

**SAHARA HOSPITALITY LIMITED**

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**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY IS SCHEDULED TO BE HELD ON TUESDAY, 25<sup>TH</sup> DAY OF FEBRUARY, 2020 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT HOTEL SAHARA STAR, OPP. DOMESTIC AIRPORT, VILE PARLE (E), MUMBAI – 400 099 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

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**Special Business:**

**1. TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:-**

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 members of the Company hereby approves the re-appointment of Mr. Subodh Kumar Goel (DIN: 00492659) as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) years commencing from 12<sup>th</sup> March 2020 up to 11<sup>th</sup> March 2025, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

**2. TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:-**

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 members of the Company hereby approves the re-appointment of Mr. Dilipkumar Lokooram Arora (DIN: 01596687) as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) years commencing from 26<sup>th</sup> March 2020 up to 25<sup>th</sup> March 2025, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

**Certified to be true**

**By order of the Board**

**Chandra Prakash Jugani**  
**Company Secretary**

**Date: 28.12.2019**  
**Mumbai**

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**NOTES:**

1. A member entitled to attend and vote at the General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. 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. A member holding 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.
3. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorizing their representatives to attend and vote on their behalf at the EGM.
4. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
5. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is enclosed herewith.
6. All documents referred in this Notice and Explanatory Statement annexed thereto are available for inspection at the registered office of the Company during business hours.

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

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**Item No. 1 & 2:**

The Members of the Company had appointed Mr. Subodh Kumar Goel (DIN: 00492659) as an Independent Director of the Company for a period of five years with effect from 12<sup>th</sup> March, 2015. Further, Mr. Dilipkumar Lokooram Arora (DIN: 01596687) was appointed as an Independent Director of the Company for a period of five years with effect from 26<sup>th</sup> March, 2015.

Mr. Goel and Mr. Arora are completing their respective terms on 11<sup>th</sup> March, 2020 and 25<sup>th</sup> March, 2020 respectively.

Hence, The Board of Directors of the Company ('the Board') at the meeting held on 28<sup>th</sup> December, 2019, upon the recommendation of the Nomination & Compensation Committee ('the Committee') and in terms of Section 149 read with Schedule IV of the Companies Act, 2013, recommended the re-appointment of Mr. Goel and Mr. Arora as Independent Directors of the Company with effect from 12<sup>th</sup> March, 2020 and 26<sup>th</sup> March, 2020 respectively.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Goel and Mr. Arora, and contribution to Board processes by them, their continued association would benefit the Company. Declarations have been received from Mr. Goel and Mr. Arora that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Goel and Mr. Arora fulfil the conditions specified in the Act and the Rules made thereunder for re-appointment as Independent Directors and they are independent of the management of the Company. Mr. Goel and Mr. Arora would be entitled for sitting fees for attending the meetings of the Board and its Committees.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Goel and Mr. Arora, in terms of Section 149 of the Act. Requisite Notices under Section 160 of the Act proposing the re-appointment

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of Mr. Goel and Mr. Arora have been received by the Company, and consents have been filed by Mr. Goel and Mr. Arora pursuant to Section 152 of the Act.

Additional information in respect of Mr. Goel and Mr. Arora, the Secretarial Standard on General Meetings, Mr. Goel and Mr. Arora do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person. Further, Mr. Goel and Mr. Arora have given their undertaking to avail Independent Directors Data Bank Registration before the date of Extra Ordinary General Meeting.

The Board recommends these Special Resolutions for your approval.

**Certified to be true**

**By order of the Board**

**Chandra Prakash Jugani**  
**Company Secretary**

**28.12.2019**  
**0Mumbai**