



NOTICE OF THE 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of MAYFAIR Hotels & Resorts Limited will be held on Monday, October 25, 2021, at 11.00 A.M. 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, 2021 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, 2021 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, 2021 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, 2021 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 Mr. Dipti Ranjan Patnaik (DIN: 00600887), 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(6) and other applicable provisions of the Companies Act, 2013, Mr. Dipti Ranjan Patnaik (DIN: 00600887), 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



SPECIAL BUSINESS:

4. APPOINTMENT OF MR MRUTYUNJAY MAHAPATRA (DIN 03168761) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the consent of the members be and is hereby accorded to appoint Mr. Mrutyunjay Mahapatra (DIN: 03168761), as an Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 years with effect from May 05, 2021 to May 04, 2026 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, CS. Sujata Sarkar, Company Secretary, be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms as return of appointment with the Registrar of Companies, Odisha."

2nd Day of August, 2021

Registered Office:

8B, Jaydev Vihar,

Bhubaneswar-751013

By order of the Board of Directors

Sd/-

(CS. Sujata Sarkar)

F-10519

Company Secretary

MAYFAIR Hotels & Resorts Limited

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NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint A Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company at its registered office not less than 48 Hours Before 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. Form MGT-11 is attached herewith.
3. Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts.
4. The Register of Shareholders of the Company will remain closed from 15th October 2021 to 24th October 2021, both days inclusive;
5. Members/Proxies are requested to fill in and sign attendance slip for attending the Meeting.
6. Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote the Annual General Meeting.
7. The Notice of 26th AGM and the Annual Report of the Company for the year ended 31st March, 2021 is uploaded on the Company's website www.mayfairhotels.com and may be accessed by the members
8. Route Map of the venue is attached hereto.



ATTENDANCE SLIP

(To be presented at the entrance)

26th Annual General Meeting on October 25, 2021 at the registered office of the Company situated at 8B, Jaydev Vihar Bhubaneswar – 751013 at 11.00 A.M

Folio No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



**FORM 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)

Name of the Member(s) :
Registered Address :
E-mail id :
Folio No. / Client ID No.:
DP ID No :

I/ We, being the member(s) of <<>>
hereby appoint

a. Name:
E-mail Address.....
Signature

or failing him

b. Name
E-mail
Address
Signature.....

or failing him

c. Name
E-mail
Address
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 October 25, 2021 at the registered office of the Company situated at 8B, Jaydev Vihar Bhubaneswar – 751013 at 11.00 A.M or any adjournment thereof in respect of such resolution as indicated below:



1. Approval of Financial Statements and Boards' Report for the year 2020-21
2. Approval of Consolidated Financial Statements for the year 2020-21
3. To re-appoint Mr. Dipti Ranjan Patnaik (DIN: 00600887), who retires by rotation
4. Appointment of Mr. Mrutyunjay Mahapatra (DIN: 03168761) as an Independent Director on the Board of the Company

Affix Revenue Stamp

Signed this _____ day of _____ 2021.

Signature of shareholder _____ Signature of Proxyholder(s) _____

NOTE: This Form 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.



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

ITEM NO. 4

The Board of Directors of the Company ('the Board') at the meeting held on 07th February, 2021, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), appointed Mr. Mrutyunjay Mahapatra (DIN: 03168761) as an Independent Director of the Company with effect from 5th May, 2021, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), subject to approval of the shareholders.

The Committee and the Board are of the view that with his vast knowledge, rich experience and background, he will definitely add more value to the Board of Directors of the Company and the Company is privileged and honoured to consider his candidature as an Independent Director on the Board of the Company with effect from 5th May, 2021.

The Board also noted that Mr. Mrutyunjay Mahapatra (DIN 03168761) is currently the member of the Governing Council of RBI Innovation Hub, Member of the Board of Supervision at NABARD and mentors of a few start-ups. He was the former Managing Director & CEO of Syndicate Bank and a Deputy Managing Director of State Bank of India, a professional Banker with almost 4 decades of rich experience.

The Brief profile of Mr. Mrutyunjay Mahapatra (DIN: 03168761) is annexed to this notice as Annexure – I.

The company has received (i) the consent in writing from Mr. Mrutyunjay Mahapatra (DIN 03168761) 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 he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013 and a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act.

Save and except Mr. Mahapatra and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No.4



The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.4 of the Notice for the approval of the Members.

2nd Day of August, 2021

Registered Office:

8B, Jaydev Vihar,

Bhubaneswar-751013

By order of the Board of Directors

Sd/-

(CS. Sujata Sarkar)

F-10519

Company Secretary



Annexure to the Notice of 26th AGM

Details of Directors retiring by rotation and seeking
appointment/re-appointment at the 26th Annual General Meeting
[Pursuant to Para 1.2.5 of Secretarial Standard on General Meeting (SS2)]

Name of the Director	Dipti Ranjan Patnaik
Date of Birth (Age)	26/03/1949
Date of first appointment on the Board	25/06/2013
Qualifications	Bachelor's Degree in Chemical Engineering
Experience	As an entrepreneur, Mr. Patnaik has had a career spanning over 40 years during which he has set-up and successfully run various enterprises across the horizon of business activities.
Terms and conditions of appointment/ re-appointment along with details of remuneration to be paid	As per the appointment letter
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Board Meetings attended/held during Financial Year 2020-21	2 (Two)
Directorships held in other Companies	1. Eastern Media Limited 2. Ocean Capital Market Limited 3. Altrade Iron and Power Limited 4. Tarini Minerals Private Limited 5. Carnex Sales Agencies Private Ltd. 6. Eastern Switchgear & Electrical Company (Orissa) Private Ltd. 7. Dharitri Farms Private Limited 8. Jus Scriptum Magnus Private Ltd. 9. Institute of Compliance Management of India Private Ltd. 10. Prolinc Technologies Private Ltd. 11. Hill View Hire Purchase Private Ltd. 12. Luxurio Assets Private Limited 13. Indian Thermo Preserve Private Limited.
Chairmanship/ Membership of Committees in other Companies	Nil



Name of the Director	Mr. Mrutyunjay Mahapatra
Date of Birth (Age)	03/05/1960
Date of first appointment on the Board	May 05, 2021
Qualifications	Diploma in Industry Finance, Certified Financial Planner
Experience	He was the former Managing Director & CEO of Syndicate Bank and a Deputy Managing Director of State Bank of India, a professional Banker with almost 4 decades of rich experience
Terms and conditions of appointment/ re-appointment along with details of remuneration to be paid	As per the appointment letter
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Board Meetings attended/held during Financial Year 2020-21	Nil
Directorships held in other Companies	Nil
Chairmanship/ Membership of Committees in other Companies	Nil

The map displays a route from Jayadev Vihar to Master Canteen Chowk in Bhubaneswar. The route is marked with a blue dotted line. Two callouts provide walking time and distance estimates:

- From Jayadev Vihar to the intersection of the route and the main road: 1 hr 6 min, 5.2 km.
- From the intersection to Master Canteen Chowk: 1 hr 10 min, 5.6 km.

Key landmarks and locations visible on the map include:

- Hospitals:** Usthi Hospital & Research Centre, Sparsh Hospital, Kar Clinic & Hospital Private Limited, Neelachal Hospital.
- Banks/ATMs:** Kotak Mahindra Bank ATM, Reserve Bank of India.
- Markets/Commercial:** Indra Dhanu Market, Lenovo Service Centre.
- Other:** Pathani Samanta Planetarium, MAYFAIR Lagoon, GRIDCO COLONY, BEHERASAHI, NUASAH, SURYA NAGAR, UNIT 8, UNIT 9, Asureswar, Bhubaneswar Jha, Master Canteen Chowk.