



NOTICE OF THE POSTPONED 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the postponed Twenty Fifth Annual General Meeting of MAYFAIR Hotels & Resorts Limited will be held on Thursday, the 19th of November, 2020, at 11.30 A.M. through Video Conferencing (VC)/other Audio Visual Mode (OAVM) at the Registered Office of the Company at 8B, Jaydev Vihar, Bhubaneswar-751013 to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby received, considered and adopted."

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon laid before this meeting be To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

3. To re-appoint Mrs. Ashta Ray (DIN: 01531623), who retires by rotation and being eligible, offers himself for re-appointment, as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Ashta Ray (DIN: 01531623), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

MAYFAIR Hotels & Resorts Limited

CIN No. U55101OR1995PLC004224

Regd. Off: 8B, Jaydev Vihar, Bhubaneswar 751 013, Tel: +91 674 666 0101, Fax: +91 674 2360 129, email: corporate@mayfairhotels.com
www.mayfairhotels.com

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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting in respect of item no 3 is annexed hereto and forms part of notice.
2. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and various MCA Circulars, the AGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC / OAVM is explained below.
3. The Chairman shall record the vote on resolution to be passed in the meeting by show of hands.
4. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 25th AGM is being held through VC / OVAM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the Twenty Fifth AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
5. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Register of Shareholders of the Company will remain closed from November 2020 to November, 2020, both days inclusive;
7. The Notice of 25th AGM and the Annual Report of the Company for the year ended 31st March, 2020 is uploaded on the Company's website www.mayfairhotels.com and may be accessed by the members. Copies of the above documents are being sent by electronic mode to the members in their email addresses as registered with the Company for communication

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purposes. Pursuant to the relaxations given by MCA this notice is being dispatched via E Mode only.

8. The Company has been maintaining all statutory registers at the Registered Office of the Company. In accordance with the MCA Circulars the Registers which are permissible for inspection of members shall be available for inspection by the members. As per the provisions of Clause 3.(a).II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing in the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Microsoft meeting Platform vide this link <https://teams.microsoft.com/j/meetup-join/19%3ad03614073d0c43e581059b5a3a32fd1c%40thread.tacv2/1605180268681?context=7b%22Tid%22%3a%22bdfcc381-1f37-406c-bba2-e02618579509%22%2c%22Oid%22%3a%22a1e17f00-c29c-4e0a-b035-2a06e82f859a%22%7d>
Shareholders can join the meeting 15 minutes prior to the scheduled time.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may raise their hands and speak with the permission of the Chairman.

28th day of October, 2020

Registered Office:

8B, Jaydev Vihar,

Bhubaneswar-751013

By order of the Board of Directors

SUJATA
SARKAR

Digitally signed by SUJATA SARKAR
DN: c=IN, o=Personal,
 pseudonym=d4ad4203bb3ba26c5a6f6
 6f6a5506c3421b6f0c5a90a1c4a629c03
 66ba, postalCode=700036, cn=WEST
 BENGAL,
 serialNumber=0634fc7725199a28f212d8
 507672181b9c6c55a80775884531b6f5a
 5af9c, cn=SUJATA SARKAR
 Date: 2020.11.13 13:48:53 +05'30'

(CS. Sujata Sarkar)

F-10519

Company Secretary

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EXPLANATORY STATEMENTS U/S. 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4

Due to the vacancy of the office of Managing Director by Mr. Dilip Ray, a suitable candidate was required for filling up the casual vacancy. As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has upon the recommendation of the Nomination & Remuneration Committee appointed Mrs. Pooja Ray (DIN: 02945569) as the Managing Director (Whole Time Key Managerial Personnel) at the 187th Board Meeting held on the 28th day of October, 2020.

The Company has received a notice in writing from Mr. Dilip Ray, the majority shareholder of the Company holding 99.39% shares of the Company signifying her candidature as an Executive Managing Director under section 160 of the Companies Act, 2013.

The company has received (i) the consent in writing from Mrs. Pooja Ray in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014; (ii) intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that she is not disqualified under section 164 sub-section (2) of the Companies Act, 2013.

The director shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013.

The terms and conditions regarding the appointment and remuneration are mentioned below:

(i) Term: Period of 5 years with immediate effect or acquittal of Mr. Dilip Ray, from the CBI case, whichever is earlier.

(ii) Remuneration: As per the existing remuneration of Rs 30 Lakhs Per Annum fixed for her appointment as Whole-time Director.

(iii) Terms & Conditions: Other terms & conditions remain same.

The company also seeks the approval of the shareholders by way of ordinary resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the appointment of Mrs. Pooja Ray as the Managing Director for a period of 5 years with immediate effect or acquittal of Mr. Dilip Ray, from the CBI case, whichever is earlier.

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No directors, key managerial personnel, manager or their relatives is interested or concerned in the above resolution except Mr. Dilip Ray, Mrs. Ashta Ray and Mrs. Pooja Ray.

28th day of October, 2020

Registered Office:

8B, Jaydev Vihar,

Bhubaneswar-751013

By order of the Board of Directors

**SUJATA
SARKAR**

Digitally signed by SUJATA SARKAR
DN: c=IN, ou=Personal,
pseudoym=6daed4203bb3a9e2
e=cafe08080509c427b0fce95a9
0a1ca0629c0860a,
postalCode=700036, st=WEST
BENGAL,
serialNumber=06346c7725199a82f
c12b83507622189e9dc5ba07758
84531ba0f0a0e0e9, cn=SUJATA
SARKAR
Date: 2020.11.13 13:49:26 +05'30'

(CS. Sujata Sarkar)

F-10519

Company Secretary

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Annexure to the Notice of 25th AGM

Details of Directors retiring by rotation and seeking re-appointment

At the 25th Annual General Meeting

[Pursuant to Secretarial Standard on General Meeting (SS2)]

Name of the Director	Mrs. Ashta Ray
Date of Birth (Age)	29/10/1983 (37 Years)
Date of first appointment on the Board	04/03/2010
Qualifications	Graduate in Architecture
Experience	12 Years
Terms and conditions of appointment/ re-appointment along with details of remuneration to be paid	She has been appointment has the Whole-time Director of the Company at the Remuneration of Rs 42 Lakhs per annum.
Shareholding in the Company	100 shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to Mr. Dilip Ray & Mrs. Pooja Ray
No. of Board Meetings attended/held during Financial Year 2019-20	4/5
Directorships held in other Companies	1. AYB Designs & Crafts Limited 2. Ratikas Construction Company Limited 3. Equinox Technologies Private Limited
Chairmanship/ Membership of Committees in other Companies	Internal Complaints Committee (Sexual Harassment)

28th day of October, 2020

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By order of the Board of Directors

SUJATA
SARKAR

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DN: c=IN, o=Personal,
pseudonym=6daad4203b3aa9e2ec6a
16e8b6a5596212b4d9c5901a1ca406
290856ba, postalCode=700036,
st=WEST BENGAL,
serialNumber=0634c87725199e82fc12
b8357622189e9c0c5ba08775884531b
cffe5afefac, cn=SUJATA SARKAR

(CS. Sujata Sarkar)

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Company Secretary

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