

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting of the Members of Maharaja Heritage Resorts Limited will be held at the Registered Office of the Company, 25, Community Shopping Centre, Basant Lok, New Delhi – 110057 on Monday, the 24th day of August, 2020 at 11 a.m. 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, 2020 and the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mr. Nakul Anand (DIN:00022279), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Shivranjani Rajye Jodhpur (DIN:00140679) who retires by rotation and, being eligible, offers herself for re-appointment.
4. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“Resolved that, in accordance with the provision of Sections 139 and 142 of the Companies Act, 2013, Messrs. Shashi Verma & Company, Chartered Accountants (Registration No. 018467N), be and are hereby re-appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting to hold such

office for a period of five years till the conclusion of the Thirtieth Annual General Meeting, at a remuneration of ₹ 30,000/- plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

SPECIAL BUSINESS

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

“Resolved that, in accordance with the provision of Sections 61, 64 and other applicable provisions of the Companies Act, 2013, the Authorised Share Capital of the Company be increased from ₹ 3,60,00,000 (Rupees Three Crores Sixty Lakhs Only) divided into 3,60,000 (Three lakhs sixty thousand) Equity Shares of ₹ 100/- each to ₹ 7,60,00,000 (Rupees Seven Crores Sixty Lakhs Only) divided into 7,60,000 (Seven Lakhs Sixty Thousand) Equity Shares of ₹ 100/- each by creation of additional 4,00,000 (Four Lakhs) Equity Shares of ₹ 100/- each.

Resolved further that Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly.

Resolved further that, Messrs. Jagdish Singh and Samir MC, Directors, and Mr. Abinash Manghani, Chief Executive Officer of the Company, be and are hereby severally authorised to file, sign, verify and execute all such e-forms or other documents as may be required and to do all such acts, deeds and

things as may be necessary and incidental to give effect to this resolution.”

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

“Resolved that, in accordance with the provision of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be amended by deletion of the existing Article 4 and by substitution thereof the following Article:

“4. *The Authorised Share Capital of the Company is ₹ 7,60,00,000 (Rupees Seven Crores Sixty Lakhs Only) divided into 7,60,000 (Seven Lakhs Sixty Thousand) Equity Shares of ₹ 100/- each.*”

Resolved further that, Messrs. Jagdish Singh and Samir MC, Directors, and Mr. Abinash Manghani, Chief Executive Officer of the Company, be and are hereby severally authorised to file, sign, verify and execute all such e-forms or other documents as may be required and to do all such acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

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

Samir Mecherivalappil Chandrasekharan
Place: New Delhi **Director**
Date: 1st August, 2020 **DIN: 08064002**

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 11:00 a.m. on Saturday, 22nd August, 2020.

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, authorising their representative to attend and vote at the AGM.
3. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Businesses to be transacted at this AGM, is annexed.
4. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Twenty-Fifth Annual General Meeting of the Company to be held on Monday, 24th August, 2020.

Items 5 & 6

The Authorised Share Capital and Paid-up Share Capital of the Company presently stands at ₹ 3,60,00,000 (Rupees Three Crores Sixty Lakhs Only) divided into 3,60,000 (Three lakhs Sixty Thousand) Equity Shares of ₹ 100/- each.

The Company having various hotels has been severely impacted with operations coming to a standstill due to the outbreak of COVID-19 pandemic. Hence, the Company requires additional funds to fulfill its current financial requirements.

Considering the above, the Board of Directors of the Company have recommended for the approval of the Members, increase in the Authorised Share Capital of the Company from the existing ₹ 3,60,00,000 (Rupees Three Crores Sixty Lakhs Only) divided into 3,60,000 (Three lakhs sixty thousand) Equity Shares of ₹ 100/- each to ₹ 7,60,00,000 (Rupees Seven Crores Sixty Lakhs Only) divided into 7,60,000 (Seven Lakhs Sixty Thousand) Equity Shares of ₹ 100/- each by creation of additional 4,00,000 (Four Lakhs) Equity Shares of ₹ 100/- each.

Section 61 of the Companies Act, 2013 read with Article 59 of the Articles of Association of your Company permits your Company to increase its Authorised Share Capital by Special Resolution.

Further, since the Authorised Share Capital is proposed to be increased, substitution of the existing Article 4 is considered necessary in order that the increased Share Capital is reflected in the Articles of Association of your Company.

A copy of the Memorandum and Articles of Association of the Company will be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day up to the date of this Annual General Meeting, and also at the venue of the Meeting.

None of the Directors and Key Managerial Personnel of your Company, or their relatives, is interested in these Special Resolutions.

The Board of Directors of your Company recommends the Special Resolutions for your approval.

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

Samir Mecherivalappil Chandrasekharan
Place: New Delhi **Director**
Date: 1st August, 2020 **DIN: 08064002**

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

25TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE

24th day of August, 2020

VENUE

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

TIME

11.00 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

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**25TH 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 :
4. DP ID No. & Client ID No. /
Registered Folio No. :

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: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf, at the Annual General Meeting of the Company to be held on the 24th day of August, 2020 at 11:00 a.m. at 25, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057 and at any adjournment thereof in respect of the resolutions as are indicated below:

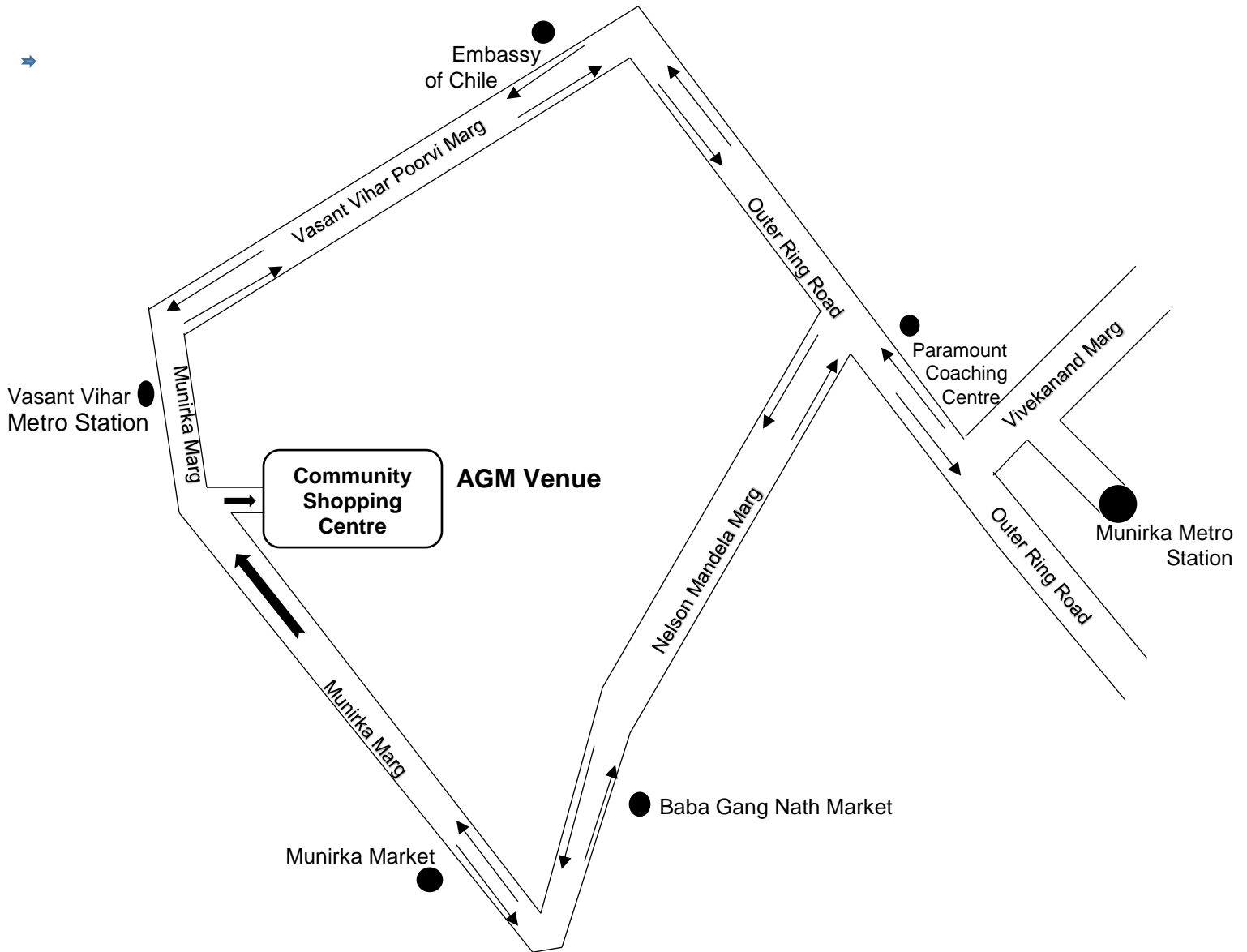
Resolution Number	Description	Optional (√)	
		For	Against
Ordinary Business			
1	Adoption of the Financial Statement of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors.		
2	Appointment of Mr. Nakul Anand who retires by rotation and offers himself for re-appointment.		
3	Appointment of Ms. Shivranjani Rajye Jodhpur who retires by rotation and offers herself for re-appointment.		
4	Re-appointment of Messrs. Shashi Verma & Company, Chartered Accountants as Auditors, for a period of five years, from the conclusion of this AGM till the conclusion of 30th AGM and approval of their remuneration to conduct the audit for the financial year 2020-21.		
5.	Increase in Authorised Share Capital and alteration of Memorandum of Association of the Company.		
6.	Alteration of Article of Association of the Company.		

Signed this _____ day of _____ 2020. Signature of Member: _____

NOTE: This form of proxy, in order to be effective, should be duly completed and deposited 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 11:00 a.m. on 22nd August, 2020.

Affix
15 Paise
Revenue
Stamp

GUIDE MAP FOR THE LOCATION OF 25TH ANNUAL GENERAL MEETING OF MAHARAJA HERITAGE RESORTS LIMITED



Venue: 25, Community Shopping Centre, Basant Lok, New Delhi – 110057
Date : 24th August, 2020
Time : 11:00 a.m.