

NOTICE

Notice is hereby given that the 13th Annual General Meeting of the members of **RMZ Hotels Private Limited** is convened to be held on Monday, September 30, 2019 at 5:00 p.m. at the at 'The Millenia', Tower - B, Level Plaza, No.1 & 2, Murphy Road, Ulsoor, Bangalore – 560008, to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution:

***“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2019 consisting of the Balance Sheet, Cash Flow Statement and Profit & Loss Accounts along with the Notes thereon and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”*

2. To re-appoint Prabhod Kulkarni & Co., Chartered Accountants, (Firm Regn. No. 011243S) as Auditors of the Company and pass the following resolution:

***“RESOLVED THAT** pursuant to section 139 of the Companies Act, 2013 and rules made thereunder, approval be and is hereby accorded for the re-appointment of Prabhod Kulkarni & Co., Chartered Accountants, (Firm Regn. No. 011243S) as Auditors of the Company for further period of five years from the financial year 2019-20 to till the conclusion of the Annual General Meeting for the financial year 2023-24 and to fix their remuneration.*

Special Business:

3. To consider and if thought fit to pass with or without modification the following resolution, as an ordinary resolution.

***“RESOLVED THAT** Mr. K. Jayakumar (DIN: 07679725), who was appointed as an Additional Director by the Board at its meeting held on 02nd January, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting be and is hereby appointed as a director of the company, not liable to retire by rotation.”*

4. To consider and if thought fit to pass with or without modification the following resolution, as an ordinary resolution.

***“RESOLVED THAT** Mr. Nagaraju Tejasvi (DIN: 07491178), who was appointed as an Additional Director by the Board at its meeting held on 02nd January, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting be and is hereby appointed as a director of the company, not liable to retire by rotation.”*

On behalf of the Board of Directors
For RMZ Hotels Private Limited

Sd/-
K. Jayakumar
Director
DIN: 07679725

Date: September 6, 2019

Place: Bangalore

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form duly filled should be lodged with the company not less than 48 hours before the commencement of the meeting.
2. Statement pursuant to section 102 of the Companies Act, 2013 is attached.

Statement pursuant to section 102 (1) of the Companies Act, 2013

Item-3

Mr. K. Jayakumar (DIN: 07679725) was appointed as Additional Director by the Board in its meeting held on January 02, 2019 with effect from that date, In terms of section 161 of the Companies Act, 2013 he holds office up to this Annual General Meeting. The Board, considering his vast experience feels that the appointment of Mr. K Jayakumar as a Director on the Board would be beneficial to the company.

None the directors except Mr. K Jayakumar or Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in this resolution.

The Board accordingly recommends the resolution as set out in item No. 04 of the accompanied notice for approval of the members.

Item-4

Mr. Nagaraju Tejasvi (DIN: 07491178) was appointed as Additional Director by the Board in its meeting held on January 02, 2019 with effect from that date, In terms of section 161 of the Companies Act, 2013 he holds office up to this Annual General Meeting. The Board, considering his vast experience feels that the appointment of Mr. Nagaraju Tejasvi as a Director on the Board would be beneficial to the company.

None the directors except Mr. Nagaraju Tejasvi or Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in this resolution.

The Board accordingly recommends the resolution as set out in item No. 03 of the accompanied notice for approval of the members.

On behalf of the Board of Directors
For RMZ Hotels Private Limited

Sd/-

Date: September 6, 2019
Place: Bangalore

K. Jayakumar
Director
DIN: 07679725

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: U55101KA2006PTC039811

Name of the company: RMZ HOTELS PRIVATE LIMITED

Registered office: 'The Millenia', Tower – B, Level 12-14, No. 1 & 2, Murphy Road, Ulsoor, Bangalore – 560 008

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:

2. Name:

Address:

Address:

E-mail Id:

E-mail Id:

Signature:....., or failing him

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on Monday, September 30, 2019 at 5.00 p.m. at 'The Millenia', Tower - B, Level Plaza, No.1 & 2, Murphy Road, Ulsoor, Bangalore – 560008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1: Item 3: Item

2: Item 4: Item

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.