RAMADA

caravela beach resort
Goa

September 02, 2014

The Secretary, BSE Limited
1st Floor, New Trading Ring, Rotunda Building
P. J. Towers, Dalal Street, Fort Mumbai 400001 (Fax No. 2272 1003)
(corp.relations@bseindia.com) (jeevan.noronha@bseindia.com)

The Delhi Stock Exchange Association Ltd.
DSE House, 3/1 Asaf Ali Road,
New Delhi 110002 Tel: 011-4647 0000 (Fax No. 011-4647 0053)
(mishra.p@dseindia.org.in; contact@dseindia.org.in)

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai 400051 (cmlist@nse.co.in) (hbhuta@nse.co.in) (Fax No. 2659 8238)
(Neaps Ref. 2014/Sep/1087/1098) : 16109114

Dear Sir,

Sub.: Notice of 27th Annual General Meeting to be convened on September 24, 2014
Ref.: BSE Scrip Code:523269 / NSE Symbol: ADVANIHOTR / DSE CO.NO.:5924 Series: EQ

Pursuant to Clause 31(a) of the Listing Agreement, please find enclosed herewith copy of the Notice along with the Explanatory Statement of the 27th Annual General Meeting of the Company to be convened on Wednesday, September 24, 2014.

Physical copies of the Annual Report 2013 – 14 of the Company is being sent to you separately.

Kindly take the same on your record and acknowledge its receipt.

Thanking you,

Yours faithfully,
For **ADVANI HOTELS & RESORTS (INDIA) LIMITED**

ADVANI HOTELS & RESORTS (I) LTD. MUMBAI

Raju Bamanel
Company Secretary

Encl: As stated above

NOTICE

Notice is hereby given that the **Twenty Seventh Annual General Meeting** of the Members of **Advani Hotels & Resorts (India) Limited** will be held at 'Rangaswar', 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai – 400021 on Wednesday September 24, 2014 at 11.00 a.m. to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Statement of Profit and loss for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To confirm the payment of the Interim Dividend paid @ 12% (₹ 0.24 per Share) and consider, approve and declare the same as the final dividend for the financial year ended 31st March, 2014.
3. To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Thirtieth Annual General Meeting to be held after this meeting subject to ratification at every Annual General Meeting and to fix their remuneration and to pass the following remuneration;

   "RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendation of Audit Committee of the Board of Directors of the Company, M/s. J. G. Verma & Co., Chartered Accountants, having Firm Registration No. 111381W be and hereby re-appointed as the Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting subject to ratification of the appointment by the members at every Annual General Meeting to be held after this meeting and that the Board of Directors be and hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

4. **Appointment of Mr. Prakash Vasantlal Mehta as an Independent Director**

   To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution**;

   "RESOLVED that pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications and re-enactment(s) thereof, for the time being in force) Mr. Prakash Vasantlal Mehta (DIN : 00001366) Director of the Company whose period of office liable to determination by retirement of Directors by rotation (under the erstwhile Companies Act, 1956) and who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years commencing from September 24, 2014 and whose term of office shall not be liable to retire by rotation."

5. **Appointment of Mr. Krishnamoorthy Kannan as an Independent Director**

   To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution**;

   "RESOLVED that pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications and re-enactment(s) thereof, for the time being in force) Mr. Krishnamoorthy Kannan (DIN : 00001509) Director of the Company whose period of office liable to determination by retirement of Directors by rotation

(under the erstwhile Companies Act, 1956) and who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years commencing from September 24, 2014 and whose term of office shall not be liable to retire by rotation."

6. **Appointment of Mr. Anil Harish as an Independent Director**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution**;

"RESOLVED that pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications and re-enactment(s) thereof, for the time being in force), Mr. Anil Harish (DIN : 00001685) Director of the Company whose period of office liable to determination by retirement of Directors by rotation (under the erstwhile Companies Act, 1956) be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years commencing from September 24, 2014 and whose term of office shall not be liable to retire by rotation."

7. **Appointment of Mr. Vinod Dhall as an Independent Director**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution**;

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinod Dhall (DIN: 02591373), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from September 24, 2014 and whose term of office shall not be liable to retire by rotation."

8. **Appointment of Mrs. Nina Haresh Advani as Non Executive Director**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution**;

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mrs. Nina Haresh Advani (DIN: 00017274), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 1, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non Executive Director of the Company and whose term of office shall be liable to retire by rotation."

9. **Ratification for holding an office or place of profit under Section 188(1)(f) and (3) of the Companies Act, 2013 by Mr. Prahlad S. Advani, Vice President and Asset Manager for the period April 1, 2014 to July 31, 2014**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special**

Resolution;

"RESOLVED that pursuant to the Special Resolution No. 5 passed under Section 314(1B) of the Companies Act 1956 by the Shareholders of the Company in their Twenty Third Annual General Meeting of the Company held on Wednesday, December 15, 2010 read together with Central Government's approval vide letters SRNo. B07008162/1/2011 – CL. VII dated the March 16, 2012 and SRNo. B93872000/2014 – CL VII dated the August 13, 2014, and pursuant to the provisions of Clause (f) of Sub Section (1) and Sub Section (3) of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof for the time being in force and hereinafter referred to as the "Act") the Company hereby ratifies the holding of an office or place of profit by Mr. Prahlad S. Advani, Vice President and Asset Manager for the period from April 1, 2014 to July 31, 2014 on the same terms and conditions as mentioned in the said Special Resolution No. 5 which is reproduced as follows;

Salary

Salary of ₹ 1,30,000 in the Company's Special Grade of ₹ 1,30,000 – ₹ 17,500 – ₹ 2,00,000.

For the period from April 1, 2014 to July 31, 2014 Salary of ₹ 1,73,030/- per month (pro-rata of the total remuneration allowed and approved by the Central Government vide its approval letter SRNo. B93872000/ 2014 – CL VII dated the August 13, 2014).

Perquisites

In addition to the salary, Mr. Prahlad S. Advani shall be entitled to the following perquisites:

CATEGORY 'A'

I. Housing

(a) Company leased unfurnished accommodation or House Rent Allowance in lieu thereof subject to a maximum of 60% of Salary.

(b) In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.

II. Medical reimbursement

Medical expenses reimbursement for self, spouse and family members subject to a maximum of one month's salary per annum or three months' salary over a period of three years.

III. Leave Travel Allowance

Leave Travel Allowance for self, spouse and family members once in a year incurred in accordance with the Company's rules subject to a maximum of one month's salary per annum or two months' salary over a period of two years.

IV. Insurance

Insurance premium not exceeding 3.1% of the Salary.

V. Other allowances/reimbursements

(a) Reimbursement of Uniform, Books & Periodicals and Computer Allowance subject to a maximum of 15% of the Salary.

(b) Reimbursement of Club Fees/Expenses subject to a maximum of 10% of the Salary.
(c) Reimbursement of Entertainment Expenses subject to a maximum of 12% of the Salary.

CATEGORY 'B'

I. Provident Fund

Provident Fund/Superannuation/Annuity Fund Contributions as per the Company's rules.

II. Gratuity

Gratuity as per the Company's rules.

CATEGORY 'C'

I. Car

Provision of a car with driver and petrol expenses for use of Company's business. Use of car for personal purposes shall be billed by the Company.

II. Telephone

Provision of telephone at residence for Company's business purpose. Provision of Mobile phone as per Company's rules.

The employment can be terminated by either party by giving 90 days notice in writing.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to this resolution."

10. **Appointment of Mr. Prahlad S. Advani as Whole-time Director**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**;

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force and hereinafter referred to as the "Act") and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by the Central Government and any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment of Mr. Prahlad S. Advani (DIN: 06943762) as a Whole-time Director of the Company Designated as "Director of Operations" for a period of three years with effect from August 1, 2014 upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. Prahlad S. Advani, subject to the following terms and conditions:

I. Period of appointment: August 1, 2014 to July 31, 2017

II. Remuneration

(A) Fixed Compensation:

(i) Fixed Compensation shall include Basic Salary, HRA, Company's Contribution to Provident Fund and Gratuity.

(ii) The Basic Salary shall be in the scale range of ₹ 2,46,000 – ₹ 32,000 – ₹ 3,10,000 per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors.

(iii) Company leased accommodation or House Rent Allowance in lieu thereof, subject to a maximum of 60% of Salary

(iv) Provident Fund contributions as per Company's rules

(v) The Company's contribution to Gratuity shall be according to the Gratuity Act, in force from time to time.

(B) Flexible Compensation

In addition to the fixed compensation, Mr. Prahlad S. Advani will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances").

These perquisites and allowances may be granted to Mr. Prahlad S. Advani in such form and manner as the Board may decide.

(i) Payment/reimbursement of medical/ hospitalisation expenses for self and family members, subject to a maximum of one month's salary or three months salary over a period of three years.

(ii) Insurance policies such as Group personal accident policy, overseas travel insurance, Directors & Officers Liability policy, or as may be decided by the management from time to time;

(iii) Company car with driver and fuel reimbursement with associated expenses

(iv) Provision of telephone(s) at residence; and mobile phone with associated expenses

(v) Accommodation, boarding and lodging in the hotel when deputed to Goa or any other place;

(vi) Provision of computer, laptop, and i-pad with associated expenses

(vii) Privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. In addition, Sick leave and other leave as per the rules of the Company or approved by the Board of Directors;

(viii) Such other perquisites and allowances as per the policy/rules of the Company in force and/ or as may be approved by the Board from time to time.

Explanation:

Perquisites shall be evaluated at actual cost or if the cost is not ascertainable, the same shall be valued as per the Income Tax Rules.

III. Overall Remuneration

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to Mr. Prahlad S. Advani from time to time, shall not exceed the limits prescribed from time to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force.

IV. Termination

The employment can be terminated by either party by giving 90 days notice in writing.

RESOLVED FURTHER that the approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the basic salary payable to Mr. Prahlad S. Advani, Director of Operations within the above mentioned scale of salary.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to this resolution."

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

Raju Bamane
Company Secretary

Place: Mumbai
Date: August 26, 2014

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorised representatives u/s 187 of the Companies Act, 1956, are requested to send a duly certified copy of the Board Resolution authorizing their representative/s to attend and vote at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 24, 2014 to Wednesday, September 24, 2014 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.

5. As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of upto five consecutive years and are not liable to retire by rotation. Accordingly, resolutions proposing appointment of an Independent Directors are given at item nos. 4 to 7.

6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company www.caravelabeachresort.com to M/s. Datamatics Financial Services Limited/Investor Service Department of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

7. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

8. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 22, 2014, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Thursday, September 18, 2014 and will end at 6.00 p.m. on Saturday, September 20, 2014. The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING

I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

(A) In case of Members receiving the 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 I (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 bhattvirendra@sify.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Shareholders receiving physical copy of the Notice of AGM and Ballot Form:

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

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

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.

III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, August 22, 2014. Members are eligible to cast their vote electronically only if they are holding shares as on that date.

V. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed three days prior to the date of AGM. Accordingly, the e-voting period shall commence at 9.00 a.m. on Thursday, September 18, 2014 and will end at 6.00 p.m. on Saturday, September 20, 2014. The e-voting module shall be disabled by NSDL at 6.00 p.m. on Saturday, September 20, 2014.

VI. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

9. Members holding shares in demat form and in physical form are requested to intimate any change(s) in their address and/or bank mandate to their Depository Participants and M/s. Datamatics Financial Services Limited/Investor Service Department of the Company respectively.

10. Members are requested to note that as per Section 205A of the Companies Act, 1956 dividends not encased/claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

11. The details of the due dates for transfer of the unpaid/ unclaimed dividend to the IEPF given below.

Members who have not claimed dividend in respect of the financial year(s) given as follows are requested to approach the Company/the Registrar and Share Transfer Agents of the Company for claiming the same. The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. www.caravelabeachresort.com.

Year of Declaration	Date of Declaration	Due Date (For transfer to IEPF)
2007 – 08 (Interim)	23-04-2008	17-05-2015
2007 – 08 (Final)	28-08-2008	13-09-2015
2009 – 10 (Final)	15-12-2010	22-01-2018
2010 – 11 (Final)	05-08-2011	10-09-2018
2011 – 12 (Interim)	15-05-2012	22-06-2019
2012 – 13 (Interim)	08-02-2013	12-03-2020

12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Datamatics Financial Services Limited/Investor Service Department of the Company.

13. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

14. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

15. Members desirous of seeking clarifications/explanations are requested to forward their queries to the Company at its Registered Office at least 7 days prior to the date of the Meeting.

16. Members are requested to kindly bring their copy of the Annual Report to the Annual General Meeting.

17. The Registrar and Share Transfer Agents of the Company are:

Datamatics Financial Services Limited,
Plot No. B-5, Part B, Cross Lane, MIDC, Marol,
Andheri (East), Mumbai – 400093.
E_mail ID: amit_banerjee@dfssl.com; Contact Person: Mr. Amit Banerjee
Tel.: 91-22-6671 2237 Fax: 91-22-6671 9645

Explanatory Statement

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 3 to 10 of the accompanying Notice dated August 26, 2014:

Item No. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. J. G. Verma & Co., Chartered Accountants have been the Auditors of the Company since inception of the

Company and have completed 26 years as Auditors of the Company. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s. J. G. Verma & Co., Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has proposed the appointment of M/s. J. G. Verma & Co., Chartered Accountants as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirtieth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting).

The Board recommends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the Resolution set out at Item No. 3 of the Notice.

Item Nos. 4 to 6:

Mr. Prakash Mehta and Mr. K. Kannan retire by rotation at the ensuing Annual General Meeting under the applicable provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (the "Act"), Mr. Prakash Mehta, Mr. K. Kannan and Mr. Anil Harish, all being Independent Directors and eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors for five (5) consecutive years commencing from September 24, 2014 and their term of office shall not be liable to retire by rotation. In the opinion of the Board, Mr. Prakash Mehta, Mr. K. Kannan and Mr. Anil Harish fulfill the conditions specified in the Act for their appointment as Independent Directors of the Company and are independent of the management. Copy of the draft letter for appointment of Mr. Prakash Mehta, Mr. K. Kannan and Mr. Anil Harish as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Prakash Mehta, Mr. K. Kannan and Mr. Anil Harish as Independent Directors. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Prakash Mehta, Mr. K. Kannan and Mr. Anil Harish as Independent Directors, for the approval by the Shareholders of the Company.

Mr. Prakash Mehta, Mr. K. Kannan and Mr. Anil Harish are concerned and interested in the Resolutions set out at item nos. 4 to 6 respectively as it relates to their own appointment. The respective relatives of Mr. Prakash Mehta, Mr. K. Kannan and Mr. Anil Harish may be deemed to be concerned or interested in the Resolutions set out at item nos. 4 to 6 respectively, to the extent of their shareholding in the Company, if any. None of the other Directors or Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolutions set out at Item nos. 4 to 6 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange/s.

Item No. 7

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vinod Dhall as an Independent Director of the Company. It is therefore proposed to appoint Mr. Vinod Dhall as an Independent Director of the Company to hold office for five consecutive years commencing from September 24, 2014 and whose term of office shall not be liable to retirement by rotation.

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Vinod Dhall has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Vinod Dhall as an Independent Director was placed before the Nomination & Remuneration Committee and the Board of Directors, which recommends his appointment as an Independent Director with effect from September 24, 2014.

In the opinion of the Board, Mr. Vinod Dhall fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and he is independent of the Management.

In compliance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act, the appointment of Mr. Vinod Dhall as an Independent Director is being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Vinod Dhall shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Vinod Dhall is interested and concerned in the Resolution at Item No.7 of the Notice as it relates to his own appointment. The relatives of Mr. Vinod Dhall may be deemed to be interested in the Resolution at Item No. 7, to the extent of their shareholding in the Company, if any. None of the other Directors or Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution set out at Item No.7 of the Notice.

A brief profile of the Independent Directors to be appointed is given as below:

Mr. Prakash Vasantlal Mehta

Mr. Mehta is graduated in Law from the University of Bombay in 1963 and qualified as a Solicitor in 1966. He is a Member of the Maharashtra & Goa Bar Association and also a Member of the Managing Committee of the Bombay Incorporated Law Society.

His areas of specialization include Joint Ventures & Foreign Collaborations, Property Laws and Corporate Laws.

Mr. Mehta is also on the Board and Board Committee positions of reputed companies.

He has been appointed as Non Executive & Independent Director of the Company w. e. f. June 30, 1989.

Mr. Krishnamoorthy Kannan

Mr. K. Kannan is a Fellow member of the Institute of Chartered Accountants of India (ICAI) and Associate member of the Institute of Cost Accountants of India (erstwhile name the Institute of Cost and Works Accountants of India). Mr. Kannan has a rich and varied experience in the domain of Finance, Banking, Corporate Laws, Taxation and Accounts. He is a former Chairman and Managing Director of the Bank of Baroda.

Mr. Kannan is also holding Directorship on the Board of reputed Companies i.e. Patel Engineering Ltd., Patel Realty (India) Ltd., Kesar Enterprises Ltd., Kesar Terminals & Infra Ltd., Kesar Multimodal Logistics Ltd. etc.

Mr. Kannan has been appointed as Non Executive & Independent Director of the Company w. e. f. July 26, 2003

Mr. Anil Harish

Mr. Anil Harish is a Partner of the Law Firm, D. M. Harish & Co. which was founded by his father, late Mr. D. M. Harish. Mr. Anil Harish has since the time he joined D. M. Harish & Co. in 1971, expanded the scope of his practice to include many diverse areas of the law including Corporate Law, Joint Ventures and Collaborations, Property, Mergers and Acquisitions, Demergers, LLPs, Arbitration, Exchange Control, Foreign Investments,

Trusts, Wills and Indian and International Taxation. He has been an office bearer of several institutions in the legal field such as the Society of Indian Law Firms, of which he was the Executive Vice President. As a specialist in the field of Real Estate, Mr. Harish is on the Advisory Board of the magazine "Property Scape" as well as the Accommodation Times Institute of Real Estate Management. Mr. Harish has been ranked by the prestigious legal directory of Chambers & Partners as a leading tax lawyer having a solid clientele of both domestic and overseas organizations.

He is a director of several prestigious public limited companies in India. He is involved with several educational and charitable trusts and is the former President of the Hyderabad (Sind) National Collegiate Board.

Mr. Harish is a graduate in Arts and Law and holding LL. M. degree from the University of Miami. U.S.A.

He has been appointed as Non Executive & Independent Director of the Company w. e. f. February 20, 1998.

Mr. Vinod Dhall

Mr. Vinod Kumar Dhall serves as Head of a law firm, Dhall Law Chambers. Mr. Dhall is a Senior Consultant on Competition Law and Policy to the Royal Government of Bhutan. He advises / lectures on corporate governance issues and competition law and policy and is a resource person to reputed academic and other institutions/ organizations in India. He served as Secretary of Government of India. Mr. Dhall has been in the Indian Administrative Service since 1966. He specialized ... in the fields of Corporate Affairs, Industry, Commerce and Finance, in which his total experience has been for about 27 years. This includes economic regulatory experience in the areas of capital markets, insurance and corporate affairs, as well as direct experience of running businesses as Chief Executive Officer of government owned companies. He served as an Acting Chairman of the Competition Commission of India until July 2008.

Mr. Dhall has been the Non-Executive Chairman of Schneider Electric Infrastructure Limited since December 16, 2011. He has been an Independent & Non-Executive Director of Bharti Infratel Limited since September 3, 2012; ICICI Prudential Trust Ltd., since July 15, 2010. He serves as an Independent Director of ICICI Prudential Life Insurance Company Ltd. He has been an Independent Non-Executive Director of Orient Cement Limited since November 1, 2011.

Previously, he served as a Director of ICICI Prudential Life Insurance Company Ltd. since March 5, 2009 and ICICI Prudential Pension Funds Management Company Limited since April 21, 2011. Mr. Dhall served as a Director of Areva T&D India Limited (ALSTOM T&D India Limited) from February 04, 2011 to December 12, 2011. He served as an Independent Non-Executive Director of Asian Hotels (North) Ltd. from November 11, 2010 to December 11, 2012.

He received several awards for his academic performance from University of Allahabad. He has a Bachelors' Degree in Law from University of Delhi and a Masters' degree in Mathematics from University of Allahabad.

The Board recommends the Ordinary Resolutions set out at Items Nos. 4 to 7 of the Notice for approval by the Members.

Mr. Prakash Mehta, Mr. K. Kannan, Mr. Anil Harish and Mr. Vinod Dhall are concerned and interested in the Resolutions set out at item nos. 4 to 7 respectively as it relates to their own appointment. The respective relatives of Mr. Prakash Mehta, Mr. K. Kannan, Mr. Anil Harish and Mr. Vinod Dhall may be deemed to be concerned or interested in the Resolutions set out at item nos. 4 to 7 respectively, to the extent of their shareholding in the Company, if any. None of the other Directors or Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolutions set out at Item nos. 4 to 7 of the Notice.

Item No. 8

The Board of Directors of the Company at its meeting held on August 1, 2014 has appointed Mrs. Nina H. Advani as an Additional Director with effect from August 1, 2014.

Under Section 161(1) of the Companies Act, 2013, an Additional Director of the Company can hold office till the next Annual General Meeting or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier.

Hence the Directors are seeking the approval of the Members of the Company for the appointment of Mrs. Nina H. Advani as Non Executive Director of the Company.

The Board recommends the resolution to the members for their acceptance and approval.

Mrs. Nina H. Advani is a graduate i.e. "A" levels – Southampton, U.K. and having rich and varied of experience in the Business and Administration.

She has worked as Manager in Ron Rosseller, Redondo Beach, Los Angeles, California, U.S.A. and also Realtor in Century 21, which is one of the largest real estate firms in California, U.S.A.

She was Director of J. B. A. Printing Inks. She has been President of Maharashtra State Women's Council (96 year old NGO running 10 projects for underprivileged children and women) during 2010 to 2014.

Mrs. Nina H. Advani as this is being her own appointment and Mr. Haresh G. Advani, being husband of Mrs. Nina H. Advani and Executive Director of the Company, are interested and concerned in the Resolution set out at Item No.8 of the Notice. The other relatives of Mrs. Nina H. Advani may be deemed to be interested in the Resolution set out at Item No.8, to the extent of their shareholding in the Company, if any. None of the other Directors or Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution set out at Item No.8 of the Notice.

Item No. 9

The Shareholders of the Company at the Annual General Meeting held on December 15, 2010 had passed a Special resolution approving that Mr. Prahlad S. Advani, Vice President and Asset Manager hold and continue to hold an office or place of profit under Section 314(1B) of the Companies Act, 1956 on the remuneration and other terms and conditions given as follows;

Salary

Salary of ₹ 1,30,000 in the Company's Special Grade of ₹ 1,30,000 – ₹ 17,500 – ₹ 2,00,000.

Perquisites

In addition to the salary, Mr. Prahlad S. Advani shall be entitled to the following perquisites:

CATEGORY 'A'

I. Housing

(a) Company leased unfurnished accommodation or House Rent Allowance in lieu thereof subject to a maximum of 60% of Salary.

(b) In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.

II. Medical reimbursement

Medical expenses reimbursement for self, spouse and family members subject to a maximum of one month's salary per annum or three months' salary over a period of three years.

III. Leave Travel Allowance

Leave Travel Allowance for self, spouse and family members once in a year incurred in accordance with the

Company's rules subject to a maximum of one month's salary per annum or two months' salary over a period of two years.

IV. Insurance

Insurance premium not exceeding 3.1% of the Salary.

V. Other allowances/reimbursements

(a) Reimbursement of Uniform, Books & Periodicals and Computer Allowance subject to a maximum of 15% of the Salary.

(b) Reimbursement of Club Fees/Expenses subject to a maximum of 10% of the Salary.

(c) Reimbursement of Entertainment Expenses subject to a maximum of 12% of the Salary.

CATEGORY 'B'

I. Provident Fund

Provident Fund/Superannuation/Annuity Fund Contributions as per the Company's rules.

II. Gratuity

Gratuity as per the Company's rules.

CATEGORY 'C'

I. Car

Provision of a car with driver and petrol expenses for use of Company's business. Use of car for personal purposes shall be billed by the Company.

II. Telephone

Provision of telephone at residence for Company's business purpose. Provision of Mobile phone as per Company's rules.

The employment can be terminated by either party by giving 90 days notice in writing.

An Application was made on March 4, 2011 to the Central Government. The Company then received an approval for initial three years from the Central Government vide letter No. SRNo. B07008162/1/2011 – CL. VII dated March 16, 2012 which allowed a total remuneration of ₹ 2,97,397 p.m. for the period from December 15, 2010 to December 14, 2011 and an increase of 10% p.a. i.e. total remuneration of ₹ 3,27,137 p.m. from December 15, 2011 to December 14, 2012 and ₹ 3,59,851 p.m. from December 15, 2012 to December 14, 2013.

A further application was made by the Company on January 16, 2014 for approval for Mr. Prahlad S. Advani to hold an office or place of profit, for a period of 2 years. The Company received approval from the Central Government vide its letter No. SRNo. B93872000/2014 – CL VII dated August 13, 2014 only for the period from December 15, 2013 to March 31, 2014. In view of the fact that the Companies Act, 1956 had been replaced with the Companies Act, 2013 which had taken effect from April 1, 2014, the approval that has been granted by the Central Government was for the period from December 15, 2013 to March 31, 2014, at total remuneration of ₹ 3,95,833 p.m.

Under Clause 4 of the Central Government's letter dated August 13, 2014, it directs that the Company may take necessary action to continue to hold an office or place of profit by Mr. Prahlad S. Advani w.e.f. April 1, 2014 in the Company as per Section 188(1)(f) of the Companies Act, 2013.

Accordingly, the Special Resolution to ratify the holding of office or place of profit by Mr. Prahlad S. Advani as Vice President and Asset Manager for the period from April 1, 2014 to July 31, 2014 and to pay him a total remuneration of ₹ 3,95,833 p.m. i.e. pro-rata of the total remuneration allowed and approved by the Central Government vide its approval letter SRNo. B93872000/2014 – CL VII dated the August 13, 2014, is being tabled.

The approval letters, dated March 16, 2012 and dated August 13, 2014 received from the Central Government with respect to holding an office or place of profit under Section 314(1B) of the Companies Act, 1956 by Mr. Prahlad S, Advani, Vice President and Asset Manager, are open for inspection by any Member(s) of the Company during the normal business hours on week days except Saturday.

It may be noted that Mr. Prahlad S. Advani has been appointed as an Additional Director and Whole-time Director of the Company w.e.f. August 1, 2014. Accordingly, the Resolution No.9 referred to above is only for the period from April 1, 2014 upto July 31, 2014. A separate Resolution for his appointment as Whole-time Director and his remuneration with effect from August 1, 2014 is being tabled separately as Resolution No.10 of this Notice dated August 26, 2014.

Mr. Prahlad S. Advani himself and his relatives Mr. Sunder G. Advani being father of Mr. Prahlad S. Advani and Chairman & Managing Director and Key Managerial Personnel and Mrs. Menaka S. Advani being Mother of Mr. Prahlad S. Advani and Non Executive Director of the Company are concerned and interested in the resolution set out at Item no. 9 of the Notice. The other relatives of Mr. Prahlad S. Advani may be deemed to be interested in the Resolution set out at Item no. 9, to the extent of their shareholding in the Company, if any. None of the other Directors or Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution set out at Item no. 9 of the Notice.

Item No. 10

The Board of Directors, at its meeting held on August 1, 2014, has appointed Mr. Prahlad S. Advani as a Whole-time Director designated as "Director of Operations" (hereinafter referred to as the "Appointee"), to hold office for a period of three years with effect from August 1, 2014.

This appointment is subject to the approval of the Shareholders of the Company.

Profile of Mr. Prahlad S. Advani ("the Appointee")

Mr. Prahlad S. Advani is Bachelor of Science in Hotel Administration from Cornell University with concentration in Financial Management. Mr. Prahlad S. Advani is also an alumnus of Harvard University/Harvard Business School, after graduating from the prestigious 'Owner & President Management Program' in the year 2014.

Before joining the Company in 2000 the Appointee was employed with Deutsche Bank Alex Brown in U.S.A. as a Financial Analyst in the Investment Banking Division. His annual compensation was valued at US $ 75,000. However, the Appointee joined the Company as General Manager – Asset Management in May 2000, on a monthly salary of ₹ 60,000 plus perquisites, which was paid with effect from September, 2000.

During his tenure he played a significant role in the strategic and timely disposition of the Company's flight kitchen and harvested a significant return on investment for Shareholders. He also took initiative to streamline manpower and reduce operating costs.

After a tenure of 10 years, the Appointee was promoted as Vice President - Asset Management of your Company with effect from December 15, 2010. During his tenure as Vice President - Asset Management of the Company he played a significant role in planning and implementing a long-term capital expenditure plan of over ₹ 5,000 lakhs; carried out energy audit to achieve a 25% reduction in annual energy consumption; improving the Resort's Internal Security by CCTV setup; assisted top management in negotiating with the foreign tour operators in signing major contracts.

Taking into account the qualification, experience and performance of the Appointee and the additional responsibilities handled by the Appointee in the Company during last 14 years, on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its Meeting held in August 1, 2014 have considered and approved his appointment as Whole Time Director of the Company with effect from August 1, 2014 on the terms and conditions to be agreed between the Board of Directors and the Appointee as contained in the resolution.

The Appointee holds 13,74,000 (2.9728%) shares in the Company as on the date of this notice.

The Appointee does not hold any directorships of other Companies as on date of this Notice.

The particulars of the proposed remuneration, perquisites and benefits payable to Mr. Prahlad S. Advani are given as follows;

I. **Period of appointment:** August 1, 2014 to July 31, 2017

II. **Remuneration**

(A) Fixed Compensation:

(i) Fixed Compensation shall include Basic Salary, HRA, Company's Contribution to Provident Fund and Gratuity.

(ii) The Basic Salary shall be in the scale range of ₹ 2,46,000 – ₹ 32,000 – ₹ 3,10,000 per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors.

(iii) Company leased accommodation or House Rent Allowance in lieu thereof, subject to a maximum of 60% of Salary

(iv) Provident Fund contributions as per company rules

(v) The Company's contribution to Gratuity shall be according to the Gratuity Act, in force from time to time.

(B) Flexible Compensation

In addition to the fixed compensation, Mr. Prahlad S. Advani will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances").

These perquisites and allowances may be granted to Mr. Prahlad S. Advani in such form and manner as the Board may decide.

(i) Payment/reimbursement of medical/ hospitalisation expenses for self and family members, subject to a maximum of one month's salary or three months salary over a period of three years.

(ii) Insurance policies such as Group personal accident policy, overseas travel insurance, Directors & Officers Liability policy, or as may be decided by the management from time to time;

(iii) Company car with driver and petrol reimbursement with associated expenses

(iv) Provision of telephone(s) at residence; and mobile phone with associated expenses

(v) Accommodation, boarding and lodging in the hotel when deputed to Goa or any other place;

(vi) Provision of computer, laptop, and i-pad with associated expenses

(vii) Privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. In addition, Sick leave and other leave as per the rules of the Company or approved by the Board of Directors;

(viii) Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

Explanation:

Perquisites shall be evaluated at actual cost or if the cost is not ascertainable, the same shall be valued as per the Income Tax Rules.

III. Overall Remuneration

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to Mr. Prahlad S. Advani from time to time, shall not exceed the limits prescribed from time to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force.

IV. Termination

The employment can be terminated by either party by giving 90 days notice in writing.

This Explanatory Statements shall be treated as an abstract and memorandum of the terms and conditions of the appointment of Mr. Prahlad S. Advani as Whole-time Director in accordance with Section 190 of the Companies Act, 2013.

The Board is of the opinion that the Company will benefit from his professional expertise and rich experience. The Board recommends the resolution to the members for their acceptance and approval.

Mr. Prahlad S. Advani as this is being his own appointment and his relatives Mr. Sunder G. Advani being father of Mr. Prahlad S. Advani and Chairman & Managing Director and Key Managerial Personnel and Mrs. Menaka S. Advani being Mother of Mr. Prahlad S. Advani and Non Executive Director of the Company are concerned and interested in the resolution set out at item no.10 of the Notice. The other relatives of Mr. Prahlad S. Advani may be deemed to be interested in the Resolution set out at Item No.10, to the extent of their shareholding in the Company, if any. None of the other Directors or Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution set out at Item No.10 of the Notice.

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

Raju Bamane
Company Secretary

Place: Mumbai
Date: August 26, 2014

Registered Office:
18A & 18B, Jolly Maker Chambers-II,
Nariman Point, Mumbai - 400 021.

PURSUANT TO THE PROVISIONS OF CLAUSE 49 OF THE LISTING AGREEMENT THE DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING GIVEN AS FOLLOWS:

Name of Director	Mr. K. Kannan	Mr. Prakash V. Mehta	Mr. Anil Harish
Appointed on	July 26, 2003	June 30, 1989	February 23, 1998
Age	75 years	72 years	60 years
Qualification	FCA, AICWA	LL.B. Solicitor	B.A. LL.B. LL.M. (USA)
Expertise	Finance, Banking	Law	Taxation Law
List of other Directorships #	1. Kesar Enterprises Ltd. 2. Patel Engineering Ltd. 3. Prithvi Asset Reconstruction & Securitisation Co. Ltd. 4. Kesar Terminals & Infra Ltd. 5. Kesar Multimodal Logistics Ltd. 6. Patel Realty (India) Ltd, Mumbai	1. Bharat Bijlee Ltd. 2. Camphor & Allied Products Ltd. 3. Hikal Ltd. 4. Mukand Ltd. 5. Mukand Engineers Ltd. 6. PCS Technology Ltd. 7. W. H. Brady & Co. Ltd.	1. Ador Welding Ltd. 2. Ashok Leyland Ltd. 3. Future Retail Ltd. 4. Future Ventures India Ltd. 5. Hotel Leelaventure Ltd. 6. Hinduja Global Solutions Ltd. 7. Hinduja Ventures Ltd. 8. Hinduja Leyland Finance Ltd. 9. Mukta Arts Ltd. 10. Mahindra Lifespace Developers Ltd. 11. Oberoi Realty Ltd. 12. Unitech Ltd. 13. Valecha Engineering Ltd.
Chairmanship/ Membership of other Committees of other Companies $	**I. Chairman of Audit Committees:** 1. Patel Engineering Ltd. 2. Patel Realty (India) Ltd. **II. Member of Audit Committees:** 1. Kesar Enterprises Ltd. 2. Prithvi Asset Reconstruction & Securatisation Co. Ltd. 3. Kesar Terminals & Infra Ltd. **III. Chairman of Shareholders/ Investors Grievance Committee:** 1. Patel Engineering Ltd.	**I. Member of Audit Committees:** 1. Bharat Bijlee Ltd. 2. Hikal Ltd. 3. Mukand Engineers Ltd. 4. Mukand Ltd. 5. Camphor & Allied Industries Ltd. **II. Member of Remuneration Committees:** 1. Bharat Bijlee Ltd. 2. Hikal Ltd. 3. Mukand Ltd. III. Member of Shareholders/ Investors Grievance Committee: 1. Bharat Bijlee Ltd. 2. Hikal Ltd.	**Chairman of Audit Committees:** 1. Hinduja Ventures Ltd. 2. Hinduja Global Solutions Ltd. 3. Ador Welding Ltd. 4. Ashok Leyland Ltd. **Member of Audit Committees:** 1. Hotel Leelaventure Ltd. 2. Future Venture India Ltd. 3. Mahindra Lifespace Developers Ltd. 4. Oberoi Reality Ltd. 5. Unitech Ltd. 6. Valecha Engineering Ltd. **Member of Shareholders/ Investors Grievance Committee:** 1. Oberoi Reality Ltd.
No. of Equity Shares held in the Company	Nil	500	Nil
Inter-se relationship between the Board Members	No	No	No

Name of Director	Mrs. Nina H. Advani	Mr. Prahlad S. Advani	Mr. Vinod Dhall
Appointed on	August 1, 2014	August 1, 2014	Sepetmber 24, 2014
Age	61 years	37 years	70 years
Qualification	Graduate i.e. "A" levels – Southampton, U.K.	Bachelor of Science in Hotel Administration from Cornell University with concentration in Financial Management and completed an Advanced Diploma in Owner & President Management Program from Harvard University/Harvard Business School	LL.B.
Expertise	Business Administration	Hotel Business Administration	A retired IAS Officer, Corporate Law
List of other Directorships #	1. Regency Hotels Pvt. Ltd.	Nil	1. ICICI Prudential Life Insurance Company Ltd. 2. ICICI Prudential Pension Funds Management Company Ltd. 3. ICICI Prudential Trust Ltd. 4. Orient Cement Ltd. 5. Bharati Infratel Ltd. 6. Schneider Electric Infrastructure Ltd.
Chairmanship/ Membership of other Committees of other Companies $	**I. Chairman/Member of Audit Committees:** Nil **II. Chairman/Member of Remuneration Committees:** Nil **III. Chairman/Member of Shareholders/ Investors Grievance Committee:** Nil	**I. Chairman/Member of Audit Committees:** Nil **II. Chairman/Member of Remuneration Committees:** Nil **III. Chairman/Member of Shareholders/ Investors Grievance Committee:** Nil	**I. Member of Audit Committees:** 1. ICICI Prudential Pension Funds Management Company Ltd. 2. ICICI Prudential Trust Ltd. 3. Orient Cement Ltd. 4. Bharati Infratel Ltd. 5. Schneider Electric Infrastructure Ltd. **II. Member of Remuneration Committees:** 1. ICICI Prudential Life Insurance Company Ltd. 2. ICICI Prudential Pension Funds Management Company Ltd. 3. Orient Cement Ltd. 4. Schneider Electric Infrastructure Ltd. **III. Member of Shareholders/ Investors Grievance Committee:** 1. Orient Cement Ltd.
No. of Equity Shares held in the Company	21,31,100 (4.61% of paid up share capital)	13,74,000 (2.97% of paid up share capital)	Nil
Inter-se relationship between the Board Members	Wife of Mr. Haresh G. Advani	Son of Mr. Sunder G. Advani and Mrs. Menaka S. Advani	No

Excludes Directorships in Private Limited Companies, Unlimited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

$ Includes only membership/s of Audit Committee and Shareholders/Investors Grievance Committee of other Public Limited Companies.