

NOTICE

NOTICE is hereby given that the Forty Fourth Annual General Meeting of the members of Fomento Resorts and Hotels Limited "Company" will be held at the Registered Office of the Company at Cidade de Goa, Vainguinim Beach, Goa – 403004 on Monday, September 28, 2015 at 4:00 p.m., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31 March, 2015, 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 consider declaration of dividend on the Cumulative Non-Convertible Redeemable Preference Shares of Rs.100/- each on pro-rata basis for the financial year ended 31st March, 2015.
3. To consider declaration of dividend on the Equity shares for the financial year ended 31st March, 2015.
4. To appoint a Director in place of Mr. Auduth Timblo (DIN00181589), who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

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

SPECIAL BUSINESS:

6. To consider appointment of Mr. Apoorva Misra ((DIN: 02722155) as a Director of the Company;

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mr. Apoorva Misra (DIN: 02722155), who was appointed as an Additional director of the Company by the Board of Directors with effect from 13th February, 2015 under Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of

Association of the Company and who holds office upto the date of the forthcoming Annual General Meeting and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Apoorva Misra for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. **To consider appointment of Mr. Shardul Thacker as an Independent Director;**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. Shardul Thacker (DIN: 00153001) who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013 signifying her intention to propose his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term upto 31st March, 2019."

8. **To consider appointment of Mr. Raghunandan Maluste as an Independent Director;**

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

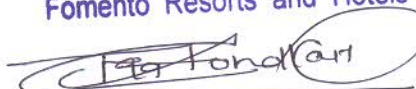
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, Mr. Raghunandan Maluste (DIN: 01302477) who was appointed as a Director and is liable to retire by rotation and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013 signifying her intention to propose his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term upto 31st March, 2019."

9. **To approve consolidation of the limits sanctioned for arrangements/transactions with Related Party**

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

"RESOLVED THAT in the matter of Special Resolution passed by the Company at its 43rd Annual General

TRUE COPY
For & on behalf of
Fomento Resorts and Hotels Limited



Asmeeta Matondkar
Company Secretary

Meeting (AGM) held on September 27, 2014 approving related party transactions prescribing party wise limits, it is noted that by virtue of the Order dated January 28, 2015 in the Company Application (Main) No. 31/2014 passed by the Hon. High Court of Bombay at Goa (1) Prime Mineral Exports Private Ltd and (2) Fomento Karnataka Mining Company Private Ltd have been amalgamated with Fomento Resources Private Ltd and therefore the prescribed party wise limit of value of transactions that may entered into by the Company with said Fomento Resources Private Ltd shall be consolidated at Rs. 1104 Lakhs.

RESOLVED FURTHER THAT except as above said, all the other terms and conditions of the approval of the Shareholders at AGM shall remain valid and continue to be in force."

By Order of the Board
For Fomento Resorts and Hotels Limited

Asmeeta Matondkar
Company Secretary

Date: May 30, 2015

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 PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN 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.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
3. The Register of Members and the share Transfer Register will remain closed for a period of 7 days from Friday, August 21, 2015 to Thursday, August 27, 2015 (both days inclusive).

The dividend recommended by the Board, if approved by the shareholders at the 44th Annual General Meeting, shall be paid to those members whose names appear on the Register of Members during the aforesaid period.

4. Dividends for the Financial Year ended 31st March, 2008 and thereafter, which remain unclaimed or unpaid for a period of seven years will be transferred to the IEPF under section 124 of the Companies Act, 2013. Members who have not encashed the dividend warrant(s) so far for the financial years are requested to make their claims to the registered office of the Company. It may also be noted that once the unclaimed dividend is transferred to IEPF as stated above, no further claim shall lie in respect thereof. The dividend for the financial year ended 31st March, 2008 is due to be transferred to the aforesaid Fund on November 3, 2015.
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of Bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the members. Members holding shares in physical form and desirous of either registering Bank particulars or changing Bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
6. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's registered office, atleast 7 days before the meeting so that the information can be compiled in advance.
7. Members are requested to register their email addresses through their depository participant where they are holding their Demat accounts for sending the future communication by email. Members holding shares in physical form may register their email addresses through the Registrar and Share Transfer Agents giving reference of Folio Numbers.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice as Annexure A.
9. Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email id's are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email ID's, physical copies of the Annual Report for the year 2014-15 are being sent in the permitted mode.

10. The Notice of the 44th Annual General Meeting of the Company and instructions for e-voting, along with attendance slip and proxy forms is being sent to all the members by electronic mode, whose email ID's are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email ID's physical copies of the aforementioned documents are being sent in the permitted mode.

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 44th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 23rd September, 2015 at 09:00 am and ends on 27th September, 2015 at 5:00 pm. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open the attached PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on "Shareholder" – "Login"
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Fomento Resorts and Hotels Limited".
- (viii) Now you are ready for "remote e-voting" as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.sbhat@gmail.com with a copy marked to evoting@nsdl.co.in

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

