

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting of the Members of Maharaja Heritage Resorts Limited will be held on Wednesday, the 5th day of June, 2024 at 10:30 a.m. at the Registered Office of the Company, 25, Community Shopping Centre, Basant Lok, New Delhi – 110057 for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2024, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Gaj Singh Jodhpur (DIN:00061278) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shivraj Singh Jodhpur (DIN: 00140635) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dhananjaya Singh (DIN: 01713820) who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that, in accordance with the provisions of Section 142 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), remuneration of

₹40,000/- (Rupees Forty Thousand only) to Messrs. Shashi Verma & Company, Chartered Accountants (Registration No. 018467N), Statutory Auditors of the Company, for conduct of audit for the financial year 2024-25, plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that, in accordance with the provisions of Section 152 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Mohit Aggarwal (DIN: 10434321) be and is hereby appointed as a Non-Executive Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

By Order of the Board

Maharaja Heritage Resorts Limited

Ashish Thakar

Director

DIN: 09383474

Place: Gurugram

Date: 18th April, 2024

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a Member of the Company.**

Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company, 25, Community Shopping Centre, Basant Lok, New Delhi – 110 057, not less than forty-eight hours before the commencement of the AGM i.e. by 10:30 a.m., Monday, 3rd June, 2024.

2. Corporate Members are required to send to the Registered Office of the Company, a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 ('the Act'), authorising their representative to attend and vote at the AGM.
3. Route map of the venue of the Meeting (including prominent landmark) is annexed.
4. Explanatory Statement, pursuant to Section 102 of the Act, relating to Special Business to be transacted at this AGM, is also annexed.

EXPLANATORY STATEMENT

Annexed to the Notice convening the 29th Annual General Meeting to be held on Wednesday, the 5th day of June, 2024.

Item No. 6

The Board of Directors of the Company ('the Board') at the meeting held on 11th January, 2024, appointed in terms of Section 161 of the Companies Act, 2013 ('the Act') and Article 130 of the Articles of Association of the Company, Mr. Mohit Aggarwal as an Additional Non-

Executive Director of the Company with effect from the said date.

Mr. M. Aggarwal will vacate his office at this Annual General Meeting and is eligible for appointment as Director. The Board at the meeting held on 18th April, 2024 has recommended for the approval of the Members, the appointment of Mr. M. Aggarwal as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Brief Profile of Mr. M. Aggarwal is provided below:

Mr. Mohit Aggarwal (48 years) (DIN- 10434321) is a graduate from Shri Ram College of Commerce, Delhi and a Chartered Accountant from Institute of Chartered Accountants of India. He started his career as Senior Consultant with M/s. Sahni Natarajan & Bahl, Chartered Accountants, New Delhi where he handled various assignments including due diligence, valuation, feasibility study, entry strategy, forensics, internal audits, etc.

He joined ITC Limited ('ITC') in November, 2000 in Corporate Internal Audit Department and worked across Cigarettes, FMCG and Apparel businesses. His span of work includes Divestment of brand, Restructuring of business, Business Planning, Operations, Accounts, SAP & other IT implementations, Compliance and Taxation.

In September, 2020, he was deputed as Chief Financial Officer of International Travel House Limited, an associate listed company of ITC. From May 2023, he is designated as Vice President Finance – ITC, Hotels Division and is also a member of its Divisional Management Committee.

Other Directorships

Name of the Company	Position
Srinivasa Resorts Limited	Director

Board Committee Membership of other Companies - Nil

Mr. M. Aggarwal is not in receipt of any remuneration from the Company. He does not hold any equity share in the Company, either in his individual capacity or on beneficial basis for any other person nor he is related to any Director or Key Managerial Personnel of the Company.

Since his appointment, the Company held one Board meeting in the financial year 2023-24; Mr. M. Aggarwal attended the same.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. M. Aggarwal has been received by the Company, and consent has been given by Mr. M. Aggarwal pursuant to Section 152 of the Act.

Mr. M. Aggarwal and his relatives are interested in this Resolution. None of the other Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financial or otherwise, in this Resolution.

The Board recommends this Resolution for your approval.

**By Order of the Board
Maharaja Heritage Resorts Limited**

**Ashish Thakar
Director
DIN: 09383474**

**Place: Gurugram
Date: 18th April, 2024**

Maharaja Heritage Resorts Limited

CIN: U74899DL1995PLC099649

Registered Office: 25, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057

Tel: +91-11-46035500, Fax: +91-11-46035528, Email: holidays@welcomheritagehotels.in

Website: www.welcomheritagehotels.in

29TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE

5th June, 2024

VENUE

25, Community Centre,
Basant Lok, Vasant Vihar,
New Delhi – 110 057

TIME

10:30 a.m.

1. DP ID No. & Client ID No. /
Registered Folio No. :
2. Name of the Member :

I certify that I am a Member / Proxy for the Member holding _____ shares.

Please ✓ in the box.

Member Proxy

Name of the Proxy in Block Letters

Signature of Member / Proxy attending

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29TH ANNUAL GENERAL MEETING

PROXY FORM

1. Name(s) of Member(s)
(including joint holders, if any) :
2. Registered address of the
sole / first named Member :
3. E-mail ID :

I / We, being the Member(s) holding _____ shares of Maharaja Heritage Resorts Limited, hereby appoint

(1) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

(3) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf, at the 29th Annual General Meeting ('AGM') of the Company to be held on the 5th day of June, 2024 at 10:30 a.m. at 25, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (√)	
		For	Against
Ordinary Business			
1	Adoption of the Financial Statements of the Company for the financial year ended 31 st March, 2024 and the Reports of the Board of Directors and the Auditors.		

2	Appointment of Mr. Gaj Singh Jodhpur (DIN:00061278) who retires by rotation and offers himself for re-appointment.		
3	Appointment of Mr. Shivraj Singh Jodhpur (DIN: 00140635) who retires by rotation and offers himself for re-appointment.		
4	Appointment of Mr. Dhananajaya Singh (DIN: 01713820) who retires by rotation and offers himself for re-appointment.		
5	Remuneration of Messrs. Shashi Verma & Company, Chartered Accountants, Statutory Auditors of the Company to conduct the audit for the financial year 2024-25.		
Special Business			
6	Appointment of Mr. Mohit Aggarwal (DIN: 10434321) as a Non-Executive Director of the Company.		

Signed this ___ day of 2024

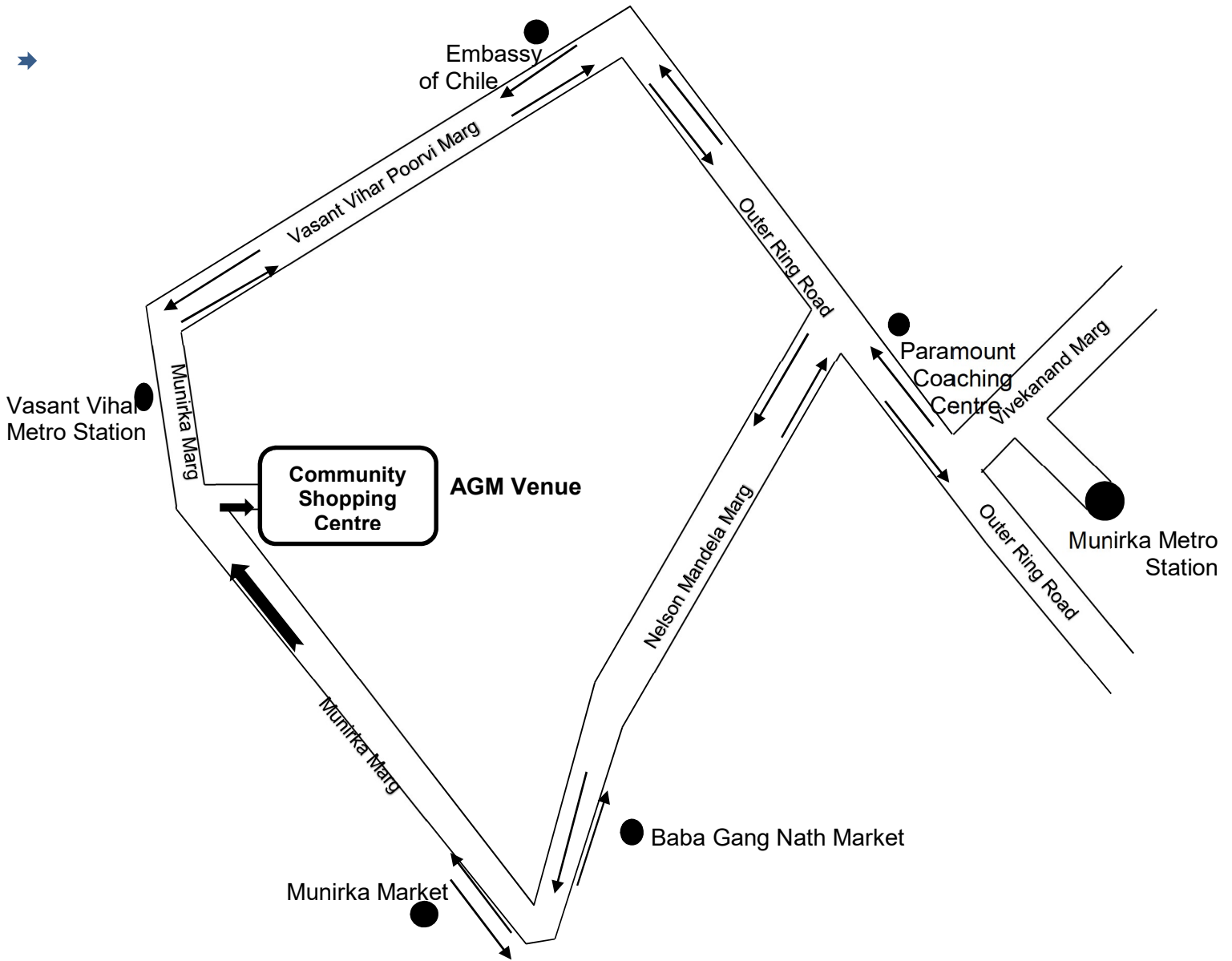
Signature of Member:

Affix
Revenue
Stamp

Instructions

1. This form of proxy, in order to be effective, should be duly completed and stamped and deposited / received at the Registered Office of the Company at 25, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057, not less than 48 hours before the commencement of the AGM i.e. by 10:30 a.m. on Monday, 3rd June, 2024.
2. The Proxy Form should be signed by the Member or his attorney authorised in writing, or in case of a corporate Member, should be under its seal or be signed by an officer or attorney authorised by such Member. In case of joint holding, the Proxy Form may be signed by any of the holders.
3. The signature of the Member on the Proxy Form should be as per the specimen signature registered with the Company.

**ROUTE MAP FOR THE LOCATION OF 29TH ANNUAL GENERAL MEETING OF
MAHARAJA HERITAGE RESORTS LIMITED**



Venue: 25, Community Shopping Centre, Basant Lok, New Delhi – 110057
Date : 5th June, 2024
Time : 10:30 a.m.