FRHL/BSE/0149/2016

August 31, 2016

To,
The Manager,
The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Dear Sir,

Sub: Annual General Meeting

We would like to inform you that the Annual General Meeting of Fomento Resorts and Hotels Limited will be held on Friday, September 23, 2016 at 4:00 p.m. at the registered office of the Company at Cidade de Goa, Vainguinim beach, Goa – 403004.

In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company shall provide its members the facility to exercise their votes electronically for transacting the items of business as set out in the Notice convening the 45th Annual General Meeting of the Company.

The cut-off date for the purpose of determining the members eligible for voting rights is fixed as Friday, September 16, 2016. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide the remote e-voting facility to its Members.
In view of the above, please find attached a copy of the Notice of the Annual General Meeting along with a newspaper cutting mentioning the completion of dispatch of Notice to the Members.

May we request you to take note of the above and acknowledge receipt.

Thanking you,

Yours faithfully,

For FOMENTO RESORTS AND HOTELS LIMITED

[Signature]

ASMEETA MATONDKAR
COMPANY SECRETARY
NOTICE

NOTICE is hereby given that the Forty Fifth Annual General Meeting of the members of Fomento Resorts and Hotels Limited "Company" will be held at the Registered Office of the Company at Cidade de Goa, Vainguinim Beach, Goa – 403004 on Friday, September 23, 2016 at 4:00 p.m., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31 March, 2016, the Statement of Profit and Loss for the year ended on that date and the Statement of Cash Flow together with the reports of the Board of Directors and Auditors thereon.

2. To declare dividend on the Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each for the financial year ended 31st March, 2016.

3. To declare dividend on the Equity shares for the financial year ended 31st March, 2016.

4. To appoint a Director in place of Mr. Auduth Timblo (DIN00181589), who retires by rotation and being eligible offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. H. K. Aparanji, Chartered Accountants (ICAI Firm Registration No. 000199S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 and on such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS:

6. Arrangement with Related Party

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

"RESOLVED THAT consent of the members be and is hereby accorded to enter into contracts or arrangements with Fomento Media, a unit of Sociedade de Fomento Industrial Private Limited, (related party) for availing of services and/or purchase of newspapers by the Company on such terms and conditions as may be mutually agreed upon between the Company and related party for an amount not exceeding Rs. 1,00,000/- in each financial year upto March 31st, 2017 and that such contract(s)/transaction(s) so carried out shall at all times be on arm’s length price basis and in the ordinary course of the Company’s business."

"RESOLVED FURTHER THAT consent of the members be and is hereby accorded for ratification of the transaction(s) with related party already entered into by the Company during the financial year ended 31st March, 2016.

"RESOLVED FURTHER THAT the Board of Directors and/or any Key Managerial Persons of the Company be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board
For Fomento Resorts and Hotels Limited
Asmeeta Matondkar
Company Secretary

Date: May 30, 2016
Place: Vainguinim Beach – Goa

NOTES:

THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.

3. The Register of Members and the share Transfer Register will remain closed for a period of 7 days from Friday, August 26, 2016 to Thursday, September 1, 2016 (both days inclusive).

The dividend recommended by the Board, if approved by the shareholders at the 45th Annual General Meeting, shall be paid to those members whose names appear on the Register of Members during the aforesaid period.

4. Dividends for the Financial Year ended 31st March, 2009 and thereafter, which remain unclaimed or unpaid for a period of seven years will be transferred to the IEPF pursuant to section 205 A of the Companies Act, 1956 and section 124 of the Companies Act, 2013. Members who have not encashed the dividend warrant(s) so far for the financial years are requested to make their claims to the registered office of the Company. The dividend for the financial year ended 31st March, 2009 is due to be transferred to the aforesaid Fund on November 3, 2016.

5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of Bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the members. Members holding shares in physical form and desirous of either registering Bank particulars or changing Bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

6. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's registered office, atleast 7 days before the meeting so that the information can be compiled in advance.

7. Members are requested to register their email addresses through their depository participant where they are holding their Demat accounts for sending the future communication by email. Members holding shares in physical form may register their email addresses through the Registrar and Share Transfer Agents giving reference of Folio Numbers.

8. Details of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice.

9. Electronic copy of the Annual Report for the year 2015-16 is being sent to all the members whose email id's are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email ID's, physical copies of the Annual Report for the year 2015-16 are being sent in the permitted mode.

10. The Notice of the 45th Annual General Meeting of the Company and instructions for e-voting, along with attendance slip and proxy forms is being sent to all the members by electronic mode, whose email ID's are registered with the Company/Depository Participants for communication purpose unless any member has requested for a hard copy of the same. For Members who have not registered their email ID's physical copies of the aforementioned documents are being sent in the permitted mode.

11. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 45th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
IV. The remote e-voting period commences on 20th September, 2016 at 09:00 am and ends on 22nd September, 2016 at 5:00 pm. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

   (i) Open email and open the attached PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote 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) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

   (v) Password change menu appears. Change the password/PIN 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

   (vii) Select “EVEN” of “FOMENTO RESORTS AND HOTELS LIMITED”.

   (viii) Now you are ready for “remote e-voting” as “Cast Vote” page opens.

   (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

   (x) Upon confirmation, the message “Vote cast successfully” will be displayed.

   (xi) Once voted on the resolution, you will not be allowed to modify your vote.

   (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.sbhat@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

   (i) Initial password is provided separately along with the notice of the Annual general Meeting(AGM):

   EVEN (Remote e-voting Event Number)

   USER ID

   PASSWORD/PIN

   (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or Call Ms. Pallavi Dabke; Contact No. 022 24994545.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 16, 2016.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 16, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at shareholders@cidadedegoa.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be
allowed to vote again at the Annual General Meeting (AGM).

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Shivaram Bhat, Practising Company Secretary (Membership No. 10454) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the Company’s website www.cidadedegoa.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock Exchanges where the company shares are listed.

By Order of the Board
For Fomento Resorts and Hotels Limited

Date: May 30, 2016
Place: Vainguinim Beach – Goa

Asmeeta Matondkar
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Company proposes to subscribe to a newspaper (approx. 60 to 100 copies a day, depending upon the occupancy) named “The Goan” from Fomento Media, a unit of Sociedade de Fomento Industrial Pvt. Ltd., a related party at market value and the transaction shall be at all times at arm’s length basis. The proposal has been approved by the Audit Committee and the Board and placed before the shareholders for ratification.

The Company being in the hotel industry is required to subscribe to national as well as local newspapers to cater to the requests of the in-house guests. One of the local newspaper being provided is “The Goan”. The transactions entered into with related parties are not in excess of the threshold limit of 10% of the annual turnover of the Company and as such the transactions are not being considered as “material transactions” as per the applicable Listing Regulations. But as a good corporate governance practice the Board has placed the said resolution for ratification by the members of the Company.
The relevant information is as follows:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Particulars</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Name of the related party</td>
<td>Fomento Media</td>
</tr>
<tr>
<td>2</td>
<td>Name of the director or key managerial personnel who is related, if any</td>
<td>Mr. Auduth Timblo</td>
</tr>
<tr>
<td>3</td>
<td>Nature of relationship</td>
<td>Fomento Media being unit of Sociedade de Fomento Industrial Private Limited, a Company in which Mr. Auduth Timblo is a Director and Shareholder</td>
</tr>
<tr>
<td>4</td>
<td>Nature of the contract or arrangement</td>
<td>To subscribe newspapers</td>
</tr>
<tr>
<td>5</td>
<td>Material Terms particulars of the contract or arrangement</td>
<td>Arrangement by the Company with Fomento Media, in this regard and the material terms are: Credit terms between 30 days to 45 days from the date of invoice</td>
</tr>
<tr>
<td>6</td>
<td>Monetary value</td>
<td>Upto Rs. 1,00,000/- in each financial year estimated based on the daily occupancy</td>
</tr>
<tr>
<td>7</td>
<td>Any other information relevant or important for the members to take a decision on the proposed resolution</td>
<td>Being in the hotel industry, the Company subscribes to various newspapers to make them available to its guests. The Company subscribes to various newspapers as per the requests of the guests. The subscription of the newspapers as per the requirement is at Arm’s Length Price basis and in the ordinary course of Company’s business. The Board is of the opinion that the above transactions are in the best interests of the Company</td>
</tr>
</tbody>
</table>

The Board has approved the said transactions with related party and recommends the Special Resolution as set out at Item No.6 of the Notice for approval of the members.

Mr. Auduth Timblo is interested in the above special resolution by virtue of his Directorship and more than 2% shareholding in Sociedade de Fomento Industrial Pvt. Ltd.

Mrs. Anju Timblo, Managing Director and CEO of the Company, is the wife of Mr. Auduth Timblo and may be deemed to be interested in the resolution.

None of the other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No.6 of the Notice.

By Order of the Board
For Fomento Resorts and Hotels Limited

Date: May 30, 2016
Place: Vainguinim Beach – Goa

Asmeeta Matondkar
Company Secretary
Annexure

Details of director seeking re-appointment are as provided below:

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Auduth Timblo</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth</td>
<td>01/03/1949</td>
</tr>
<tr>
<td>Date of appointment</td>
<td>20/07/1976</td>
</tr>
<tr>
<td>Qualification</td>
<td>B.E., LL.B.</td>
</tr>
<tr>
<td>Expertise</td>
<td>Industrialist</td>
</tr>
</tbody>
</table>
| Name of other companies in which he holds Directorship as on 31st March, 2016 (excluding foreign & section 25 companies) | 1. Fomento Engineering and Constructions Pvt. Ltd.  
2. Sociedade de Fomento Industrial Pvt. Ltd  
3. Fomento Barges Pvt. Ltd.  
4. Shelvona Riverside Railway Terminal Limited  
5. Mormugao Maritime Limited  
6. Fomar Pvt. Ltd.  
7. Fomento Green and Waste Management Services Pvt. Ltd. |
| Chairman/Member of the Audit Committee as on 31st March, 2016 of other companies in which he is Director | Nil |
| Chairman/Member of the Shareholders/ Investors Grievance Committee as on 31st March, 2016 of other companies in which he is Director | Nil |
| Chairman/Member of the Remuneration Committee as on 31st March, 2016 of other companies in which he is Director | Nil |
| Shareholding in the Company | 21,12,139 Shares |
NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 45th Annual General Meeting (AGM) of Fomento Resorts and Hotels Limited will be held on Friday, September 23, 2016 at 04:00 p.m. at Cidade de Goa, Vagator Beach, Goa - 403004, India.

Pursuant to section 101 and 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 the Notice of the AGM setting out the business to be transacted thereof together with the Audited Financial Statements for the year ended March 31, 2016 and the Reports of the Auditors and Directors thereon has been sent by email to the members who have registered their email address with the Depository Participant, and the physical copy has been dispatched, to all other members whose email address is not registered, at their registered address in the permitted mode and the dispatch is completed on August 25, 2016.

The copy of the Annual Report 2015-16 along with the Notice of the AGM is available on the Company’s website www.cidadedegoa.com.

Members, who have not received the Annual Report may download from the Company’s website or may request for a copy of the same by writing to the Company Secretary at shareholders@cidadedegoa.com or registered office address of the Company.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice of the AGM by electronic means from a place other than the venue of AGM i.e. remote e-voting. All members whose names appear in the register of members/beneficial owners as on the cut-off date i.e. September 16, 2016 are eligible for availing the e-voting facility.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide the remote e-voting facility. The detailed instructions and information relating to e-voting and the notice of the meeting are available on the website of the Company at www.cidadedegoa.com and on the website of NSDL at www.evoting.nsdl.com

All the members are informed that the business to be transacted at the AGM as set out in the AGM notice dated May 30, 2016 may be transacted through voting by electronic means:

1. Date of Completion of dispatch of Notice is : August 25, 2016
2. Date and Time of commencement of e-voting is : September 20, 2016 from 9:00 a.m. (IST)
3. Date and Time of end of e-voting is : September 22, 2016 at 5:00 p.m. (IST)
4. E-voting by electronic mode shall not be allowed beyond 5:00 p.m. on September 22, 2016.
5. All members whose names appear in the register of members/beneficial owners as on the cut-off date i.e. September 16, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or may contact on toll free number provided by NSDL which is 1800-222-990.
6. In case of any queries relating to remote e-voting, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or write an email to evoting@nsdl.co.in, or call on toll free no. 1800-222-990.

The detailed e-voting instructions are mentioned in the notice annexed to the Notice of the AGM.

7. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
8. The facility for voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM through ballot paper.

Members are hereby requested to support the Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with the Registrar & Share Transfer Agents, Bigshare Services Pvt. Ltd. (in case of shares held in physical form) to receive all the communications sent by the Company.

For Fomento Resorts and Hotels Limited

Sd/-

Anumita Matondkar

Company Secretary

Date: August 26, 2016
Place: Vagator beach - Goa