



NOTICE OF THE 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eighth (28TH) Annual General Meeting of MAYFAIR Hotels & Resorts Limited will be held on **Saturday, August 26, 2023, at 12:30 P.M. IST** through Video Conferencing (VC)/other Audio Visual Mode (OAVM) 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, 2023 and the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the report of the Auditors thereon.
3. To consider re-appointment of Sri. Dilip Ray (DIN: 00937564) who retires by rotation and being eligible, offers himself for re-appointment.

04th Day of August, 2023

Registered Office:

8B, Jaydev Vihar,

Bhubaneswar-751013

By order of the Board of Directors

A handwritten signature in blue ink, appearing to read "S. Sarkar", is written over a horizontal line.

(CS. Sujata Sarkar)

F-10519

Company Secretary

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



NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated 08.12.2021 and 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA Circulars, applicable provisions of the Act (including any statutory modifications or reenactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Twenty Eighth (28th) Annual General Meeting of the company will be held on **Saturday, August 26, 2023, at 12:30 P.M. IST** through Video Conferencing (VC)/other Audio Visual Mode. The Deemed venue of the company shall be the Registered Office of the Company at 8B, Jaydev Vihar, Bhubaneswar -751013.
2. As per the Provisions of the Act and Rules made there under the company is not required to provide the facility of e- voting.
3. The Chairman shall record the vote on resolution to be passed in the meeting by show of hands.
4. 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.
5. 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.
6. 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.
7. Members/Proxies are requested to fill in and sign attendance slip for attending the Meeting.



8. 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.
9. The Notice of 28th AGM and the Annual Report of the Company for the year ended 31st March, 2023 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 purposes. Pursuant to the relaxations given by MCA this notice is being dispatched via E Mode only.
10. 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.



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

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Microsoft meeting Platform vide the following link

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NGRIZDY0YjctZTBkNS00Y2JmLWE3YzctMTc0OTZiMTUwYTZj%40thread.v2/0?context=%7b%22Tid%22%3a%22bdfcc381-1f37-406c-bba2-e02618579509%22%2c%22Oid%22%3a%2223e0ee6a-2b1f-4d47-a473-240a17db2f8f%22%7d

(Ctrl+Click to follow this link). The facility to join the meeting will be kept open 15 minutes before the scheduled time of the AGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the AGM.

1. The Annual Report including the Notice of the AGM for the FY 2022-23 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participants ('DPs') unless any Member has requested for a physical copy of the same.
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.

04th Day of August, 2023

Registered Office:

8B, Jayadev Vihar,

Bhubaneswar Odisha 751013

By the Order of the Board

(CS Sujata Sarkar)

F-10519

Company Secretary

MAYFAIR Hotels & Resorts Limited

CIN No. U55101OR1995PLC004224

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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

1. Name:

E-mail.....

Address.....

Signature

or failing him

2. Name.....

E-mail.....

Address.....

Signature.....

or failing him

3. Name

E-mail.....

Address

Signature

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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 Saturday, August 26, 2023 at the registered office of the Company at 12:30 P.M and at any adjournment thereof in respect of such resolution as indicated below:

1. Approval of Standalone Financial Statements and Boards' Report for the year 2022-23.
2. Approval of Consolidated Financial Statements for the FY 2022-23.
3. Re-appointment of Mr. Dilip Ray (DIN: 00937564) who retires by rotation.

Affix
Revenue
Stamp

Signed this ____ day of ____ 2023.

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.



Notes to Proxy Form:

1. The Proxy, to be effective should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the meeting, if the articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the register of members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. A proxy form which does not state the name of the Proxy should not be considered valid.
12. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
13. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
14. If a Proxy had been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
15. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
16. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
17. Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
18. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.