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ADVANI HOTELS & RESORTS (INDIA) LIMITED

Notice of the Extraordinary General Meeting

NOTICE is hereby given that Extraordinary General Meeting (EGM) of the Members of ADVANI HOTELS & RESORTS (INDIA) LIMITED will be held on Monday, December 22, 2014 at 11 a.m. at Walchand Hirachand Hall, 4th floor, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400020 to transact the following business:

Special Business:

Item No. 1: Appointment of Admiral Sureesh Mehta (Retired) 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 amendment(s), modification(s) or re-enactment thereof for the time being in force), Admiral Sureesh Mehta (Retired) (DIN:06992229), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 24, 2014 in terms of Section 161 of the Companies Act, 2013, and 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 December 22, 2014 and whose term of office shall not be liable to retire by rotation."

Item No. 2: Appointment of Mr. Adhiraj 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 Sections 149, 150, 152 read with Schedule IV and 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 amendment(s), modification(s) or re-enactment thereof for the time being in force), Mr. Adhiraj Harish (DIN: 03380459), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 10, 2014 in terms of Section 161 of the Companies Act, 2013, and 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 December 22, 2014 and whose term of office shall not be liable to retire by rotation."

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

Raju Bamane
Company Secretary

Place: Mumbai
Date: November 10, 2014

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

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice of the Extra-ordinary General Meeting (EGM) 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 Notice. 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 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing their representative/s to attend and vote at the meeting.

4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Notice of General Meeting(s) (AGM/EGM etc.) 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.ramadacaravela.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.

5. The Notice of EGM 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 EGM and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s).

6. 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, November 21, 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 Tuesday, December 16, 2014 and will end at 6.00 p.m. on Thursday, December 18, 2014. The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes to be casted by the Members. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

7. PROCEDURE FOR E-VOTING

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

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 (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.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in 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 shares held by the Member(s) as on Friday, November 21, 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 EGM. Accordingly, the e-voting period shall commence at 9.00 a.m. on Tuesday, December 16, 2014 and will end at 6.00 p.m. on Thursday, December 18, 2014. The e-voting module shall be disabled by NSDL at 6.00 p.m. on Thursday, December 18, 2014.

VI. The results of the Voting shall be declared on December 24, 2014. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company i.e. www.ramadacaravela.com,

8. Members / proxies should bring the duly filled attendance slip enclosed herewith to attend the Meeting.

9. The Registrar and Share Transfer Agents (RTA) 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

10. Members may also note that the Notice of the EGM will be available on the Company website www.ramadacaravela.com. Members may write to us at cs.ho@advanihotels.com if they have any queries or require communication in physical form in addition to electronic communication.

11. Additional information pursuant to Clause 49 of the listing agreement with the stock exchanges in respect of the Directors seeking appointment at the EGM is furnished herewith and forms part of the Notice. The Directors have furnished the requisite consent / declarations for their appointment.

12. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal working hours from Monday to Friday upto the date of the EGM.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 1:

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 24, 2014 has appointed Admiral Sureesh Mehta (Retired) as an Additional Director with effect from September 24, 2014.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 (the "Act") proposing the candidature of Admiral Sureesh Mehta (Retired) as an Independent Director of the Company. It is therefore proposed to appoint Admiral Sureesh Mehta (Retired) as an Independent Director of the Company to hold office for five consecutive years commencing from December 22, 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 been made effective from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board and is not liable to retire by rotation. Admiral Sureesh Mehta (Retired) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Admiral Sureesh Mehta (Retired) 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, 152 and Schedule IV of the Act, the appointment of Admiral Sureesh Mehta (Retired) as an Independent Director is being placed before the Members in Extraordinary General Meeting to be convened on December 22, 2014 for their approval.

The terms and conditions of appointment of Admiral Sureesh Mehta (Retired) shall be open for inspection by the Members at the Registered Office during normal business hours on any working day except Saturday.

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

Admiral Sureesh Mehta (Retired) is interested and concerned in the Resolution set out at Item No.1 of the Notice as it relates to his own appointment. The relatives of Admiral Sureesh Mehta (Retired) may be deemed to be interested in the Resolution set out at Item No. 1, to the extent of their shareholding in the Company, if any. None of the other Director(s) or Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution set out at Item No.1 of the Notice.

Item No. 2:

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on November 10, 2014 has appointed Mr. Adhiraj Harish as an Additional Director with effect from November 10, 2014.

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. Adhiraj Harish as an Independent Director of the Company. It is therefore proposed to appoint Mr. Adhiraj Harish as an Independent Director of the Company to hold office for five consecutive years commencing from December 22, 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 been made effective from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board and is not liable to retire by rotation. Mr. Adhiraj Harish has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Adhiraj Harish 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, 152 and Schedule IV of the Act, the appointment of Mr. Adhiraj Harish as an Independent Director is being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Adhiraj Harish shall be open for inspection by the Members at the Registered Office during normal business hours on any working day except Saturday.

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

Mr. Adhiraj Harish is interested and concerned in the Resolution set out at Item No.2 of the Notice as it relates to his own appointment. The relatives of Mr. Adhiraj Harish may be deemed to be interested in the Resolution set out at Item No.2, 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.2 of the Notice.

A brief profile of Admiral Sureesh Mehta (Retired) and Mr. Adhiraj Harish to be appointed as Independent Directors are given as below:

Admiral Sureesh Mehta (Retired)

Admiral Sureesh Mehta assumed the office of the Chief of the Naval Staff from November 01, 2006, and became the first post-independence born Chief of any Indian armed force, and concurrently served as the Chairman, Chiefs of Staff Committee for much of his tenure, until August 31,2009. After retirement, he was appointed as India's High Commissioner to New Zealand. On return from New Zealand he assumed the duties of Chairman, National Maritime Foundation, a Maritime think-tank operating from Delhi, which he relinquished only recently.

An alumnus of the National Defence Academy, the Defence Services Staff College, Wellington, India and the National Defence College, New Delhi, Admiral Mehta was a naval aviator who flew Sea Hawk jets from the aircraft carrier, INS Vikrant. His operational Command assignments encompassed frigates INS Beas and INS Godavari, as also INS Garuda - a premier Naval Air Station of the Indian Navy. His illustrious career saw him command the Western Fleet during the Kargil crisis, the Indian Coast Guard and the Eastern Naval Command as the Flag Officer Commanding-in-Chief. His Principal Staff appointments at Delhi were as Chief of Personnel – managing the vast plethora of the Navy's HRD issues - and the Deputy Chief of the Naval Staff, responsible for Naval operations in all the three dimensions.

In his over 42 years of Commissioned service, the Admiral has dealt with complex issues in diversified fields, and has acquired considerable expertise in various facets of man-management, operations, fiscal planning, technology, futuristic development, prudent decision-making, national security and diplomatese.

Mr. Adhiraj Harish

Mr. Adhiraj Harish is graduated in Management and Law and also done Master in Legislative Laws from University of Mumbai in 2014. He has successfully completed online certification course on Intellectual Property Rights with the World Intellectual Property Organisation (WIPO).

Mr. Adhiraj is a member of Bar Council of Maharashtra. He is working as Associate at D.M. Harish & Co., Advocates. He has also hold directorship of KC Maritime (India) Limited.

He has also attended courses at the University of California, Berkeley in 2005 on International Business: Analyze the effects of overseas business investments on domestic and foreign economies and Marketing: Review various Marketing strategies adopted by Multinational Corporations

His area of practice includes Real Estate, Will and Succession, Foreign Exchange Management Act (FEMA) etc.

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

Raju Bamane
Company Secretary

Place: Mumbai
Date: November 10, 2014

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

Additional information on directors recommended for appointment as required under Clause 49 of the Listing Agreement:

Name of Director	**Admiral Sureesh Mehta (Retired)**	**Mr. Adhiraj Harish**
Appointed on	24.09.2014	10.11.2014
Date of Birth	August 18, 1947	December 13, 1986
Qualification	M. Sc. (Defense Study)	LL.M.
Expertise	Admiral, Chief of Indian Navy Retired	Law
List of other Directorships	None	1. KC Meritime (India) Limited 2. Astoria Maritime Private Limited
Chairmanship / Membership of Committees of other Companies	I. Chairman / Member of Audit Committee: None II. Chairman / Member of Nomination and Remuneration Committee: None III. Chairman / Member of Stakeholders Relationship Committee: None	I. Chairman / Member of Audit Committee: None II. Chairman / Member of Nomination and Remuneration Committee: None III. Chairman / Member of Stakeholders Relationship Committee: None
No. of Equity Shares held in the Company	0	0
Inter-se relationship between the Board Members	No	No

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ATTENDANCE SLIP
To be handed over at the entrance of the Meeting Hall

Folio No./DP ID-Client ID: .....No. of Shares: .....

I hereby record my presence at the Extraordinary General Meeting of the Company held at Walchand Hirachand Hall, 4th floor, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400020, India on Monday, December 22, 2014 at 11.00 a.m. IST.

Member's/Proxy's Full Name Member's/Proxy's Signature

.....TEAR HERE .....

ADVANI HOTELS & RESORTS (INDIA) LIMITED
CIN : L99999MH1987PLC042891
Registered Office: 18A & 18B, Jolly Maker Chambers-II, Nariman Point, Mumbai-400 021.
Telephone No: (022) 2285 0101, Fax No.: (022) 2204 0744, Email ID: cs.ho@advanihotels.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): Registered Address:	E-mail Id: Folio No./Client Id: DP ID:

I/We, being the member (s) of ..... shares of the above named company, 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 Extraordinary General Meeting of the Company, to be held on Monday, December 22, 2014 at 11.00 a.m. at Walchand Hirachand Hall, 4th floor, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400020 and at any adjournment thereof in respect of such **Resolutions as are indicated below:**

Resolution No.	Description
Special business:	
1.	Appointment of Admiral Sureesh Mehta (Retired) as an Independent Director.
2.	Appointment of Mr. Adhiraj Harish as an Independent Director.

Signed this ..... day of ....., 2014

Affix 1 Rupee Revenue Stamp

Signature of Shareholder:..... Signature of Proxyholder(s):.....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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BALLOT FORM

(1)	Name & Registered Address of the sole / first named Member	
(2)	Name(s) of the Joint-Holder(s), if any	
(3)	Registered Folio Number /** DP ID No / Client ID No.**(Applicable to investors holding Shares in dematerialized form)	
(4)	Number of Ordinary Share(s) Held	
(5)	'e-Voting Event Number	
(6)	User ID	
(7)	Password	
(8)	I/We hereby exercise my/our vote in respect of the Resolutions set out in the Notice of the Extraordinary General Meeting (EGM) of the Company to be Convened on Monday, December 22, 2014, by sending my/our assent or dissent to the said Resolutions by placing the tick (✔)mark at the appropriate box below:	

Resolution No.	Description	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
Special Business:				
1.	Appointment of Admiral Sureesh Mehta (Retired) as an Independent Director			
2.	Appointment of Mr. Adhiraj Harish as an Independent Director			

Place:

Date :

Signature of Member / Beneficial Owner

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

INSTRUCTIONS

1. This EGM Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.

2. **A Member can opt for only one mode of voting, i.e. either through e-voting or by EGM Ballot. If a Member casts his votes by both modes, then voting done through e-voting shall prevail and EGM Ballot shall be treated as invalid.**

3. For detailed instructions on e-voting, please refer to the note No.7(I) appended to the Notice of the EGM.

4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part the Notice of the EGM.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the EGM Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Virendra Bhatt, Practicing Company Secretary, C/o M/s Advani Hotels & Resorts (India) Ltd, 18A & 18B, Jolly Maker Chambers-II, Nariman Point, Mumbai 400021. A self-addressed, pre-paid postage envelope has been sent along with the Notice of EGM.

2. The Form should be signed by the Member as per the specimen signature registered with the Company / Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his / her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by EGM Ballot is not permitted through proxy.

3. In case the shares are held by companies, trusts, societies, etc, the duly completed EGM Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.

4. Votes should be cast in case of each Resolution, either in favour or against by putting the tick ($\surd$) mark in the column provided in the EGM Ballot.

5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Friday, November 21, 2014 and as per the Register of Members of the Company.

6. Duly completed EGM Ballot Form should reach the Scrutinizer not later than Thursday, December 18, 2014 (6.p.m. IST). EGM Ballot Form received after December 18, 2014 (6.p.m. IST) will be strictly treated as if the reply from the Members has not been received.

7. A Member may request for a duplicate EGM Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in Serial No.6 above.

8. Unsigned, incomplete, improperly or incorrectly tick marked EGM Ballot Forms will be rejected. The EGM Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.

9. The decision of the Scrutinizer on the validity of the EGM Ballot Form and any other related matter shall be final.

10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.ramadacaravela.com and on the website of the National Securities Depository Limited viz. www.nsdl.co.in on December 24, 2014 and will be communicated to Bombay Stock Exchange Limited (BSE Ltd.), National Stock Exchange of India Limited (NSE Ltd.) and Delhi Stock Exchange Limited (DSE Ltd.), where the shares of the Company are listed.