

POSTAL BALLOT**(Notice pursuant to section 192A of the Companies Act, 1956)**

Dear Member(s),

NOTICE is hereby given pursuant to section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 for seeking approval of the Members for altering/amending Articles of Association by way of Special Resolution. The draft Resolution proposed to be passed by way of Postal Ballot and the Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 are appended below for consideration of the Members.

Draft Resolution:

Alteration of Article 36 by adding sub-article as Article 36(A)

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT the Articles of Association of the Company be amended in the following manner:

Pursuant to the provisions of section 31 and other applicable provisions, if any, of the Companies Act, 1956 the existing Article 36 of the Articles of Association of the Company be and is hereby amended by adding a new sub article to Article 36 as Article 36(A) as under:

36A. Dematerialisation of shares and other securities:

For the purpose of this Article:

(1) Definitions:

- (a) “Beneficial Owner” means a person or persons whose name(s) is recorded as such with a Depository.
- (b) “Depository” means a Company formed and registered under the Companies Act, 1956 and which has been granted a Certificate of Registration to act as a Depository under the Securities and Exchange Board of India Act, 1992,
- (c) SEBI means the Securities and Exchange Board of India.
- (d) “Security” means such security as may be specified by the SEBI from time to time.

(2) Dematerialisation of Securities:

- (a) Notwithstanding anything contained in the Articles, the Company shall be entitled to dematerialize its existing securities, rematerialise its securities held in the Depositories and / or offer its fresh securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.

(3) Option to hold Securities

- (a) Every person subscribing to securities offered by the Company shall have the option either to receive the security certificate or to hold the security certificates with a Depository. If a person opts to hold a security with a Depository, the Company shall intimate such Depository such details of allotment of the security. On receipt of such information, the Depository shall enter in its records the name of the Allottee as the Beneficial Owner of the security.

- (b) Every person who is the beneficial owner of the securities can at any time opt out of a depository, in the manner provided by the Depositories Act. The Company shall, in the manner and within the time prescribed, issue the beneficial owner the required certificates of securities.
- (c) Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a Participant, the Company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly.
- (d) If a Beneficial Owner seeks to opt out of a Depository in respect of any security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall, on receipt of information as above, make appropriate entries in its records and subsequently inform the Company.
- (e) The Company shall within thirty (30) days of the receipt of the intimation from the Depository and on fulfillment of such conditions and payment of such fees as may be specified by the Depository Act, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

(4) Securities in Depositories to be in fungible form

All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a Depository on behalf of the beneficial owners.

(5) Rights of Depositories and Beneficial Owners.

- (a) Notwithstanding anything to the contrary contained in the Act or the Articles, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of securities which are held by a Depository.

(6) Service of Documents

Notwithstanding anything contained In the Act or Articles, where securities are held in a depository, the record of the beneficial ownership may be served by such Depository of the Company by means of electronic mode or by delivery of floppies or discs.

(7) Transfer of Securities

Nothing contained in Section 108 of the Act or the Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of the Depository.

(8) Allotment of Securities dealt with in a Depository

Notwithstanding anything contained in the Act or Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

(9) Distinctive Numbers of Securities held in a Depository

Nothing in the Act or the Articles regarding necessity of having distinctive numbers for securities issued by the

Company shall apply to securities held with a Depository.

(10) Register and Index of Beneficial Owners

The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and security holders for the purposes of the Articles.”

(11) Company not bound to recognize any but registered shareholders

Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any share, or (except only as is by Depository Act otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be entitled at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

(12) Applicability

Except as specifically provided in the Act or these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares in physical form subject to the provisions of the Depository Act.

Registered Office:

Fomento Resorts and Hotels Limited

Unit: Cidade de Goa

Vainguinim Beach,

Dona Paula,

Goa – 403004

March 26, 2013

By Order of the Board

For Fomento Resorts and Hotels Limited

I. B. Muchandi

Company Secretary

Notes:

1. An Explanatory Statement pursuant to section 173(2) and 192A (2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Board of Directors has appointed Shri Sadashiv V. Shet, Company Secretary, as Scrutinizer to conduct the voting through postal ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
3. You are requested to carefully read the instructions printed on the Postal Ballot Form.
4. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the company during the office Hours on all working days upto May 10, 2013.

EXPLANATORY STATEMENT

Explanatory Statement Pursuant To Section 173(2) and 192 A (2) Of the Companies Act, 1956:

To facilitate shareholders to transact transfers in a paperless electronic form a new Article is proposed to be inserted.

This will enable the Shareholders to transact in shares efficiently, conveniently. Company will be making an application to NSDL and CDSL to admit the securities of the Company on a Depository system. The Shareholders have an option to deal the shares either in physical form or electronic form.

In view of the above, the Board recommends to the General Body the passing of the special resolution.

None of the Directors of your Company are concerned nor interested in this Resolution.

Registered Office:

Fomento Resorts and Hotels Limited

Unit: Cidade de Goa

Vainguinim Beach,

Dona Paula,

Goa – 403004

By Order of the Board
For Fomento Resorts and Hotels Limited

I. B. Muchandi
Company Secretary

March 26, 2013

INSTRUCTIONS:

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in Person or if sent by courier at the expense of the Member, shall also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Member. In case of joint Shareholding, this form should be completed and signed as per the specimen signature (s) registered with the Company by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of Member may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA.
4. Unsigned, incomplete, improperly or incorrectly marked Postal Ballot forms will be rejected.
5. The exercise of vote by Postal Ballot is not permitted through proxy. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint Members(s).
6. Duly completed Postal Ballot forms should reach the Scrutinizer not later than by the close of working hours on May 10, 2013. Postal Ballot forms received after this date will be strictly treated as if the reply from such Members has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before May 10, 2013 providing sufficient time for Postal Ballot transit.
7. In the case of shares held by Companies, trusts, societies etc. the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
8. Voting rights shall be reckoned in proportion to a Member's share of the Paid-Up Ordinary Share Capital of the Company on the date of dispatch of the Notice.
9. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of Postal Ballot shall be final. The result of voting on the resolution will be declared at the Registered Office of the Company on May 13, 2013. The Result will thereafter be published in newspapers, for the information of the Members.



FOMENTO RESORTS AND HOTELS LIMITED

Registered Office: Cidade de Goa, Vainguinim Beach, Dona Paula Goa – 403004

POSTAL BALLOT FORM

SERIAL NO.:

- 1) Name(s) of Member (s) :
(including Joint-holders, if any) :
(in block letters) :

- 2) Registered address of the Sole/ :
First named Member

- 3) Registered Folio No. :

- 4) No. of Shares Held :

- 5) I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate boxes below:

Item No.	Description	I/We assent (agree) to the resolution (FOR)	I/We dissent (disagree) to the resolution (AGAINST)
1	Special Resolution for Alteration of Article 36 by adding sub-article as Article 36(A) relating to Dematerialisation of shares and other securities.		

Place:

Date:

(Signature of the Shareholder)

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