 75 Years on February 20, 2019.

**RESOLVED FURTHER THAT** Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

**Notes:**

1. The statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal is annexed herewith along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, February 15, 2019. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 15, 2019 will be considered for the purpose of voting. A person, who is not a Member as on the cut-off date, should treat this Postal Ballot Notice for information purpose only.
4. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
5. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com)

or pradeep\_mokale@datamatics.bpm.com. The company / Registrar and Transfer Agent shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member.

7. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com)
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, February 15, 2019.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the members to exercise their votes electronically and vote on all the Resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
10. A member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 hours IST) on Saturday, March 23, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any postal ballot is received after 17:00 hours IST on Saturday, March 23, 2019 it will be considered that no reply from the member has been received.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, on or before Monday, March 25, 2019 and will be displayed on the website of the Company ([www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com)), besides being communicated to the Stock Exchanges, Depositories, Registrar and Transfer Agent on the said date. Further, the result of voting along with the Scrutinizer's Report shall also be displayed on the Notice Board of the Company at the Registered Office.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting i.e. Saturday, March 23, 2019.
15. A member cannot exercise his / her / its vote by proxy on Postal Ballot.
16. Corporate / Institutional Member(s) (i.e., other than individuals, Hindu Undivided Families / Non-resident Indians etc.) opting for Postal Ballot are required to send Certified True copy of Board Resolution / Power of Attorney / Authority letter etc., to the Scrutinizer along with the Form.
17. There will be only 1 (one) Postal Ballot Form for every Client ID / Folio No., irrespective of the number of Joint Shareholder(s).
18. Postal Ballot Form should be completed and signed by the Member(s) as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.

#### **Voting through electronic means**

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

#### **How to Log-in to NSDL e-Voting website?**

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

1. Your User ID details are given below :

#### **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:**

- a) For Members who hold shares in demat account with NSDL.  
8 Character DP ID followed by 8 Digit Client ID  
For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*
- b) For Members who hold shares in demat account with CDSL.  
16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*
- c) For Members holding shares in Physical Form.  
EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

2. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
2. Now, you will have to click on "Login" button.
3. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhattivirendra1945@yahoo.co.in](mailto:bhattivirendra1945@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

**ITEM NO. 1 :**

The Securities and Exchange Board of India ("SEBI") has vide its Notification dated May 9, 2018 amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations 2018). Pursuant to prospective sub-regulation 1A of Regulation 17 of Amended Listing Regulations 2018, to be effective from April 1, 2019, no listed Company shall appoint or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment / continuation of office.

At the 27<sup>th</sup> Annual General Meeting held on September 24, 2014, an Ordinary Resolution was passed by Members of the Company according approval for appointment of Mr. Prakash V. Mehta (DIN: 00001366), as Non-Executive Independent Directors for a period of five (5) years effective September 24, 2014. In view of the above, for continuance in office of Mr. Prakash V. Mehta, aged 77 years, Non-Executive Independent Director of the Company for his remaining term valid upto September 23, 2019, it is necessary to obtain Shareholders' approval by way of a Special Resolution.

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

Considering the rich experience, expertise, qualification and active contribution of Mr. Mehta as a Non-Executive Independent Director, towards the Company, the Nomination & Remuneration Committee and the Board

of Directors of the Company at their respective meetings held on February 14, 2019 recommended the continuation of Mr. Mehta's present tenure of appointment as Non-Executive Independent Director i.e. up to September 23, 2019, on the existing terms and conditions notwithstanding that he has attained the age of 75 years.

The brief profile of Mr. Prakash V. Mehta under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure - I to the Explanatory Statement and forms integral part of this Postal Ballot Notice.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 1 in the accompanying Postal Ballot Notice for the approval of Members.

Mr. Prakash V. Mehta is not related to any Director on the Board of the Company.

Mr. Prakash V. Mehta, Non-Executive Independent Director is concerned or interested in the Resolution at Item No. 1 of this Postal Ballot Notice.

None of the other Directors are concerned or interested in the said Special Resolution.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

**ITEM NO. 2:**

The Securities and Exchange Board of India ("SEBI") has vide its Notification dated May 9, 2018 amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations 2018). Pursuant to prospective sub-regulation 1A of Regulation 17 of Amended Listing Regulations 2018, to be effective from April 1, 2019, no listed Company shall appoint or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment / continuation of office.

At the 27<sup>th</sup> Annual General Meeting held on September 24, 2014, an Ordinary Resolution was passed by Members of the Company according approval for appointment of Mr. Vinod Dhall (DIN: 02591373), as Non-Executive Independent Directors for a period of five (5) years effective September 24, 2014. In view of the above, for continuance in office of Mr. Vinod Dhall, aged about 75 years, Non-Executive Independent Director of the Company for his remaining term valid up to September 23, 2019, it is necessary to obtain Shareholders' approval by way of a Special Resolution.

Mr. Vinod Dhall is a seasoned Bureaucrat and Ex-Member & acting Chairman of the Competition Commission of India. Mr. Dhall is having vast and rich experience in the field of Corporate Affairs, Economic regulatory experience in the areas of capital markets and Insurance and therefore his continuation as a Director would be of immense benefit to the Company.

Considering the rich experience, expertise, qualification and active contribution of Mr. Dhall as a Non-Executive Independent Director, towards the Company, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on February 14, 2019 recommended the continuation of Mr. Dhall's present tenure of appointment as Non-Executive Independent Director i.e. up to September 23, 2019, on the existing terms and conditions notwithstanding that he will cross the age of 75 years on February 20, 2019.

The brief profile of Mr. Vinod Dhall under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure - I to the Explanatory Statement and forms integral part of this Postal Ballot Notice.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 2 in the accompanying Postal Ballot Notice for the approval of Members.

Mr. Vinod Dhall is not related to any Director on the Board of the Company.

Mr. Vinod Dhall, Non-Executive Independent Director is concerned or interested in the Resolution at Item No. 2 of this Postal Ballot Notice.

None of the other Directors are concerned or interested in the said Special Resolution.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice.

**Additional Information of Directors pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:**

Name of the Director	Mr. Prakash V. Mehta	Mr. Vinod K. Dhall
Director Identification Number (DIN)	00001366	02591373
Age	77 Years	Around 75 Years
Date of Birth	February 12,1942	February 20,1944
Date of appointment on the Board	June 30,1989	September 24,2014
Qualification	Mr. Prakash V. Mehta obtained a Bachelors Degree in Law from the University of Bombay in 1963, thereafter qualified as a Solicitor in 1966.	Mr. Dhall entered Indian Administrative Service (IAS) in 1966.
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Prakash V. Mehta has been a Director on the Board of the Company since June 30, 1989. Mr. Mehta has been practicing as a Solicitor since 1966. He is a partner of M/s. Malvi Ranchoddas & Co., a renowned firm of Solicitors. He has considerable experience in the field of Law and is also an expert in Corporate Law, Acquisitions, Joint Ventures and Foreign Collaborations.	Mr. Vinod Dhall has been a Director on the Board of the Company since September 24, 2014. Mr. Dhall is having vast and rich experience in the field of Corporate Affairs, Competition Law, Insurance and economic regulatory experience in the areas of capital markets.
Terms & Conditions of re-appointment	As set out in the Special Resolution at Item No. 1 read with respective Explanatory Statement of the Postal Ballot Notice	As set out in the Special Resolution at Item No. 2 read with respective Explanatory Statement of the Postal Ballot Notice
Remuneration last drawn	Sitting fees for attending the Board and its Committee Meetings.	Sitting fees for attending the Board and its Committee Meetings.
Details of remuneration to be paid	Not Applicable	Not Applicable
Number of Meetings of the Board attended during the financial year 2017-2018 (out of total 7 Board Meetings held)	7	4
Number of Shares held in Company as on December 31, 2018	500 Equity shares of Rs 2/- each	NIL
Directorship held in other companies	<ul style="list-style-type: none"> <li>- Oriental Aromatics Limited;</li> <li>- Hikal Limited;</li> <li>- Mukand Engineers Limited;</li> <li>- Mukand Limited;</li> <li>- Bharat Bijlee Limited;</li> <li>- Tulsidas Khimji Private Limited;</li> <li>- Mukand Sumi Special Steel Limited;</li> <li>- India Safety Vaults Private Limited;</li> <li>- Lotus Shopping Centres Private Limited;</li> <li>- Pegasus Assets Reconstruction Pvt Ltd;</li> <li>- Rajsivi Properties And Holdings Pvt Ltd;</li> <li>- G-Corp Lotus Mall Private Limited;</li> <li>- Iris Investment Advisors Private Limited;</li> </ul>	<ul style="list-style-type: none"> <li>- ICICI Prudential Life Insurance Company Limited;</li> <li>- ICICI Prudential Pension Funds Management Company Limited</li> <li>- ICICI Securities Limited;</li> <li>- ICICI Prudential Trust Limited;</li> <li>- ICICI Home Finance Limited;</li> <li>- Schneider Electric Infrastructure Limited;</li> <li>- Orient Cement Limited;</li> </ul>
Membership / Chairmanships of committees across all other companies [includes Audit and Stakeholders Relationship Committee]	<p><b>Audit Committee:</b></p> <ul style="list-style-type: none"> <li>- Bharat Bijlee Limited (Member);</li> <li>- Oriental Aromatics Limited (Member);</li> <li>- Hikal Limited (Member);</li> <li>- Mukand Limited (Member);</li> <li>- Mukand Engineers Limited (Chairman)</li> </ul> <p><b>Stakeholder Relationship Committee:</b></p> <ul style="list-style-type: none"> <li>- Hikal Limited (Member);</li> <li>- Bharat Bijlee Limited (Chairman)</li> </ul>	<p><b>Audit Committee:</b></p> <ul style="list-style-type: none"> <li>- ICICI Prudential Life Insurance Company Limited (Member);</li> <li>- ICICI Prudential Pension Funds Management Co Ltd (Chairman);</li> <li>- ICICI Prudential Trust Limited (Member);</li> <li>- Schneider Electric Infrastructure Limited (Chairman);</li> </ul> <p><b>Stakeholder Relationship Committee:</b></p> <ul style="list-style-type: none"> <li>- ICICI Prudential Life Insurance Company Limited (Chairman);</li> <li>- Orient Cement Limited (Chairman)</li> </ul>
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Mehta is not related to any Director and / or Key Managerial Personnel of the Company.	Mr. Dhall is not related to any Director and / or Key Managerial Personnel of the Company.

# ADVANI HOTELS & RESORTS (INDIA) LIMITED



**CARAVELA**<sup>®</sup>  
BEACH RESORT

CIN: L999992MH1987PLC042891

Regd. Office: 18, Jolly Maker Chambers II, Nariman Point, Mumbai - 400 021.  
Website: [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com); email: [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com)  
Tel.: +91 22 2285 0101 | Fax: +91 22 2204 0744

## POSTAL BALLOT FORM

Sr.No. :

Name and Registered Address of :  
Sole/First named Member(s)  
(In Block letters)

Name(s) of the Joint Member(s), if any :

Folio No./DPIDNo.\*/ Client ID No.\* :  
(\*Applicable to Members holding  
shares in dematerialized form)

Number of Shares held :

I/We hereby exercise my/our vote in respect of the under mentioned Resolutions to be passed through Postal Ballot as set out in the Postal Ballot Notice dated February 14, 2019 of the Company by conveying my/our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item no.	Brief particulars of the Resolution	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval for continuation of Directorship of Mr. Prakash V Mehta as a Non-Executive Independent Director.			
2.	Approval for continuation of Directorship of Mr. Vinod Dhall as a Non-Executive Independent Director.			

Place:

Date :

\_\_\_\_\_  
(Signature of the Member)

## ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
110427		

Notes:

- If the voting rights are exercised electronically, there is no need to use this form.
- Please read carefully the instructions printed overleaf before exercising your vote.

This postal ballot form duly filled and signed should reach the Scrutinizer not later than March 23, 2019 at 17:00 Hours IST.

# INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier/ speed post at the expense of the member, will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/ her absence, by the next named member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'.
6. The votes of a member will be considered invalid on any of the following grounds:
  - a) if the Postal Ballot form has not been signed by or on behalf of the member;
  - b) if the member's signature does not tally;
  - c) if the member has marked his/ her/ its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
  - e) if the Postal Ballot Form is incomplete or incorrectly filled;
  - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g) if the form other than the one issued by the Company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Wednesday, March 23, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/ Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at bhattivirendra1945@yahoo.co.in, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A member need not use all his/ her votes nor does he/ she need to cast his/ her votes in the same way on all the Resolutions.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, i.e. Friday, February 15, 2019.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

## **Attention to the members:**

The members are requested to note that SEBI has amended Regulation 40 of SEBI (LODR) Regulations 2015 vide the Notification dated June 8, 2018 and in terms of the said notification, requests for transfer except transmission or transposition of securities, held in physical form will not be processed after March 31, 2019. The members are requested to dematerialize the securities held in physical form on or before March 31, 2019.

Further, members are requested to note that SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has directed all the listed companies to record the Permanent Account Number (PAN) of all their shareholders and Bank Account details of registered shareholders.

## **Green Initiative:**

As responsible citizens, we would like to do our bit to protect our environment and reduce our carbon footprint. We request you, our valued shareholder, to join us in our endeavor to save the planet by registering your email to receive all communications electronically.

In case you hold securities of the Company in demat mode, kindly furnish your email ID to your Depository Participant (i.e., with whom you had opened your demat account). If you hold securities in physical mode, kindly furnish your email ID to the Company's Registrar & Share Transfer Agents, Datamatics Business Solutions Limited ('RTA') at their email ID: pradeep\_mokale@datamaticsbpm.com For more details, you may contact: cs.ho@advanihotels.com.