



**FOMENTO RESORTS AND HOTELS LIMITED**

**Corporate Identification Number (CIN) - U55101GA1971PLC000113**

**Registered Office:** Unit: Cidade de Goa, Vainguinim Beach, Goa, 403004.

**Email:** shareholders@frhl.in; **Website:** www.frhl.in.

**Tel.:**0832-2454545; **Fax:** +0832-2454540/ 2454541/ 42

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**NOTICE OF POSTAL BALLOT TO THE EQUITY SHAREHOLDERS**

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED.**

**Dear Member(s),**

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Fomento Resorts and Hotels Limited (hereinafter referred to as “**FRHL**” or the “**Company**”) by means of Postal Ballot through remote e-voting process only (hereinafter referred to as “remote e-voting”) pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”), read together with Rules 20, 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, the General Circular No. 22/ 2020 dated June 15, 2020, the General Circular No. 33/ 2020 dated September 28, 2020, the General Circular No. 39/ 2020 dated December 31, 2020, and the General Circular No. 10/2021 dated June 23, 2021, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID – 19 issued by the Ministry of Corporate Affairs, the Government of India (hereinafter referred to as the “**MCA Circulars**”), including any statutory modification or re-enactment thereof for the time being in force, relating to passing of resolutions by postal ballot ( hereinafter referred to as the “**Postal Ballot Rules**”), pursuant to other applicable laws and regulations, if any

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act setting out the material facts relating to the resolutions set out below is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on Monday, September 06, 2021, appointed Mr. Shivaram Bhat, Practicing Company Secretary (ACS: A10454 and CP No. 7853), as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

After completion of the scrutiny, the Scrutinizer will submit his report to the Chairman, or any other person authorised by the Chairman in writing after verifying the votes casted through remote e-voting not later than 48 hours from the end of the voting period. The result will be announced by the Chairman of the Company or any other person authorised by the

Chairman in writing at the Registered Office of the Company at Cidade de Goa, Vainguinim Beach, Goa, 403004 on submission of the report by the Scrutinizer. The results declared along with scrutiniser's report shall be placed on the Company's website i.e., [www.frh1.in](http://www.frh1.in) and on the website of NSDL (National Securities Depository Limited) after the declaration of results.

**Attention of members of the company is drawn to the present position regarding passing of resolutions by companies due to threat posed by COVID-19 pandemic as enumerated herewith.**

**According to the MCA Circulars, the companies which are required to provide the facility of e-voting under the Companies Act, 2013, or any other company which has opted for such facility, while they are transacting any item only by postal ballot up to December 31, 2021, the requirement provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as well as the framework provided in the MCA Circulars would be applicable mutatis mutandis.**

**In accordance with the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circulars, the shareholders can vote only through the remote e-voting process instead of submitting the postal ballot form. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes in this postal ballot notice (hereinafter referred to as the "Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 P.M. IST on Wednesday, October 20, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.**

**Due to practical difficulty in dispatch of the Notice by post or courier and difficulty in communication by the members of their assent or dissent on the relevant resolution by post, the Company is sending this notice by email to all its shareholders who have registered their email id with the Company or depository participant. Further for those shareholders whose email is not registered, the Company has made arrangements for the shareholders to register their e-mail addresses in accordance with the provisions of the MCA circular. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.**

#### **RESOLUTIONS:**

##### **1. INCREASE IN THE BORROWING LIMITS/ BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** in modification of the resolution passed by the shareholders of the Company through postal ballot dated March 23, 2017 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if

any, of the Companies Act, 2013 (the Act), read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee duly constituted by the Board ) to borrow from time to time any sum or sums of monies together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) which may exceed the aggregate for the time being of the paid up share capital of the Company, free reserves and Securities Premium, provided that the total amount of outstanding borrowings by the Company shall not at any time exceed the limit of INR 10,00,00,00,000/- (Indian Rupees One Thousand crore only) exclusive of interest or the aggregate of the paid up capital, free reserves and Securities Premium of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to negotiate, agree and execute the loan documents/ agreements/ undertakings or any other required documents severally in this regard with Banks, Financial institutions, other investing agencies, firms, companies or any other lender (hereinafter referred as “the Lender”) for borrowing funds and to propose/ accept any modification to the terms and conditions thereto as may be mutually agreed between the Company and the Lender and to do all such acts, deeds and things as may be required, with power to settle all questions, or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee and/or director(s) and/ or officer(s) of the Company, to give effect to this resolution.”

## **2. INCREASE IN THE LIMIT FOR CREATION OF CHARGES ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** in modification of the resolution passed by the shareholders of the Company through postal ballot dated March 23, 2017 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee duly constituted by the Board) to create such charge(s), mortgage(s), hypothecate and pledge in addition to the existing charge(s), mortgage(s), hypothecations and pledge already created by the Company, if any, in such form manner and ranking and on all or any of the movable and/or immovable properties and/or assets of the Company, both present and future and/or any other assets or properties of the Company and/or and the whole or part or substantially the whole of the undertaking of the Company without the power to take over the Management of the business or any undertaking, in case of certain events of defaults in favour of the lender(s)/ agent(s)/ trustee(s) for securing the borrowing availed or to be availed by the Company which shall not, at any time exceed INR 10,00,00,00,000/- crore (Indian Rupees One Thousand crore only) exclusive of interest or the aggregate of the paid up capital, free reserves and Securities Premium of the Company, whichever is higher; in such form and manner as the Company may deem fit or expedient, for securing loans obtained or as may be obtained from any Banks, Financial

institutions, other investing agencies, firms, companies or any other lender together with interest at agreed rates, compound/further interest, commitment charges, charges, expenses and all other monies payable by the Company to the lending institutions in terms of the loan agreements entered into/to be entered into by the Company in respect of the said loans subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, from time to time.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to negotiate, finalize and execute with the Lender(s)/Banks/ Financial Institutions/Companies/ Firms/ Investing agencies, such deeds/contracts/ agreements/ undertakings/ indemnities/instruments and any other documents/ guarantees as may be required for creating the aforesaid mortgages, hypothecations, pledge, assignments, charges and to propose/accept any modifications to, or to modify, alter, vary, the terms and conditions of the existing deeds, contracts, instruments, agreements, documents the terms and conditions thereto and to do all such acts, deeds, matters and things as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of these powers herein conferred to any Committee and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

### **3. BORROWING OF FUNDS IN THE FORM OF UNSECURED INTERCORPORATE BORROWINGS UP TO INR 100 CRORE FROM INFRASTRUCTURE LOGISTICS PRIVATE LIMITED, A RELATED PARTY**

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and all other applicable laws (including any statutory modification(s) or reenactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee duly constituted by the Board), to borrow an amount of 1,00,00,00,000/- (Indian Rupees One Hundred Crore only) excluding interest from Infrastructure Logistics Private Limited, a related party (hereinafter referred to as the “Lender”) and subject the total borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and all other applicable laws (including any statutory modification(s) or reenactment thereof for the time being in force), and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee duly constituted by the Board) for conversion of the whole or part of the of the financial assistance to be availed from Infrastructure Logistics Private Limited into fully paid equity shares or preference shares of the Company at a future date and subject to applicable law and in the manner specified in writing to be given by the lender

(“Notice of conversion”) and on such terms and conditions as may be agreed by the Board of Directors at the time of conversion.”

**RESOLVED FURTHER THAT** on receipt of the Notice of conversion, any of the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to convert the unsecured inter-corporate borrowings and allot and issue requisite number of fully paid-up equity shares or preference shares in the Company to the Lender.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Board of Director of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**4. ISSUANCE OF EQUITY SHARES TO FOMENTO RESOURCES PRIVATE LIMITED ON A PREFERENTIAL BASIS UPON CONVERSION OF UNSECURED BORROWINGS OF INR 171.21 CRORE**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42 read with section 62(1)(c) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any and to the extent applicable, of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules 2014 (including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such other approvals, permissions, sanctions and consents as may be required from any other appropriate authority, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee duly constituted by the Board) to issue and allot up to 1,25,88,936 (One Crore Twenty Five Lakhs Eighty Eight Thousand Nine Hundred and Thirty Six) Equity Shares having a face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 126/- (Indian Rupees One Hundred and Twenty Six only) per equity share aggregating to INR 171,20,95,111/- (Indian Rupees One Hundred and Seventy One Crore Twenty Lakhs Ninety Five Thousand One Hundred and Eleven only) to Fomento Resources Private Limited, on a preferential basis upon conversion of Unsecured Inter Corporate Borrowings including interest thereon, on such terms and conditions contained in private placement offer cum application letter and as may be agreed between the Company and Fomento Resources Private Limited from time to time.

**RESOLVED FURTHER THAT**, the Equity Shares to be allotted in terms of this resolution shall be fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to do all such acts and deeds, take all steps as may be required to give effect to the aforesaid resolution including but not limited to agreeing, negotiating, finalizing, signing and/ or executing such documents, agreements, letters, deeds, declarations, private placement offer cum application letter in the manner set out in the Form PAS-4, PAS-5, etc. including returns and/ or reports in Form MGT-14 or such other document as applicable with the Ministry of Corporate Affairs and/ or Registrar of Companies and/ or any other forms/ reports/ documents with such other authorities as may be required from time to time and to do all such acts, deeds or things as may be required to give effect to the aforesaid resolution including subscription related documents, if any, to be executed by the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the regulatory authorities and execution of any documents on behalf of the Company to give effect to the aforesaid resolution.”

By Order of the Board of Directors  
**Fomento Resorts and Hotels Limited**

**Sd/-**

Asmeeta Matondkar  
Company Secretary & Compliance Officer

**Place:** Goa

**Dated:** September 6, 2021

## Notes and Instructions:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read together with Rule 20 and Rule 22 of the Companies (Management and Administration ) Rules, 2014 and other applicable provisions, setting out the material facts relating to the proposed resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice.
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars in this regard, the Company is sending this Notice in electronic form only and expresses its inability to dispatch the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. This Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, September 3, 2021 (“**Cut off Date**”) and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent (RTA), Bigshare Services Private Limited, First Floor, Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059 , India. 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 which will only be considered to avail the facility of remote E-voting.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.
5. It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company’s (RTA/ Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.
6. All the relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company, on all working days between 3:00 P.M. to 5:00 P.M. from the date of circulation of the Notice up to the date of closure of e-voting period. Further, the inspection of all the relevant documents will be subject to guidelines announced for the curfew imposed in the State of Goa.
7. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, SS-2 and MCA Circulars, and any other applicable provisions, if any the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to its Members. The detailed procedure with respect to e-voting is mentioned in Note No.16 of this Notice.

8. Pursuant to the applicable provisions of the Act and Rules framed thereunder, the Company shall serve notice through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or the RTA.

Members are requested to register their email addresses through their Depository Participant where they are holding their demat accounts for sending the future communications by email. Members holding shares in physical form are requested to register their email addresses through the Registrar & Transfer Agent of the Company by giving reference of their Folio number.

Also, those shareholders whose email ids are not registered, the process for registration of email addresses is as under:

- (i) In light of the MCA circulars, members who have not registered their email address and in consequence could not receive the electronic copy of the Postal Ballot Notice, the shareholder can temporarily get their email address registered with Bigshare Services Private Limited “Company’s RTA”, by clicking the link [www.bigshareonline.com](http://www.bigshareonline.com) and follow the registration process as guided thereafter. Post successful registration of the email address, the Member shall send a written request by email to the Company’s RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) and would get soft copy of the Postal Ballot Notice. In case of any queries, Members may write to [investor@bigshareonline.com](mailto:investor@bigshareonline.com)
- (ii) It is clarified that for permanent registration of email address, Members are requested to register their email addresses in respect of electronic holdings with their concerned Depository Participant(s) **and** in respect of physical holdings with Bigshare Services Private Limited, First Floor, Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra – 400059, by submitting a request letter for registration of email address mentioning your name, folio number and attaching a self-attested copy of address proof/ Aadhar card and self-attested copy of PAN card at [shareholders@frhl.in](mailto:shareholders@frhl.in) or to the RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Those Members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / Bigshare Services Private Limited, the Company’s RTA to enable servicing of notices / documents / Annual Reports electronically to their email address.

9. Dispatch of the Notice shall be deemed to be completed on the day on which Bigshare Services Private Limited sends out the communication for the postal ballot process by e-mail to the members of the Company. The remote e-voting shall commence on Tuesday, September 21, 2021 at 09.00 A.M. (IST) and end on Wednesday, October 20, 2021 at 5.00 P.M. (IST). During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting



module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.




10. The Board of Directors in its meeting held on September 6, 2021 appointed Mr. Shivaram Bhat, Practicing Company Secretary (ACS: 10454 and CP No. 7853) as the scrutinizer for conducting the e-voting process in a fair and transparent manner. After completion of the scrutiny, the Scrutinizer will submit the report to the Board/ Chairperson/ Executive Director of the Company. Mr. Shivaram Bhat has given his consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority.
11. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by Chairman in writing who shall countersign the same and declare the result of the voting forthwith, after scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before Friday, October 22, 2021. The Scrutinizer's decision on the validity of votes cast through e-voting will be final.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.frhl.in](http://www.frhl.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorised by Chairman in writing . The results shall also be displayed at the Registered Office of the Company.
13. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e., Wednesday, October 20, 2021. Further, resolution passed by the Members through e-voting is deemed to have been passed effectively at a general meeting.
14. Members may download the Notice from the Company's website at [www.frhl.in](http://www.frhl.in) or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
15. The vote in this Postal Ballot cannot be exercised through proxy.
16. **How do I vote electronically using NSDL e-Voting system?**  
*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting Service Provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting Service Provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="516 1417 1409 1759" style="border: 1px solid black; padding: 10px; margin: 10px 0;"> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the EVoting Menu. The Menu will have links of <b>e-Voting Service Provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective <b>e-Voting Service Provider i.e., NSDL</b> where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or <b>e-Voting Service Provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company for example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request to [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.sbhat@gmail.com](mailto:cs.sbhat@gmail.com) **with** a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, pertaining to e-voting you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at toll free no.: 1800 1020 990/ 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) . In case of any grievances connected with facility for voting by electronic means, please contact Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, A – Wing, Fourth Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 or call at toll free No. 1800 1020 990 /1800 224 430 or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@bigshareonline.com](mailto:investor@bigshareonline.com) with a copy marked to [shareholders@frhl.in](mailto:shareholders@frhl.in) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@bigshareonline.com](mailto:investor@bigshareonline.com) with a copy marked to [shareholders@frhl.in](mailto:shareholders@frhl.in) . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and password for e-voting by providing above mentioned documents.
4. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)**

**ITEM NO. 1 & 2: INCREASE IN THE BORROWING LIMITS/ BORROWING POWERS OF THE COMPANY AND CREATION OF CHARGES ON THE ASSETS OF THE COMPANY**

The members of the Company had granted their approval by way of special resolution through postal ballot dated March 23, 2017 to the Board of Directors of the Company to borrow funds from banks, financial institutions, companies, firms or any other person of an amount not exceeding INR 750 crore (Indian Rupees Seven Hundred and Fifty crore only) and to mortgage or create charge(s) on all or any of the assets of the Company in favour of the concerned lenders for the purpose of securing the due repayment of the monies borrowed by the Company together with the interest and other monies thereon.

As per the provisions of Section 180(1)(c) and Section 180(1)(a), respectively, of the Companies Act, 2013, the Board of Directors of a company shall not, borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, or sell, lease or otherwise dispose of the whole or substantially the whole of its undertaking, without the consent of the members of the Company accorded by means of a 'Special Resolution'.

Considering the Company's potential expansion, future growth plans, upcoming and ongoing projects, to strengthen its working capital requirements and for general corporate purpose, the Company may be required to borrow monies/ funds from Banks, Financial institutions, other investing agencies, firms, companies or any other lender, etc. who may agree/s to provide funds monies/ funds for the afore-mentioned purpose by securing such borrowings through mortgage of immovable properties, hypothecation/pledge of movable properties and other assets and properties of the Company. The creation of charge(s) on the assets of the Company may result into disposal of undertaking as defined in the explanation to Section 180(1) (a) of the Companies Act, 2013.

It is proposed to increase the borrowing limits of the Company from present INR 750 crore (Indian Rupees Seven Hundred and Fifty Crore only) to INR 1000 crore (Indian Rupees Thousand crore only) by passing the resolution proposed under Item no. 1 as a special resolution. Further, to provide security to such loans by way of mortgage or creating charge on the assets of the Company resolution under Item no. 2 is proposed to be passed as a special resolution.

Accordingly, the Board of Directors recommends passing of the special resolutions as set out under Item nos. 1 and 2 of this Postal Ballot Notice

None of the directors or key managerial personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.



**ITEM NO. 3: BORROWING OF FUNDS IN THE FORM OF INTER-CORPORATE BORROWINGS UP TO INR 100 CRORE FROM INFRASTRUCTURE LOGISTICS PRIVATE LIMITED, A RELATED PARTY:**

As mentioned above, considering the Company's expansion, future growth plans, upcoming and ongoing projects, to strengthen its working capital requirements and for general corporate purpose, the Company may be required to borrow monies/ funds from Banks, Financial institutions, other investing agencies, firms, companies, or any other lender etc. The projects once commenced are on a predetermined activity and funds are required on a regular basis till such time the Bank's financial assistance is sought as the sanction takes a considerable period of time and also there could be a financial exigency.

In view of the above it is proposed to seek approval of the Members of the Company to borrow funds in the form of unsecured loans – Inter Corporate Borrowings from Infrastructure Logistics Private Limited, a related party at such rate of interest which shall be mutually agreed between the parties. Further, approval is also sought from the Members of the Company to provide for conversion of the outstanding borrowing into equity shares or preference shares of the Company pursuant to Section 62(3) of the Companies Act, 2013.

In this regard, the members are requested to note that, the proposed borrowing will be within the sanctioned borrowing limits as per section 180(1)(c) of the Company.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

Sr. No.	Particulars	Details
1.	Name of Related Party	Infrastructure Logistics Private Limited
2.	Name of Director or Key Managerial Personnel or a relative of a Director / KMP who is related, if any	Mr. Auduth Timblo Mrs. Anju Timblo Mr. Akash Timblo
3.	Nature of Relation	Mr. Ambar Timblo is a son of Mr. Auduth Timblo, Director & Non-Executive Chairman of the Company and Mrs. Anju Timblo, Managing Director & CEO of the Company. Mr. Ambar Timblo's Family Trust holds 99.9% equity shares of Infrastructure Logistics Private Limited.  Mr. Akash Timblo, employee of the Company is son of Mr. Auduth Timblo & Mrs. Anju Timblo and brother of Mr. Ambar Timblo.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	The Company shall borrow a sum not exceeding INR 100 crore from Infrastructure Logistics Private Limited. The said loan shall be unsecured and at such rate of interest which shall be mutually agreed between the parties.

		<p><b>Repayment Term:</b> Not exceeding 20 years with an option to convert the whole amount if borrowed or part of the loan into equity shares or preference shares of the Company as may be mutually decided by the parties</p> <p>Amount may be borrowed in tranches as per the requirement of the Company.</p> <p>The equity shares /preference shares shall rank pari passu with the existing equity/preference shares of the Company.</p> <p>The part of the loan so converted shall cease to carry interest from the date of conversion and the loan shall stand correspondingly reduced proportionately by the amounts of the loan so converted.</p>
5	Any other relevant information or fact important for the Shareholders to make decision on the proposed transaction	The Company has a sanction from shareholders to enter related party transactions for sale/rendering of services such as Rooms, Food & Beverage, and other related services for a maximum value of Rs. 431 lakhs for a period of three years w.e.f. April 1, 2020 to March 31, 2023.

The Directors recommend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

Except Mr. Auduth Timblo, Director & Non-Executive Chairman, Mrs. Anju Timblo, Managing Director & CEO and Mr. Akash Timblo, relative of Director & KMP, none of the other Directors, Key Managerial Personnel of the company or their relatives are in anyway, financially, or otherwise concerned or interested in the said resolution.

#### **ITEM NO. 4: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS BY CONVERSION OF UNSECURED INTER CORPORATE BORROWINGS OBTAINED FROM FOMENTO RESOURCES PRIVATE LIMITED**

The Board of Directors at their meeting held on Monday, September 06, 2021 have proposed to issue Equity Shares by way of the proposed preferential offer to Fomento Resources Private Limited against the Unsecured Inter Corporate Borrowings provided by it to the Company. Further, the details of the amount to be converted are as provided below:

<b>Sr. No.</b>	<b>Nature of sum received</b>	<b>Outstanding Amount (In Rs.)</b>
1	Unsecured Inter Corporate Borrowings	112,44,57,800
2	Interest on Unsecured Inter Corporate Borrowings up to 31 October 2021	58,76,37,311
<b>Total</b>		<b>171,20,95,111</b>

The details of the proposed conversion are as under:

<b>Proposed Allottee</b>	<b>Nature of Outstanding</b>	<b>Amount outstanding (In INR)</b>	<b>Amount adjusted against issue of Equity Shares</b>	<b>No. of Equity Shares to be Allotted*</b>	<b>Fair market value of an Equity Share</b>
<b>Fomento Resources Private Limited</b>	Unsecured Inter Corporate Borrowings	112,44,57,800	112,44,57,800	82,68,073	INR 136 per equity share
	Interest on Unsecured Inter Corporate Borrowings as on 31 October 2021	58,76,37,311	58,76,37,311	43,20,863	INR 136 per equity share

\*Rounded off to next number

The conversion of the Unsecured Inter Corporate Borrowings into Equity Shares of the Company is proposed to be undertaken to reduce the existing debt burden of the Company. The proposed issue and allotment of Equity Shares on a preferential basis shall be governed by the applicable provisions of the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice.

The consent of the shareholders is being sought by a Special Resolution to enable the Board to issue Equity Shares on a preferential basis in accordance with the provisions of the Companies Act, 2013 and the rules made there under and any other applicable laws.

Pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 the material facts and information concerned with and relevant to the issue of such shares to enable the shareholders understand the meaning, scope and implications of the items of business and to take decision thereon are listed herein below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Terms</b>
1	Objects of the Issue	The members are informed that the object of the issue of the Equity Shares by way of the proposed preferential offer is to convert the Unsecured Inter Corporate Borrowings of INR 171,20,95,111/- (Indian Rupees One Hundred and Seventy-One Crore Twenty Lakhs Ninety-Five Thousand One Hundred and Eleven only) obtained from Fomento Resources Private Limited to the Company. The Board of Directors of the Company have decided to convert

Sr. No.	Particulars	Terms
		the outstanding amounts into Equity Shares which is in best interest of the Company and it will also reduce the Company's existing debt burden.
2	Total number of shares to be allotted	1,25,88,936 (One Crore Twenty-Five Lakhs Eighty-Eight Thousand Nine Hundred and Thirty-Six) Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each
3	Particulars of the offer including date of passing of Board resolution	<p>1,25,88,936 (One Crore Twenty Five Lakhs Eighty Eight Thousand Nine Hundred and Thirty Six) Equity Shares having a face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 126/- (Indian Rupees One Hundred and Twenty Six only) per equity share aggregating to INR 171,20,95,111/- (Indian Rupees One Hundred and Seventy-One Crore Twenty Lakhs Ninety Five Thousand One Hundred and Eleven only) to be issued upon conversion of Unsecured Inter Corporate Borrowings including interest therein payable to Fomento Resources Private Limited or any other terms and conditions as may be agreed between the Company and the Investor.</p> <p>Date of board resolution wherein board approved the proposal: Monday, September 06, 2021</p>
4	Kind of securities offered and the price at which security is being offered	<p><b>Kind of Security:</b> 1,25,88,936 (One Crore Twenty-Five Lakhs Eighty-Eight Thousand Nine Hundred and Thirty-Six) Equity Shares of Rs. 10 each</p> <p><b>Offer price of Security:</b> INR 136/- (Indian Rupees One Hundred and Thirty-Six Only) per Equity Share including premium of Rs. 126/- per equity share</p>
5	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price per Equity Share is in accordance with the valuation certificate obtained by the Company from a registered valuer i.e., S. Sundararaman, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2018/10238 dated 04 September 2021
6	Name and address of the valuer who performed valuation	<p>S. Sundararaman, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2018/10238</p> <p>Address of the Valuer: Mr. S. Sundararaman, 5B,"A" Block, 5<sup>th</sup> Floor, Mena Kampala Arcade, New/18 &amp; 20, Thiagaraya Road, T. Nagar, Chennai - 600017</p>

Sr. No.	Particulars	Terms
7	Amount which the Company intends to raise by way of such securities	Nil
8	Proposed time schedule	<p><b>Date of Opening Offer:</b> A date next to the date of issue of the private placement offer cum application letter</p> <p><b>Date of closure of offer:</b> Within 2days of issue of the private placement offer cum application letter</p>
9	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
10	Principle terms of assets being charged as securities	Not applicable
11	Price band at/within which the allotment is proposed	Please refer to point (3) above
12	Relevant date with reference to which the price has been arrived at	August 31, 2021
13	Class or classes of persons to whom the allotment is proposed to be made	Promoter Group Company
14	Intention of promoters/ directors/ key managerial personnel to subscribe to the offer	None
15	The proposed time within which the allotment shall be completed	The allotment of Equity Shares pursuant to this resolution passed by the shareholders shall be completed within the period as may be mutually agreed between the Company and Fomento Resources Private Limited.
16	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them,	Fomento Resources Private Limited. Equity Share Capital – ~ 44%
17	Change in control, if any, in the Company that would occur consequent to the preferential offer	No
18	Number of persons to whom allotment on preferential basis has already been made during the	No preferential issue was conducted during the year

Sr. No.	Particulars	Terms
	year, in terms of number of securities as well as price	
19	Pre issue and post issue shareholding pattern of the Company	Provided herein below

The pre issue and post issue shareholding pattern of the company in the following format:

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of shares held	% of shares held	No. of shares held	% of shares held
<b>Equity Shares</b>					
<b>A</b>	<b>Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
	(a) Individuals/ HUF	1,54,30,125	96.44	1,54,30,125	53.97
	(b) Central Govt./ State Govt.	0	0	0	0
	(c) Bodies Corporate	0	0	1,25,88,936	44.03
	(d) Financial Institutions/ Banks	0	0	0	0
	<b>Sub-total (A)(1)</b>	<b>1,54,30,125</b>	<b>96.44</b>	<b>2,80,19,061</b>	<b>98.01</b>
<b>2</b>	<b>Foreign</b>				
	(a) Individuals (NRIs/ Foreign individual)	0	0	0	0
	(b) Bodies Corporate	0	0	0	0
	(c) Institutions	0	0	0	0
	<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>1,54,30,125</b>	<b>96.44</b>	<b>2,80,19,061</b>	<b>98.01</b>
<b>B</b>	<b>Public</b>				
<b>B1</b>	<b>Institutions</b>				
	Mutual Funds	0	0	0	0
	Foreign Portfolio Investors	0	0	0	0
	Financial institutions/ Banks	0	0	0	0
	Foreign Venture Capital Investors	0	0	0	0
	Insurance Company	0	0	0	0
	<b>Sub-total B1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B2</b>	<b>Central Government/ State Government (s)/ President of India</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B3</b>	<b>Non-institutions</b>				

Individual shareholders holding nominal share capital up to INR 2 lakhs	3,06,777	1.92	3,06,777	1.07
Individual shareholders holding nominal share capital in excess of INR 2 lakhs	22,979	0.14	22,979	0.08
NBFCs registered with RBI	0	0	0	0
<b>Any Other (Specify)</b>				
HUF	520	0.00	520	0.00
Non-resident Indians (repat)	10,110	0.06	10,110	0.04
Non-resident Indians (non-repat)	3,231	0.02	3,231	0.01
Any other Non-resident Indians (NRI)	90,495	0.57	90,495	0.32
Clearing Members	1,800	0.01	1,800	0.01
Bodies Corporate	20,101	0.13	20,101	0.07
Employee	150	0.00	150	0.00
IEPF	1,13,712	0.71	1,13,712	0.40
<b>Sub-total B3</b>	<b>5,69,875</b>	<b>3.56</b>	<b>5,69,875</b>	<b>1.99</b>
<b>Total Public Shareholding B = B1+B2+B3</b>	<b>5,69,875</b>	<b>3.56</b>	<b>5,69,875</b>	<b>1.99</b>
<b>TOTAL A+B</b>	<b>1,60,00,000</b>	<b>100.00</b>	<b>2,85,88,936</b>	<b>100.00</b>

*\*Post shareholding pattern has been arrived at considering the equity shareholding pattern as on 3 September 2021 and the shares issued to Fomento Resources Private Limited on conversion.*

Mrs. Anju Auduth Timblo – Managing Director & CEO and Mr. Auduth M. Timblo – Director & Non-Executive Chairman of the Company, deemed Promoters and the Controlling shareholders are deemed to be interested to the extent of their shareholding in the Company. Mr. Akash Timblo, employee of the Company and related to Mrs. Anju Auduth Timblo and Mr. Auduth M. Timblo, not holding any equity shares in his personal capacity may also be deemed to be interested in the resolution. None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of the Notice.

The Board is of the opinion that the aforesaid conversion of outstanding inter corporate borrowing into equity shares of the Company are in the best interest of the Company. The Board recommends the Resolution as set out in the Notice for approval of the Members as a Special Resolution.

By Order of the Board  
**For Fomento Resorts and Hotels Limited**

**Place:** Goa  
**Dated:** September 6, 2021

**Sd/-**  
Asmeeta Matondkar  
Company Secretary & Compliance Officer