

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of the Members of Maharaja Heritage Resorts Limited will be held on Monday the 27th day of June, 2022 at 11 a.m. at the Registered Office of the Company, 25, Community Shopping Centre, Basant Lok, New Delhi – 110057 for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Gaj Singh Jodhpur (DIN: 00061278) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shivraj Singh Jodhpur (DIN: 00140635) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that, in accordance with the provisions of Section 142 of the Companies Act, 2013, remuneration of ₹40,000/- (Rupees Forty Thousands only) to Messrs. Shashi Verma & Company, Chartered Accountants (Registration No. 018467N), Statutory Auditors of the Company, for conduct of audit for the financial year 2022-23, plus goods and services tax as applicable, and reimbursement of out-of-

pocket expenses incurred, be and is hereby approved.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that, in accordance with the provisions of Section 152 of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Ashish Thakar (DIN: 09383474) be and is hereby appointed a Non-Executive Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that, in accordance with the provisions of Section 152 of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Anil Chadha (DIN: 08073567) be and is hereby appointed a Non-Executive Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

By Order of the Board

Maharaja Heritage Resorts Limited

Samir Mecherivalappil Chandrasekharan

Director

DIN: 08064002

Place: Gurugram

Date: 20th April, 2022

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a Member of the Company.**

Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company, 25, Community Shopping Centre, Basant Lok, New Delhi – 110 057, not less than forty-eight hours before the commencement of the AGM i.e. by 11 a.m., on 25th June, 2022.

2. Corporate Members are required to send to the Registered Office of the Company, a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 ('the Act'), authorising their representative to attend and vote at the AGM.
3. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Business to be transacted at this AGM, is annexed.

EXPLANATORY STATEMENT

Annexed to the Notice convening the 27th Annual General Meeting to be held on Monday, the 27th day of June, 2022.

Item No. 5

The Board of Directors of the Company ('the Board') at its meeting held on 12th November, 2021, appointed in terms of Section 161 of the Companies Act, 2013 ('the Act') read with Article 130 of the Articles of Association of the Company, Mr. Ashish Thakar as an Additional Director of the Company with effect from 13th November, 2021.

Mr. Thakar will vacate his office at this Annual General Meeting ('AGM') and is eligible for appointment as Director. The Board at its meeting held on 20th April, 2022 recommended for the approval of the Members, the appointment of Mr. Thakar as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Brief Resume of Mr. Thakar is provided below:

Mr. Ashish Thakar (55), a Chartered Accountant and M.B.A., joined ITC Limited in 1992 at its Corporate Head Office in Kolkata. During his stint with the Hotels Division since 1994, he was posted at various hotels viz. Welcomgroup Searock, ITC Windsor, ITC Kakatiya, ITC Park Sheraton, ITC Sonar, Hotels Division Headquarters, etc. Mr. Thakar was instrumental in the opening of ITC Kakatiya in 1996 and ITC Sonar in 2002 where he was posted as the first Financial Controller of these properties.

Between 2007 and 2011, he headed the Strategic Systems Project Group which led the IT and business process transformation at ITC Hotels, by enabling the latest IT systems.

Post 2011 till 2014, he worked in the Strategic Planning cell of ITC Limited.

Thereafter, Mr. Thakar led the Finance and Commercial function of Foods Division of ITC Limited.

Other Directorships

Name of the Company	Position
Gujarat Hotels Limited	Additional Non-Executive Director
Bay Islands Hotels Limited	Additional Non-Executive Director
Srinivasa Resorts Limited	Additional Non-Executive Director
Fortune Park Hotels Limited	Additional Non-Executive Director
Logix Developers Private Limited	Additional Non-Executive Director

Committee Membership of other Companies

Name of the Company	Committee	Position
Srinivasa Resorts Limited	Audit Committee	Chairman
Fortune Park Hotels Limited	Corporate Social Responsibility Committee	Member
Gujarat Hotels Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Chairman

Mr. Thakar is not in receipt of any remuneration from the Company. He neither holds any share in the Company nor is he related to any Director or Key Managerial Personnel of the Company.

Post his appointment, two Board meetings were held during the financial year 2021- 2022 both of which were attended by Mr. Thakar.

Requisite notice under Section 160 of the Act proposing the appointment of Mr. Thakar has been received by the Company, and consent has been given by Mr. Thakar pursuant to Section 152 of the Act.

Mr. Thakar and his relatives are interested in this Resolution. None of the other Directors of the Company, or their relatives, is concerned or interested, financial or otherwise, in this Resolution.

The Board recommends this Resolution for your approval.

Item No. 6

The Board of Directors of the Company ('the Board') at its meeting held on 20th April, 2022, appointed in terms of Section 161 of the Companies Act, 2013 ('the Act') read with

Article 130 of the Articles of Association of the Company, Mr. Anil Chadha as an Additional Director of the Company with immediate effect.

Mr. Chadha will vacate his office at this Annual General Meeting ('AGM') and is eligible for appointment as Director. Further, the Board at its meeting held on 20th April, 2022 recommended for the approval of the Members, the appointment of Mr. Chadha as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Brief Resume of Mr. Chadha is provided below:

Anil Chadha (52), was appointed the Divisional Chief Executive of ITC Limited's ('ITC') Hotels business on September 30, 2021. Prior to that he was the Chief Operating Officer of the business since December 2019. An alumni of the Welcomgroup Graduate School of Hotel Administration (WGSHA), Chadha joined ITC in 1992.

Apart from a brief hiatus of one and a half years, Mr. Chadha has spent his entire career with ITC, heading key hotel properties in New Delhi, Agra, Kolkata, Bengaluru and Chennai. He took over as Vice President, Operations of the business in April, 2019.

Mr. Chadha has been recognised as the Hotelier of the Year by BBC Food Awards in 2018, Hotelier of the Year by the Hindustan Times Brunch magazine, Whisky GM of the Year by Whisky Magazine - Icons of Whisky India, General Manager of the Year by Business World Hotelier among many others.

Other Directorships

Name of the Company	Position
Bay Islands Hotels Limited	Additional Non-Executive Director
Srinivasa Resorts Limited	Non-Executive Director

Fortune Park Hotels Limited	Additional Non-Executive Director
-----------------------------	-----------------------------------

The Board recommends this Resolution for your approval.

Committee Membership of other Companies

Name of the Company	Committee	Position
Srinivasa Resorts Limited	Audit Committee	Member

Mr. Chadha is not in receipt of any remuneration from the Company. He neither holds any share in the Company nor is he related to any Director of the Company.

Requisite notice under Section 160 of the Act proposing the appointment of Mr. Chadha as Director has been received by the Company, and consent has been given by Mr. Chadha pursuant to Section 152 of the Act.

Mr. Chadha and his relatives are interested in this Resolution. None of the other Directors of the Company, or their relatives, is interested in this Resolution.

**By Order of the Board
Maharaja Heritage Resorts Limited**

Samir Mecherivalappil Chandrasekharan

**Director
DIN: 08064002**

Place: Gurugram

Date: 20th April, 2022

Maharaja Heritage Resorts Limited

CIN: U74899DL1995PLC099649

Registered Office: 25, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057

Tel: +91-11-46035500, Fax: +91-11-46035528, Email: holidays@welcomheritagehotels.in,

Website: www.welcomheritagehotels.in

27TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE
27th June, 2022

VENUE
25, Community Centre,
Basant Lok, Vasant Vihar,
New Delhi – 110 057.

TIME
11.00 a.m.

1. DP ID No. & Client ID No. /
Registered Folio No. :
2. Name of the Member :

I certify that I am a Member / Proxy for the Member holding _____ shares.

Please ✓ in the box.

Member Proxy

Name of the Proxy in Block Letters

Signature of Member / Proxy attending

Maharaja Heritage Resorts Limited

CIN: U74899DL1995PLC099649

Registered Office: 25, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057

Tel: +91-11-46035500, Fax: +91-11-46035528, Email: holidays@welcomheritagehotels.in,

Website: www.welcomheritagehotels.in

27TH ANNUAL GENERAL MEETING

PROXY FORM

1. Name(s) of Member(s)
(including joint holders, if any) :
2. Registered address of the
sole / first named Member :
3. E-mail ID :
4. DP ID No. & Client ID No. /
Registered Folio No. :

I / We, being the Member(s) holding _____ shares of Maharaja Heritage Resorts Limited, hereby appoint

(1) Name : _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

(3) Name : _____ Address : _____

E-mail ID: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf, at the 27th Annual General Meeting (AGM) of the Company to be held on the 27th day of June, 2022 at 11:00 a.m. at 25, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057 and at any adjournment thereof in respect of the resolutions as are indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
Ordinary Business			
1	Adoption of the Financial Statement of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and the Auditors.		
2	Appointment of Mr. Gaj Singh Jodhpur who retires by rotation and offers himself for re-appointment.		
3	Appointment of Mr. Shivraj Singh Jodhpur who retires by rotation and offers herself for re-appointment.		
4	Remuneration of Messrs. Shashi Verma & Company, Chartered Accountants Auditors of the Company to conduct the audit for the financial year 2022-23.		
Special Business			
5	Appointment of Mr. Ashish Thakar as a Non-Executive Director of the Company, liable to retire by rotation.		
6	Appointment of Mr. Anil Chadha as a Non-Executive Director of the Company, liable to retire by rotation.		

Signed this _____ day of _____ 2022.

Signature of Member: _____

Affix
Revenue
Stamp

Instructions

- 1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at 25, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057, not less than 48 hours before the commencement of the AGM i.e. by 11:00 a.m. on 25th, June, 2022.**
- 2. The Proxy Form should be signed by the Member or his attorney authorised in writing, or in case of a corporate Member, should be under its seal or be signed by an officer or attorney authorised by such Member. In case of joint holding, the Proxy Form may be signed by any of the holders.**
- 3. The signature of the Member on the Proxy Form should be as per the specimen signature registered with the Company.**