

FOMENTO RESORTS AND HOTELS LIMITED

CIN: L55101GA1971PLC000113

Registered Office: Cidade de Goa, Vainguinim Beach, Goa- 403004
 Website: www.cidadedegoa.com ; Email: shareholders@cidadedegoa.com
 Tel. No.: +91 832 2454545 ; Fax No.: +91 832 2454541/42

POSTAL BALLOT NOTICE

To
 The Shareholders,

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the following resolutions are being circulated for the approval of the members by way of postal ballot.

SPECIAL BUSINESS:

Item No. 1

Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association 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 section 13 read with section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) the approval of the Members be and is hereby accorded to increase the Authorised share capital of the Company from the existing Rs. 1,00,00,00,000/- (Rupees one hundred crores only) divided into 3,00,00,000 (three crores) Equity shares of Rs. 10/- (Rupees Ten only) each and 70,00,000 (seventy lakhs) Cumulative, Non-Convertible, Redeemable Preference share of Rs. 100/- (Rupees one hundred only) each to Rs. 3,00,00,00,000/- (Rupees three hundred crores only) divided into 3,00,00,000 (three crores) Equity shares of Rs. 10/- (Rupees Ten only) each and 2,70,00,000 (Two crores seventy lakhs) Cumulative, Non – Convertible, Redeemable Preference share of Rs. 100/- (Rupees one hundred only) each, by further creation of additional 2,00,00,000 (two crore) Cumulative, Non-Convertible, Redeemable Preference share of Rs. 100/- (Rupees one hundred only) each and that clause V of the Memorandum of Association of the Company be hereby altered by substituting the existing clause with the following:

V. The Authorised Share Capital of the Company is Rs. 3,00,00,00,000 (Rupees three hundred crores) divided into 3,00,00,000 (three crore) Equity Shares of Rs. 10/- (Rupees ten only) each and 2,70,00,000 (Two crore seventy lakhs) Cumulative, Non-Convertible, Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of the powers herein conferred by this resolutions to any Committee of Directors and/or Directors and / or officers of the Company to give effect to this resolution.”

Item No. 2

Alteration of capital clause in the Articles of Association of the Company:-

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

“RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Article 3 of the Articles of Association of the Company be altered and substituted by the following clause:

Article 3:

The share capital of the Company is 3,00,00,00,000 (Rupees Three hundred crores only) divided into 3,00,00,000 (three crores) Equity shares of Rs. 10/- (Rupees Ten only) each and 2,70,00,000 (Two crores seventy lakhs) Cumulative,

Non-Convertible, Redeemable Preference share of Rs. 100/- (Rupees one hundred only) each with power to increase or reduce the capital and to divide the shares in the capital of the Company for the time being into equity share capital and preference share capital and to attach thereto respectively any preferential qualified or special rights, privileges or conditions as may be determined in accordance with the Act or Articles and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act or Articles.

Item No. 3

Issue and Allotment of Preference shares

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

“RESOLVED THAT pursuant to the provisions of Section 55 and all other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and enabling provisions of the Memorandum and Articles of Association of the Company, and the Listing Agreement entered into by the Company with Stock Exchanges and subject to the approvals, consent, permissions and/or sanctions as may be required from any appropriate authority, institution or body and subject to such terms, conditions, alternations, corrections, changes, variations and/or modification and which may be agreed to by 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 or any committee, which the Board may have constituted or hereafter constitute, to exercise one of more of its powers including the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot 1,00,00,000 7.5% Cumulative, Non-convertible, Redeemable Preference Shares of Rs.100/- each for cash at par to the existing holder of Cumulative, Non-convertible, Redeemable Preference Shares, in one or more tranches, on such terms and conditions and in such manner as the Board may think fit.”

“RESOLVED FURTHER THAT 1,00,00,000 7.5% Cumulative, Non-convertible, Redeemable Preference Shares of Rs.100/- each shall be subject to the following conditions:

- a) The Preference Shares shall be redeemed at the option of the Board of the Directors in one or more tranches at any time before the expiry of 20 years from the date of allotment but not earlier than 5 years.
- b) The Preference Shares shall be redeemed at par.
- c) The Preference Shares shall carry a preferential right over the Equity Shares with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
- d) The holders of such Preference Shares shall be entitled to a fixed rate of 7.5% dividend as and when recommended by the Board and declared by the shareholders of the Company.
- e) The holders of such preference shares will not be entitled to participate in surplus fund nor in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
- f) The payment of dividend on said Preference Shares shall be on Cumulative basis.
- g) The holders of such Preference Shares shall have no option of conversion into Equity Shares.
- h) The preference shares shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.
- i) The Preference Shares shall not be listed on any stock exchange.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things as it may at its discretion deem necessary, desirable or expedient to give effect to this resolution and to issue and allot 1,00,00,000 7.5% Cumulative, Non-convertible, Redeemable Preference Shares of Rs.100/- each and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of preference shares and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion 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.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director or to any committee of the Directors or any other officer or officers of the Company to give effect to the aforesaid resolution.”

Item No. 4 Borrowing powers of the Board of Directors

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

“RESOLVED THAT in supersession of the resolution passed at 43rd Annual General Meeting held on September 27, 2014 the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 to the Board of Directors of the Company to borrow from time to time any sum or sums of money together with the moneys 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 paid up capital of the Company and its free reserves; provided that the total amount of moneys borrowed by the Company shall not at any time exceed the limit of Rs.5,00,00,00,000 (Rupees Five hundred crores only).”

Item No. 5 Creation of Charge

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

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company to mortgage, hypothecate and /or charge all or any of the movable and/or immovable properties and assets and the whole or substantially the whole of the undertaking of the Company in such form and manner as the Board of Directors may deem fit or expedient, for securing loans obtained or as may be obtained from any financial institutions, banks, finance companies or persons, 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 for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to finalize with the financial institutions, banks, finance companies or persons all such deeds, contract, instruments, agreements, and any other documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements documents and to do all such acts, deeds, matters, things as may be deemed necessary expedient and incidental thereto and delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and or/or officers of the Company to give effect to this resolution.”

Item No. 6 Alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations by the draft regulations contained in the Articles of Association submitted to this meeting and the same be and is hereby approved and adopted as new regulations of the Articles of Association of the Company to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

Place: Vainguinim beach - Goa

Date: September 26, 2015

By order of the Board of Directors
For Fomento Resorts and Hotels Limited

Sd/-
Asmeeta Matondkar
Company Secretary

Enclosures:

Resolutions along with an Explanatory Statement; and
Postal ballot form and self-addressed postage pre-paid envelope

Notes:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto as Annexure (the “**Explanatory Statement**”).
- 2) In accordance with Section 110 of the Companies Act and procedure to be followed for conducting business through Postal Ballot as provided in Rule 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as ‘the Rules’), the items of business set out in the above mentioned notice is sought to be passed through postal ballot.
- 3) The Board has at its meeting held on September 26, 2015 appointed Mr. Shivaram Bhat, Practicing Company Secretary as the ‘Scrutinizer’ (the “**Scrutinizer**”) for conducting the postal ballot voting process in a fair and transparent manner and in accordance with the applicable laws.
- 4) The dispatch of the postal ballot notice and the Explanatory Statement will be announced through an advertisement in one English newspaper and vernacular newspaper and published on the website of the Company.
- 5) The Members are requested to exercise their voting right by either using the attached postal ballot form or through e-voting.
- 6) Only a Member who is entitled to vote is entitled to exercise his/ her vote through the postal ballot form or through e-voting. Voting rights of every Member shall be reckoned on the paid-up value of Equity Shares on the basis of names appearing in the ‘Register of Members’ or in the records of the depository, as applicable, as on September 29, 2015 and any recipient of the postal ballot notice whose name does not appear as a Member in relation to the shares as on the aforesaid date should treat the same as intimation only.
- 7) The Members are requested to carefully read the instructions printed on the separately enclosed postal ballot form. The duly completed and signed postal ballot form should be posted in the enclosed self-addressed postage pre-paid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5:00 p.m. on Friday , November 20, 2015.
- 8) In accordance with clause 35B of the equity listing agreement entered into by the Company with the Stock Exchanges, Section 110 of the Companies Act, 2013 and the applicable rules for Postal Ballot, the Company is pleased to provide electronic voting (“**e-voting**”) as an option to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide e-voting facilities. It may be noted that e-voting is optional. If a Member has voted through the e-voting facility, he/she is not required to send the Postal Ballot Form. If a Member votes through the e-voting facility and also sends his vote through the Postal Ballot Form, then voting done by e-voting will prevail and voting done through the Postal Ballot Form will be treated as invalid by the Scrutinizer. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of e-voting	from Thursday 9:00 a.m. on October 22,2015
End of e-voting	at 5:00 p.m. on November 20, 2015

- 9) E-voting shall not be allowed beyond 5:00 p.m. on November 20, 2015. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is September 29, 2015.
- 10) The login ID and password for e-voting along with process, manner and instructions for e-voting are being sent in this notice to the Members who have not registered their e-mail IDs with the Company. Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

- 11) The instructions for e-voting are as under:
- a. The login ID and the initial password are provided in a table at the bottom of the Postal Ballot Form. Please note that the Password is an Initial Password.
 - b. Launch the internet browser by typing the following <https://www.evoting.nsdl.com>
 - c. Click on “Shareholder-Login”:
 - d. Put User ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then use your existing User ID and Password for Login.
 - e. If you are logging in for the first time, Password Change Menu appears. Change the password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your Password confidential.
 - f. Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
 - g. Select “EVEN (E-Voting Event Number)” of Fomento Resorts and Hotels Limited..
 - h. Now you are ready for “e-voting” as “Cast Vote” Page opens.
 - i. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once casted cannot be modified.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed
- 12) Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at: cs.sbhat@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company’s email ID: shareholders@cidadedegoa.com.
- 13) In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in
- 14) 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 record date.
- 15) For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agents at the following address:
- Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate
Saki Vihar Road Saki Naka
Andheri (East), Mumbai 400 072.
Board No 022 4043 0200
Fax No 022 2847 5207
Email id : investor@bigshareonline.com
- 16) The Scrutinizer’s decision on the validity of the Postal Ballot and e-voting shall be final.
- 17) Upon completion of the scrutiny of postal ballots, the Scrutinizer will submit his report to the Director of the Company authorised for the purpose.
- 18) The result of voting by postal ballot will be announced on November 23,2015 through Notice Board at the registered office of the Company and will be posted on the website of the Company www.cidadedegoa.com additionally; the result will be communicated to the BSE and the ASE. The date of declaration of the result of the postal ballot voting process will be taken to be the date of passing of the resolutions.

ANNEXURE TO THE POSTAL BALLOT NOTICE

(Explanatory Statement setting out the material facts under Section 102 of the Companies Act, 2013)

Item No. 1 & 2:

The Company is in urgent need of funds in order to finance the ongoing hotel projects undertaken & related activities. Hence, it is proposed to raise additional capital by issuing 1,00,00,000 Cumulative, Non-Convertible, Redeemable preference shares of Rs. 100/- each for cash at par to existing holders of Preference Shares, in one or more tranches. Therefore it is proposed to increase Authorized share capital of the Company from the existing Rs. 1,000,000,000/- (Rupees one hundred crores only) divided into 3,00,00,000 (three crore) Equity shares of Rs. 10/- (Rupees Ten only) each and 70,00,000 (seventy lakhs) Cumulative, Non-Convertible, Redeemable Preference share of Rs. 100/- (Rupees one hundred only) each to Rs. 3,00,00,00,000/- (Rupees Three hundred crores only) divided into 3,00,00,000 (three crores) Equity shares of Rs. 10/- (Rupees Ten only) each and 2,70,00,000 (Two crore seventy lakhs) Cumulative, Non – Convertible, Redeemable Preference share of Rs. 100/- (Rupees one hundred only) each, by further creation of additional 2,00,00,000 (Two crore) Cumulative, Non-Convertible, Redeemable Preference share of Rs. 100/- (Rupees one hundred only) each. The present paid-up share capital of the Company is Rs. 86,00,00,000 (Rupees Eighty Six Crores Only) (“**Paid up Share Capital**”) comprising of 1,60,00,000 (One Crore Sixty Lakhs Only) fully paid-up equity shares having face value of Rs. 10 (Rupees Ten only) each (“**Equity Shares**”) aggregating to equity share capital of Rs. 16,00,00,000 (Rupees sixteen crores only) (“**Equity Capital**”) and 70,00,000 (seventy lakhs) 7.5% Cumulative, Redeemable, Non—Convertible Preference shares of Rs. 100 (Rupees hundred only) each (“**Preference Shares**”) aggregating to preference share capital of Rs. 70,00,00,000 (Rupees seventy crores only) (“**Preference Capital**”).

Further, Clause V of the Memorandum of Association of the Company is proposed to be altered pursuant to the provisions of Section 13 of the Companies Act, 2013 (‘the Act’).

Section 13 read with Section 61 of the Act requires a company to obtain the approval of the Shareholders for alteration of Clause V of Memorandum of Association of the Company.

Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company during business hours on any working day up to the date of the declaration of results by the Company.

The Directors commend the Resolution at Item No. 1 & 2 of the accompanying Notice, for the approval of the Members of the Company. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution.

Item No. 3:

In order to finance the ongoing hotel projects undertaken and related activities, the Company is in urgent need of funds. The Board of Directors propose to raise additional capital by issuing 7.5% 1,00,00,000 Cumulative, Non-Convertible, Redeemable preference shares of Rs. 100/- each to the existing holders of the Preference Shares in the Company, in one or more tranches, as required.

The material facts concerned with and relevant to the proposed issue of 1,00,00,000 7.5% Cumulative, Non-convertible, Redeemable Preference Shares of Rs.100/- each are as follows:

Sr.No:		
1.	Size of the Issue	Rs.1,00,00,00,000/- (Rupees hundred crores only)
2.	Number of Preference Shares	1,00,00,000 (One Crore)
3.	Nominal (face) value of each Share	Rs.100/- (Rupees one hundred only)
4.	Nature of Shares	Cumulative, Non-Participating, Non-convertible, Redeemable Preference Shares
5.	Object of the Issue	To finance the ongoing hotel projects undertaken and related activities.

6.	Manner of Issue of Shares	Shares will be issued to the existing holders of Preference Shares. Such shares will not be listed on any stock exchange.		
7.	Price at which Shares are to be issued	For cash at par i.e. at Rs.100/- per share		
8.	Basis on which price has been arrived at	7.5% Cumulative Non-convertible Redeemable Preference Shares are being issued at a nominal value of Rs.100/- per share and the same will be redeemed at Rs.100/- per share only.		
9.	Terms of Issue and dividend	<p>a) The Preference Shares will have a preferential right over the Equity Shares with respect to payment of dividend and repayment in case of winding up or repayment of capital.</p> <p>b) The holders of such Preference Shares shall be entitled to a fixed rate of 7.5% dividend as and when recommended by the Board and declared by the shareholders of the Company.</p> <p>c) The holders of such preference shares will not be entitled to participate in surplus fund nor in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.</p> <p>d) The payment of dividend on the Preference Shares shall be on Cumulative basis.</p> <p>e) The shareholders of such Preference Shares shall not have option of conversion into Equity Shares.</p> <p>f) The shareholders of such shares shall have right to vote in accordance with Section 47(2) of the Companies Act, 2013.</p>		
10.	Term of redemption	The Preference Shares shall be redeemed at the option of the Board of the Directors in one or more tranches at any time before the expiry of 20 years from the date of allotment but not earlier than 5 years. Such shares shall be redeemed at par value.		
11.	Manner and mode of redemption	Preference Shares shall be redeemed out of the profits of the Company or out of the proceeds of the fresh issue of shares.		
12.	Expected dilution in Equity Share Capital	As the Preference Shares proposed to be issued are Non-Convertible, Non-Participatory and Redeemable, there will not be dilution of Equity Share Capital of the Company.		
13.	Current equity Shareholding Pattern of the Company (as on 30/06/2015)	Category	No. of Shares	% of holding
		Promoters	1,19,99,768	75.00%
		Institutions	--	--
		Bodies Corporate	38,780	0.24%
		Individuals	39,61,452	24.76%
	Detailed shareholding			

Section 55 of the Companies Act, 2013 regulates issue and redemption of Preference Shares. Also, under Section 55 of the Act prior approval of members of the Company is required by way of Special Resolution. Accordingly, the Board of Directors has decided to seek approval of the members of the Company.

Promoter Directors may be deemed to be interested in the proposed resolution and may subscribe to the Preference Shares to the extent of their existing shareholding, in the Company. Akash Timblo, relative of key managerial personnel of the Company, not holding any shares in his personal capacity, may also be deemed to be interested in the resolution, being the relative of the

Promoter Directors. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives are directly or indirectly, in any way concerned or interested financially or otherwise in the proposed Resolution.

Item No. 4:

At the 43rd Annual General Meeting held on September 27, 2014 the Members of the Company had passed a special resolution under the provisions of Section 180(1)(c) of the Companies Act, 2013 granting borrowing powers to the Board of Directors to borrow sum or sums of money up to a limit of Rs.250 crores. It is anticipated that due to the ongoing hotel projects, the Company may need to borrow monies/funds from Banks, financial institutions etc which may exceed a sum of Rs. 250 crores towards borrowings considering the total amount of monies borrowed by the Company

Therefore, the Board of Directors proposes to seek approval of Shareholders by way of passing a Special Resolution to borrow sum or sums of money up to a limit of Rs. 500 crores.

None of Directors, key managerial personnel or their relatives are concerned or interested financially or otherwise in the proposed resolution.

Item No. 5:

The Board at its meeting held on May 30, 2014 and shareholders at their meeting held on 27th September, 2014 considered and authorised the Company to borrow from time to time any sum or sums of money together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) which may exceed the aggregate paid up capital of the Company and its free reserves; provided that the total amount of moneys borrowed by the Company shall not at any time exceed the limit of Rs. 250 crores (Rupees Two Fifty crores only) pursuant to section 180(1)(c) of the Companies Act, 2013. The consent of the shareholders was also obtained to mortgage and/or charge all or any of the movable and/or immovable properties and assets and the whole or substantially the whole of the undertaking of the Company for securing loans obtained or as may be obtained from any financial institutions, banks, finance companies or any other parties.

In pursuance of Rule 22 of the Companies (Management and administration) Rule, 2014, the item of business pertaining to sale of the whole or substantially the whole of an undertaking of a Company as specified under Section 180(1)(a) of the Companies Act, 2013 shall be transacted only by means of voting through a postal ballot. The mortgages or charge on all or any of the properties of the Company for securing its borrowings may be deemed as disposal of the whole or substantially the whole of the undertaking of the Company. Therefore, it is necessary to seek fresh approval of the shareholders by way of special resolution through postal ballot for the above mentioned purpose.

The resolution as above is placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

Item No. 6

The existing Articles of Association (“AOA”) of the Company are based on the provisions of the Companies Act, 1956 and several regulations in the Articles of Association contain references of the provisions of the Companies Act, 1956.

The existing regulations contained in the Articles of Association require substantial alteration/modification or deletion to be in consonance with the provisions of the Companies Act, 2013 & Rules made thereunder. Hence, it is proposed to adopt a new set of Articles by replacing the existing AOA.

The proposed new draft AOA shall be available on the website of the Company for the perusal of the shareholders.

Draft AOA is also available for inspection by the members at the Registered Office of the Company during business hours on any working day up to the date of the declaration of results by the Company.

The resolution as above is placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in this resolution. The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

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

Sd/-
Asmeeta Matondkar
Company Secretary

Registered Office:
Cidade de Goa, Vainguinim Beach,
Goa- 403004
Phone: 91 (832) 2454545, Fax: 91 (832) 2454541/42
E-mail: shareholders@cidadedegoa.com
Website: www.cidadedegoa.com

FOMENTO RESORTS AND HOTELS LIMITED

Registered Office: Cidade de Goa, Vainguinim beach, Goa – 403004

Phone: 91 (832) 2454545, **Fax:** 91 (832) 2454541/42;

CIN: L55101GA1971PLC000113

E-mail: shareholders@cidadedegoa.com; **Website:** www.cidadedegoa.com

POSTAL BALLOT FORM

Serial No.:

1. Name(s) and Address :
Of the sole/ First Name of
Shareholder(s)/ Beneficial Owner(s)
2. Name of the joint holder(s) :
If any
3. Registered Folio No./ *DPID/
Client ID :
(* applicable to shareholders
holding shares in dematerialized
form)
4. No. of Shares Held :
5. I/ we hereby exercise my/ our vote in respect of the **RESOLUTIONS** to be passed through postal ballot for the business stated in the notice of the company dated September 26, 2015 by sending my/ our assent (for) or Dissent (against) to the said Resolution by placing tick mark (√) at the appropriate box below:

Resolution No.	Description	No. of Shares	I/ we assent to the resolution (For)	I/ we dissent to the resolution (Against)
1	Ordinary Resolution for increasing the Authorised Share Capital from the existing Rs. 1,00,00,00,000 (Rupees Hundred Crores only) to Rs. 3,00,00,00,000 (Rupees Three Hundred crores only) and alteration of the Capital Clause in the Memorandum of Association of the Company.			

2	Special Resolution for altering the capital clause in the Articles of Association of the Company.			
3	Special resolution for issuing and allotting preference shares to the existing Preference shareholder.			
4	Special Resolution for seeking consent of the general body for increasing the borrowing powers of the Board of the Directors of the Company from Rs. 250 crores to Rs. 500 crores.			
5	Special Resolution to mortgage, hypothecate and /or charge all or any of the movable and/or immovable properties and assets and the whole or substantially the whole of the undertaking of the Company for securing loans obtained or as may be obtained.			
6	Special Resolution for altering the Articles of Association of the Company.			

Date:

Place:

Signature of the Shareholder(s)

#Email: _____ **#Tel No:** _____ (# Optional)

Note: Kindly read the instructions printed overleaf before filing the form.
Last date for receipt of Postal Ballot Forms by Scrutinizer is November 20, 2015

P.T.O

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
3. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (“**POA**”) on behalf of the member(s) may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on November 20, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization together with the specimen signature(s) of the duly authorised signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. –Bigshare Services Pvt. Ltd..
10. Voting rights shall be reckoned on the paid-up value of Equity Shares on the basis of names appearing in the ‘Register of Members’ or in the records of the depository, as applicable, as on September 29, 2015 and any recipient of the postal ballot notice whose name does not appear as a Member in relation to the shares as on the aforesaid date should treat the same as intimation only.
11. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Pre-paid Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. A Member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item No. 8 above i.e. November 20, 2015.
14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
15. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.