

NOTICE

Notice is hereby given that the **30th ANNUAL GENERAL MEETING** of the Company will be held on Saturday, 29th September 2018 at 09.00 A.M. at the registered office of the Company at SCO No. 310, Third Floor Sector- 29 Gurugram Haryana- 122001 to transact the following business:

ORDINARY BUSINESS:-

1. To consider and adopt the audited financial statement of the company for the financial year ended 31st March 2018 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Atul Jain who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions of the act, if any and the rules made thereunder as amended from time to time, **M/s. MJMJ & ASSOCIATES LLP, Chartered Accountants, (Firm Registration Number: 027706N/C400013)**, Flat No 905, Milenia Emerald Heights Apartment Ramprastha Green, Sector-7 Vaishali, Ghaziabad, Uttarpradesh-201010 , be and is hereby appointed as Statutory Auditors of the company for a period of 5 years to hold office from the conclusion of this 30th Annual General Meeting (AGM) till the conclusion of 35th Annual General Meeting (AGM) of the company, at such remuneration plus tax as applicable mutually agreed upon between the Board of Directors of the company and the Statutory Auditors.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution for revision of salary Mr. Saurabh Gupta as Whole Time Director:-

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the shareholders, Shri Saurabh Gupta who was appointed as Whole-time Director of the Company for a period of three Years w.e.f 01.04.2017, be paid the following Revised Remuneration w.e.f 01.04.2018 as per details given below:

I. **BASIC SALARY** : Rs. 3,33,000/- Per Month

II. **PERQUISITES** :

PART –A

- A) **Provident Fund**- Company’s contribution towards provident fund at the rate of 12% of the Basic Salary.
- B) **Gratuity**- Gratuity shall not exceed half a month’s salary for each completed year of service, in accordance with the Payment of Gratuity Act, 1972.
- C) **Medical Benefits**-Medical Benefits under Group Health Medi-claim policy as per the rules of the Company.

PART-B

Car/ Telephone

Provision of Company maintained car for official use; reimbursement of Mobile Phone expenses for official use.

Other entitlement/ reimbursement /Retiral Benefits: As per Company policy

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. Saurabh Gupta as Whole Time Director, the Company has no profits or its profits are inadequate, he shall be paid same remuneration as minimum remuneration.

“FURTHER RESOLVED THAT Sh. Saurabh Gupta as whole time Director shall be entrusted with the Job responsibilities for managing and monitoring **“Sales and Marketing”** of the Company with effect from the date of his appointment.”

“FURTHER RESOLVED THAT Directors of the Company & Company Secretary be and are hereby severally authorized to file the necessary forms, returns and other documents with the office of the Concerned Registrar of Companies in regard to his revision of remuneration as Whole Time Director of the Company.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution for revision of salary Mr. Pramod Bisht as Whole Time Director.

"RESOLVED THAT pursuant to Sections 196, 197,198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including the statutory modifications and/or re-enactments thereof and subject to the approval of the members of the Company, Mr. Pramod Bisht , Who was appointed as Whole-time Director designated as “Resident Manager” and Chief Financial Officer and Key Managerial Personnel of the company, be paid the following Revised remuneration w.e.f 01.04.2018 as per the details given below:

Salary Components		Per Month (Amount in Rs.)
1	Basic Salary	59507
2	House Rent Allowance	29754
3	Hill allowance	200
Allowances		
4	Transportation Allowance	1600
5	Medical Allowance	1250
6	Special Allowance	21884
Gross Earnings		114195
Reimbursement		
7	Conveyance Reimbursement	18951
Gross Salary		133146

8	EPF	7141
9	Mediclaim	660
10	LTA	4959
TOTAL SALARY		145906
11	Gratuity	2861
CTC		148767
Other entitlement/ reimbursement		As per Company policy

“FURTHER RESOLVED THAT the appointment of Mr. Pramod Bisht as Whole-time Director and Chief Financial Officer and Key Managerial Personnel in the Capacity of Chief Financial Officer shall be subject to terms and conditions and job profile and responsibilities as stated in the agreement as placed before the Members as executed between the company Manu Maharani Hotels Limited and Mr. Pramod Bisht dated 01.04.2017.”

FURTHER RESOLVED THAT Mr. Pramod Bisht as Whole-time Director and Chief Financial Officer and Key Managerial Personnel in the Capacity of Chief Financial Officer be and is hereby empowered and directly made responsible and accountable for compliance including past compliances of all the applicable legislations and /or rules framed there under.

RESOLVED FURTHER THAT he shall be solely liable, answerable and responsible for the full and timely compliance of all applicable legislations and rules made there under including the past period.

RESOLVED FURTHER THAT in the event any Director/ Manager/ Officer of the company being charged with an offence or non compliance under any of the applicable legislations or the rules made there under, the aforesaid Whole Time Director, do appear before the Court or any other authority as provided in the legislations and or the rules at the hearing and confirm that he is directly responsible and accountable for all compliances in respect of the legislations and rules framed there under.

FURTHER RESOLVED That Board of Directors of the Company be and is hereby authorized to alter, vary, modify any or all the above terms and conditions of the appointment and payment of remuneration to Mr. Pramod Bisht as Whole-time Director and Chief Financial Officer and Key Managerial Personnel in the Capacity of Chief Financial Officer.

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. Pramod Bisht as Whole-time Director and Chief Financial Officer and Key Managerial Personnel in the Capacity of Chief Financial Officer, the Company has no profits or its profits are inadequate, he shall be paid same remuneration as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of the Board or Director or company secretary of the Company.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution for revision of salary Mr. Pramod Bisht as Whole Time Director.

"RESOLVED THAT pursuant to Sections 196, 197,198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 8 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, including the statutory modifications and/or re-enactments thereof and subject to the approval of the members, Mr. Naresh Gupta who was appointed as Whole-time Director and Key Managerial Personnel in the Capacity of Whole Time Director designated as “General Manager-Operations” for a period of 03 (Three) Years effective from 01.10.2016 , be paid the following revised remuneration w.e.f 01.04.2018 as per the details given below:

Salary Components		Per Month (Amount in Rs.)
1	Basic Salary	68050
2	House Rent Allowance	34025
3	Hill allowance	250
Allowances		
4	Transportation Allowance	1600
5	Medical Allowance	1250
6	Special Allowance	15469
Gross Earnings		120644
Reimbursement		
7	Conveyance Reimbursement	20,000
8	SFA	10,000
Gross Salary		150644
9	EPF	8166
10	Mediclaim	612
11	LTA	5671
12	Variable Performance Pay	1759
TOTAL SALARY		166852
13	Gratuity	3272
CTC		170124
Other entitlement/ reimbursement		As per Company policy

FURTHER RESOLVED THAT Mr. Naresh Gupta as Whole-time Director and Key Managerial Personnel in the Capacity of Whole Time Director designated as “General Manager- Operations” be and is hereby empowered and directly made responsible and accountable for compliance including past compliances of all the applicable legislations and /or rules framed there under.

RESOLVED FURTHER THAT he shall be solely liable, answerable and responsible for the full and timely compliance of all applicable legislations and rules made there under including the past period.

RESOLVED FURTHER THAT in the event any Director/ Manager/ Officer of the company being charged with an offence or non compliance under any of the applicable legislations or the rules made there under, the aforesaid Whole Time Director, do appear before the Court or any other authority as provided in the legislations and or the rules at the hearing and confirm that he is directly responsible and accountable for all compliances in respect of the legislations and rules framed there under.

FURTHER RESOLVED That Board of Directors of the Company be and is hereby authorized to alter, vary, modify any or all the above terms and conditions of the appointment and payment of remuneration to Mr. Naresh Gupta as Whole-time Director and Key Managerial Personnel in the Capacity of Whole Time Director designated as “General Manager-Operations”.”

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. Naresh Gupta as Whole-time Director and Key Managerial Personnel in the Capacity of Whole Time Director designated as “General Manager- Operations”, the Company has no profits or its profits are inadequate, he shall be paid same remuneration as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of the Board or Director or company secretary of the Company.”

FOR AND ON BEHALF OF THE BOARD

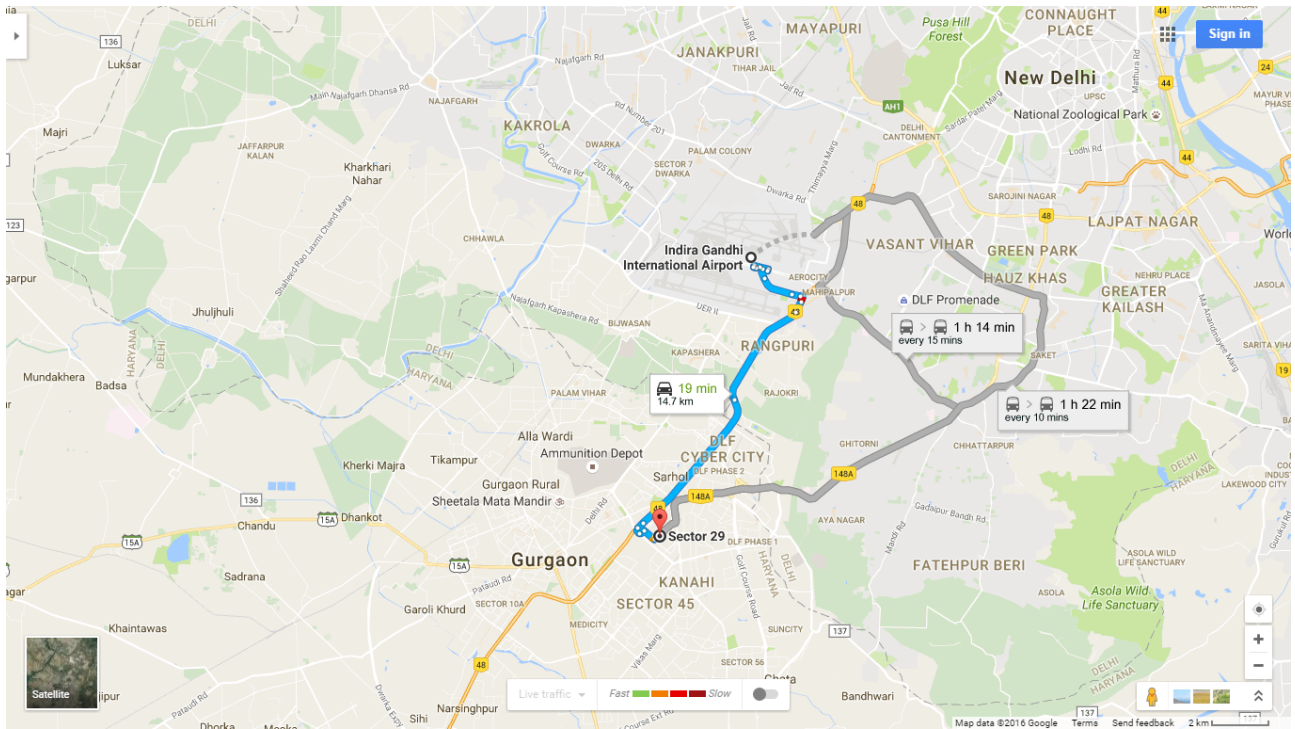
**SAURABH GUPTA
(WHOLE TIME DIRECTOR)
DIN : 01952020
ADD:43/1, RAJPUR ROAD,
DELHI, 110054**

**PLACE: NOIDA
DATE: 04.09.2018**

NOTE: -

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
2. The proxy form duly executed and properly stamped, in order to be effective, should reach the company at its registered office at least 48 hours before the schedule time of the meeting.
3. Only registered members carrying attendance slips and holders of valid proxies registered with the Company will be permitted to attend the meeting.
4. Members are requested to intimate the change in their addresses along with Email ID if any, registered with the company.
5. Members are requested to bring their copy of the Annual Report to the Meeting.
6. All documents referred to in the Notice and accompanying Statement are open for inspection at the Registered Office of the Company on all working days of the Company during normal working hours up to the date of the Annual General Meeting.
7. The route map to reach the venue of the Annual General Meeting is annexed.

The Route Map from Indira Gandhi International Airport, New Delhi to reach the venue of the Annual General Meeting



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

Item No: 04

In terms of the provisions of the Companies Act, 2013 and according to the recommendation of the Nomination and Remuneration Committee, the Board of Directors your company recommends for revision of Remuneration of Mr. Saurabh Gupta, Whole Time Director of the Company with effective from 01.04.2018 subject to the approval of shareholders of the Company:

As per the requirement of 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the said payment of remuneration, including Revision of Remuneration, approval of the shareholders of the Company is required.

The Board of Directors of the Company has recommended your approval as Ordinary Resolution for the revision of remuneration w.e.f. 01.04.2018 as Set out in Item No.4. The Details of Shri Saurabh Gupta is mentioned as under:-

1. Age of the Director- 36
2. Qualification of Director- Post Graduate
3. Experience of Director- 11 Years
4. Terms & Conditions of appointment/ reappointment - As set out in Resolution
5. Remuneration paid- As set out in Resolution
6. Date of first appointment on the board-Appointment as Director w.e.f. : 30.09.2009 and as Whole Time Director w.e.f. 01.04.2017
7. Shareholding in the Company- NIL
8. Relationship with other Directors/KMP- NIL
9. Number of Board meetings attended during the year: 05
10. Other Directorships- 10
11. Chairman of Committees- 02

Except Mr. Saurabh Gupta None of the other directors and/or key managerial personnel of the Company and their relatives and except to the extent of their respective shareholdings, if any, are interested/concerned, in the proposed resolution.

Item No: 05

In terms of the provisions of the Companies Act, 2013 and according to the recommendation of the Nomination and Remuneration Committee, the Board of Directors your company recommends for revision of Remuneration of Mr. Pramod Bisht, Whole Time Director & CFO of the Company with effective from 01.04.2018 subject to the approval of shareholders of the Company:

As per the requirement of 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the said payment of remuneration, including Revision of Remuneration, approval of the shareholders of the Company is required.

The Board of Directors of the Company has recommended your approval as Ordinary Resolution for the revision of remuneration w.e.f. 01.04.2018 as Set out in Item No.5. The Details of Mr. Pramod Bisht, is mentioned as under :-

1. Age of the Director- 53
2. Qualification of Director- Post Graduate
3. Experience of Director- 30 Years
4. Terms & Conditions of appointment/ reappointment - As set out in Resolution
5. Remuneration paid- As set out in Resolution

6. Date of first appointment on the board-Appointment as Additional Director and as Whole Time Director w.e.f. 01.04.2017
7. Shareholding in the Company- NIL
8. Relationship with other Directors/KMP- NIL
9. Number of Board meetings attended during the year: 05
10. Other Directorships- Nil
11. Chairman of Committees- Nil

Except Mr. Pramod Bisht, None of the other directors and/or key managerial personnel of the Company and their relatives and except to the extent of their respective shareholdings, if any, are interested/concerned, in the proposed resolution.

Item No: 06

In terms of the provisions of the Companies Act, 2013 and according to the recommendation of the Nomination and Remuneration Committee, the Board of Directors your company recommends for revision of Remuneration of Mr. Naresh Gupta, Whole Time Director of the Company with effective from 01.04.2018 subject to the approval of shareholders of the Company:

As per the requirement of 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the said payment of remuneration, including Revision of Remuneration, approval of the shareholders of the Company is required.

The Board of Directors of the Company has recommended your approval as Ordinary Resolution for the revision of remuneration w.e.f. 01.04.2018 as Set out in Item No.6. The Details of Mr. Naresh Gupta is mentioned as under:-

1. Age of the Director- 40
2. Qualification of Director- DHM & BSc
3. Experience of Director- 18 Years
4. Terms & Conditions of appointment/ reappointment - As set out in Resolution
5. Remuneration paid- As set out in Resolution
6. Date of first appointment on the board-Appointment as Additional Director w.e.f. 01.10.2016 and as Whole Time Director w.e.f. 01.04.2017
7. Shareholding in the Company- NIL
8. Relationship with other Directors/KMP- NIL
9. Number of Board meetings attended during the year: 05
10. Other Directorships- Nil
11. Chairman of Committees- Nil

Except Mr. Naresh Gupta None of the other directors and/or key managerial personnel of the Company and their relatives and except to the extent of their respective shareholdings, if any, are interested/concerned, in the proposed resolution.

FOR AND ON BEHALF OF THE BOARD

**SAURABH GUPTA
(WHOLE TIME DIRECTOR)
DIN : 01952020
ADD:43/1, RAJPUR ROAD,
DELHI, 110054**

MANU MAHARANI HOTELS LIMITED
Regd. Office: SCO No. 310, Third Floor Sector- 29 Gurugram Haryana- 122001
CIN: U55101HR1988PLC057155, Email Id: companysecretary@dsgroup.com

30TH ANNUAL GENERAL MEETING –SEPTEMBER, 2018

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U55101HR1988PLC057155
Name of the company : **MANU MAHARANI HOTELS LIMITED**
Registered office : **SCO No. 310, Third Floor Sector- 29 Gurugram Haryana- 122001**

Name of the member (s):

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual general meeting of the company, to be held on the on Saturday 29th September 2018 at 09.00 A.M. at SCO No. 310,Third Floor Sector- 29 Gurugram Haryana- 122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MANU MAHARANI HOTELS LIMITED
Regd. Office: SCO No. 310, Third Floor Sector- 29 Gurugram Haryana- 122001
CIN: U55101HR1988PLC057155, Email Id: companysecretary@dsgroup.com

ATTENDANCE SLIP

Members attending the meeting in person are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I, hereby record my presence at the 30th Annual General Meeting of the Company held on Saturday 29th September 2018 at 09.00 A.M. at the Registered Office at SCO No. 310, Third Floor Sector- 29 Gurugram Haryana- 122001.

.....
Signatures

Full name of the Shareholder
(In block/ capital letters)

Folio No:

.....
Full Name of the Proxy
(In block/ capital letters)

.....
Signatures