

FOMENTO RESORTS AND HOTELS LIMITED

CIN: U55101GA1971PLC000113

Unit: Cidade de Goa, Vainguinim Beach, Goa – 403 004, India

Tel.: 91(832)2454545, Fax: 91(832)2454541/42

E-mail: shareholders@frhl.in; Website: www.frhl.in



NOTICE

[Pursuant to Section 101 of the Companies Act, 2013]

Dear Members,

NOTICE is hereby given that the Fifty First Annual General Meeting (AGM) of the Members of Fomento Resorts and Hotels Limited (“the Company”) will be held on Friday, September 23, 2022 at 4:00 p.m. (I.S.T.) at the registered office of the Company at Unit: Cidade de Goa, Vainguinim Beach, Goa - 403004, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at March 31, 2022, 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 re-appoint a Director in place of Mr. Auduth Timblo (DIN 00181589), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Statutory Auditors and fix their remuneration.

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, along with the relevant Rules made thereunder, and based on the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Sudha Suresh Pai and Associates, Chartered Accountants (Firm registration no. 118006W), be and are hereby re-appointed as Statutory Auditors of the company, to hold office for a second term of five consecutive years from the conclusion of the 51st Annual General Meeting until the conclusion of the 56th Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to decide and /or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit.”

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

Asmeeta Matondkar
Company Secretary
Membership No: A31514

Date: May 4, 2022
Place: Vainguinim Beach - Goa

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE EFFECTIVE, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED ATLEAST 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGREEGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 PERCENT OF 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.
3. During the period beginning Twenty –Four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days notice in writing to inspect is given to the Company.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts concerning the Business(s) in the Notice is annexed as Annexure I hereto and forms part of this Notice.
5. Body Corporate can be represented at the meeting by such person(s) as are authorised. Copies of resolution under Section 113 of the Companies Act, 2013, authorising such person (s) to attend the meeting should be forwarded to the Company prior to the meeting.
6. In view of relaxation given by MCA Circular dated May 5, 2020, read with General Circulars dated April 13, 2020, January 13, 2021 and May 5, 2022 (collectively referred to as ‘MCA Circulars’), the Annual Report for the financial year 2021-22 along with the Notice of AGM, is being sent through email to those members whose email addresses are registered with the Company’s Registrar & Transfer Agents and Depositories and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2021-22 is available on Company’s website www.frhl.in. However, the shareholders of the Company may request physical copy of the notice and Annual Report from the Company by sending a request at shareholders@frhl.in in case they wish to obtain the same.
7. Pursuant to Section 29 of the Companies Act, 2013 read with Rule 9A of the Companies (Prospectus of Securities) Rules, 2014, Securities of unlisted public Companies can be transferred only in dematerialised form with effect from October 2, 2018 except in case of request received for transmission or transposition of securities.
8. Members can avail the nomination facility in respect of shares held by them pursuant to provisions of Section 72 of the Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their Nomination in the prescribed form duly filled to Bigshare Services Private Limited “RTA” at the below mentioned address:

Bigshare Services Private Limited,
Office No. S 6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai, Maharashtra – 400093, India.
Telephone No.: +91-22-62638200
Email : investor@bigshareonline.com

9. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the RTA of the Company for assistance in this regard.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat Account(s) dormant for long.

Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

11. Members seeking any information with regard to financial statements and operations to be placed at the AGM are requested to send their queries through Email to the email ID shareholders@frhl.in at least 7 days before the meeting, so that the information can be compiled in advance. The same will be replied by /on behalf of the Company suitably.
12. The Register of Members and the Share Transfer Books of the Company shall remain closed from September 17, 2022 to September 23, 2022 (both days inclusive).
13. The amount of dividend remaining unclaimed or unpaid for a period of 7 years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly in the year 2021-22, the Company had transferred the unclaimed or unpaid dividend for the year ended March 31, 2014 to IEPF. Unclaimed Dividend in respect of the financial year ended March 31, 2015 will be due for transfer to Investor Education and Protection Fund on or after (**November 2, 2022**). The Members who have not encashed the dividend warrants for the earlier years so far are requested to send their claims, if any, to the Company’s RTA immediately. Once the amount is transferred by the Company to IEPF, no claim thereof shall lie against the Company.

14. Members holding shares in electronic form are hereby advised to update their bank particulars in case there is any change for the receipt of future dividends, if any as the bank details registered against their respective depository accounts will be used by the Company for payment of dividend. Members holding shares in physical form and desirous of either registering or changing bank particulars are requested to write to the Company's RTA.
15. 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 address 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 address 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 Annual Report along with the Notice of AGM, the shareholder can temporarily get their email address registered with Bigshare, by clicking the link 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 with a copy marked to shareholders@frhl.in and would get soft copy of the Annual Report which includes Notice of AGM. In case of any queries, Members may write to 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, Office No. S 6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai, Maharashtra – 400093, India Telephone No.: +91-22-62638200, by following due procedure.
 - (iii) Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/Bigshare to enable servicing of Notices and documents electronically to their email address.
16. **Manner of registering mandate for receiving Corporate benefits:**
- Members are requested to register/update the complete bank details:
- (a) With their Depository Participant(s) with whom they maintain their demat accounts, if shares are held in dematerialised mode. By submitting forms and documents as may be required by the Depository Participants; and
 - (b) With the Company's RTA – Bigshare Services Private Limited, by sending a request at investor@bigshareonline.com with copy to shareholders@frhl.in if shares are held in physical mode and by submitting the following documents:
 - (i) scanned copy of the signed request letter which shall contain the member's name, folio number, Bank details (Bank account number, Bank and Branch name and address, IFSC, MICR Code);
 - (ii) self-attested copy of PAN card;
 - (iii) cancelled cheque leaf;
 - (iv) Form ISR-1 and ISR-2 which are available at the following link <https://www.bigshareonline.com/Resources.aspx>
17. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in demat mode should file their nomination with their Depository Participants ('DP') for availing this facility.
18. To support the "Green Initiative" in Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their email addresses with RTA, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
19. Details in respect of the Director seeking re-appointment at the Annual General meeting, forms integral part of the notice as Annexure II.
20. The Statutory Registers and the documents pertaining to the items of business to be transacted will be available for inspection by the members at the AGM.

21. Voting through electronic means:

- a) In compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the 51st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting). The Company has availed the facilities of National Securities Depository Limited (NSDL) for facilitating e-voting.
- b) A member can opt for only one mode of voting i.e. either by e-voting or through ballot. In case of Member(s) who casts their votes by both modes, voting done through e-voting shall prevail and the ballot form of that Member shall be treated as invalid.
- c) 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.
- d) The Member(s) who have casts 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.
- e) The remote e-voting period commences on September 20, 2022 [9.00 A.M. (I.S.T)] and ends on September 22, 2022 [5:00 P.M. (I.S.T.)]. The e-voting module will be disabled by NSDL for voting thereafter. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the “cut-off” date being September 16, 2022. Once the vote on a resolution is cast by the member the member shall not be allowed to change it subsequently.

General Instructions

21.1) Procedure for remote e-voting

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time in relation to e-voting facility, the shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this notice.





The Instructions for Voting through electronic means (‘e-voting’) are provided hereunder:

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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">(i) Visit URL: https://eservices.nsdl.com(ii) Click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.(iii) A new screen will open. Now enter your User ID and Password. Post successful authentication, Click on “Access to e-Voting”(iv) Click on Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period2. User not registered for IDeAS e-Services<ol style="list-style-type: none">(i) To register click on the link: https://eservices.nsdl.com(ii) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<ul style="list-style-type: none"> (iii) Proceed with completing the required field. (iv) Follow steps given in point (1) <p>3. Alternatively by directly accessing the e-Voting website of NSDL.</p> <ul style="list-style-type: none"> (i) Open URL: https://www.evoting.nsd.com/ (ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. (iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the name of the company or e-Voting service provider – NSDL. (v) On successful selection you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. (vi) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> 1. Existing users who have opted for Easi/ Easiest: <ul style="list-style-type: none"> (i) Visit URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com (ii) Click on New System Myeasi. (iii) Login with your registered user id and password. (iv) The user will see the e-voting menu. The menu will have link of ESP i.e. NSDL. (v) Click on e-voting service provider name i.e. NSDL to cast your vote. 2. User not registered for Easi/Easiest <ul style="list-style-type: none"> (i) option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration (ii) Proceed with completing the required filed. (iii) Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ul style="list-style-type: none"> (i) Visit URL : www.cdslindia.com (ii) Provide your demat Account Number and PAN number. (iii) system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. (iv) After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ul style="list-style-type: none"> (i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. (ii) Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. (iii) Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period without any further authentication.
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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
Securities held in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held 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

B) Login Method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholders/ 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@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 vote 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 is in active status.
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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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 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 <https://www.evoting.nsdl.com> or call at toll free no.: 1800 1020 990 /1800 224 430 or send a request to evoting@nsdl.co.in. In case of any grievances connected with facility for voting by electronic means, please contact Ms. Pallavi Mhatre, Senior 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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 with a copy marked to 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 with a copy marked to 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 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.
22. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
23. The Company has appointed Mr. Shivaram Bhat, Practising Company Secretary (ACS: A10454 & CP : 7853), as the ‘Scrutiniser’ to scrutinize the remote e-voting and the e-voting at the AGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding 48 hours from the conclusion of the AGM.
24. The results of voting would be declared on or after the date of AGM of the Company by the Chairman or the person authorized by him. These Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.frhl.in and will be also communicated to NSDL. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. September 16, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the RTA at investor@bigshareonline.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” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44.**
25. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 16, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
26. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM in person but shall not be entitled to cast their vote again.

ANNEXURE I TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Though not mandatory, this statement is provided for reference.

Item No. 3

M/s. Sudha Suresh Pai and Associates, Chartered Accountants (Firm registration no. 118006W) were appointed as Statutory Auditors of the Company at the 46th Annual General Meeting (AGM) held on September 29, 2017, for a period of five years commencing from the conclusion of 46th AGM till the conclusion of the 51st AGM, subject to ratification by members every year. However, MCA vide its notification dated May 7, 2018, has omitted the requirement under the first proviso to Section 139 of the Act, and Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, regarding ratification of appointment of statutory auditors by members at every subsequent AGM.

Consequently, M/s. Sudha Suresh Pai and Associates, Chartered Accountants, will complete their first term of five consecutive years as the Statutory Auditors of the company at the conclusion of the 51st AGM of the company.

Pursuant to Section 139(2) of the Act, the company can appoint an auditors firm for a second term of five consecutive years. Accordingly, M/s. Sudha Suresh Pai and Associates, Chartered Accountants, are proposed to be reappointed as Statutory Auditors of the company for a second term of five consecutive years commencing from the conclusion of 51st AGM till the conclusion of the 56th AGM.

M/s. Sudha Suresh Pai and Associates, have consented to the said reappointment, and confirmed that their reappointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be reappointed as statutory auditors in terms of the provisions of the Sections 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

None of the directors/key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 3 of the notice.

The board, on the recommendation of the audit committee, recommends the resolution set forth in item no. 3 of the notice for approval of the members.

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

Asmeeta Matondkar
Company Secretary
Membership No: A31514

Date: May 4, 2022
Place: Vainguinim Beach - Goa

Annexure II:

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

Name of the Director	Mr. Auduth Timblo
Date of Birth	01/03/1949
Date of appointment	20/07/1976
Qualification	B.E., L.L.B.
Relationship with Directors	Relative (Husband) of Mrs. Anju Timblo
Expertise in Specific functional area	Industrialist
Board membership of Companies as on 31 st March, 2022 (excluding Foreign & Section 8 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 Maritima Limited
Chairman/Member of the Audit Committee as on 31 st March, 2022 of companies in which he/she is Director	Nil
Chairman/Member of the Shareholders/ Investors Grievance Committee as on 31 st March, 2022 of companies in which he/she is Director	Nil
Chairman/Member of the Remuneration Committee as on 31 st March, 2022 of other companies in which he/she is Director	Nil
Chairman/Member of the Corporate Social Responsibility Committee as on 31 st March, 2022	Nil
Chairman/Member of the Risk Management Committee as on 31 st March, 2022	Nil
Shareholding in the Company as on 4 th May, 2022	27,47,482 equity Shares
Shareholding in the Company as on 31 st March, 2022	27,47,482 equity Shares
No. of meetings attended	Six board meetings