

## **NOTICE**

**NOTICE** is hereby given that the **31<sup>st</sup> ANNUAL GENERAL MEETING** of the members of **LORDS ISHWAR HOTELS LIMITED** will be held on Tuesday, the **12<sup>th</sup> day of September, 2017** at 09.30 a.m. at Hotel Marvel Residency, Ajwa Road, Baroda -390 019, Gujarat to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Report of the Board of Directors and Auditors thereon.

#### **2. Appointment of Mrs. Sangita Bansal as a Director liable to retire by rotation:**

To appoint a Director in place of Mrs. Sangita Bansal (DIN: 01571275), who retires by rotation and, being eligible, seeks re-appointment.

#### **3. Appointment of Auditors:**

To consider and thought fit to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and proposal of the Board of Directors, M/s K. K. Haryani & Co., Chartered Accountants, (Firm Reg. No.: 121950W) Bharuch, be and are hereby appointed as Statutory Auditors of the Company, in place of M/s J. M. Pabari & Associates, Chartered Accountants (Firm Reg. No- 117752W), the retiring Auditors of the Company, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 36th AGM of the Company to be held in year 2022 (subject to ratification of their appointment by the Members at every AGM), on such remuneration plus applicable tax, out of pocket expenses, etc. as may be mutually agreed between the Board of Directors and Auditors of the Company.”

### **SPECIAL BUSINESS:**

#### **4. Appointment of Mr. Manish J. Shah as an Independent Director:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made there under, Mr. Manish J. Shah (DIN: 06970855), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1<sup>st</sup> October, 2016 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years with effect from 1<sup>st</sup> October, 2016 to 30<sup>th</sup> September, 2021 and shall not retire by rotation”.

### **NOTES:**

- (a) **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy (ies) to attend and vote on a Poll instead of himself/herself and such proxy need not be a member of the company. A Proxy (ies) in order to be effective must be completed, signed and must be deposited at the registered office of the company not less than forty-eight hours before the time of commencement of the AGM.**

**As per Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a Proxy on behalf of members not exceeding fifty and holding in aggregate, not more than ten percent of the total share capital of the Company. 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 proxy shall not act as a proxy for any other person or Member.**

**Corporate members and other incorporated bodies members inter alia Trust, HUF, etc intending to send their authorized representative to attend the meeting are requested to bring along with them, a certified true copy of resolution of the Board of Directors or its committee thereof/ power of attorney, authorizing such person to attend and vote on its behalf at the meeting. A Proxy Form is annexed to this Annual Report.**

- (b) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 6<sup>th</sup> September, 2017 to Tuesday, 12<sup>th</sup> September, 2017 (both days inclusive) for the purpose of the AGM of the Company.
- (c) Members are requested to:
  - (i) Intimate to the Company's Registrar & Share Transfer Agent (R&TA), "M/s. Bigshare Services Pvt. Ltd.", 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai-400059, Maharashtra, India or their Depository Participants ("DPs"), for changes, if any, in their registered addresses at an early date;
  - (ii) Quote their Registered Folio Numbers and/or DP Identity and Client Identity number in their correspondence;
  - (iii) To bring their own copy of Annual Report and the Attendance Slip at the meeting as an austerity measure. Copies of Annual Report will not be distributed at the AGM.
  - (iv) To register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company, who have not registered their e-mail address so, are requested.
- (d) Members are requested to affix their signature at the space provided on the attendance slip annexed and hand over the slip at the entrance of the meeting hall.
- (e) A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least ten days prior to this meeting so that the required information can be made available at the Meeting.
- (f) Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during working hours up to the date of the AGM.
- (g) The members, whose names appear in the Register of members/list of beneficial owners as on Tuesday, 5<sup>th</sup> September, 2017, i.e. the cut-off date taken by the Company, are eligible to vote through electronic means by remote e-voting or through Postal Ballot paper at the venue of AGM.
- (h) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (i) The Notice of the AGM along with the Annual Report for the financial year 2016-17 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company /Depositories, unless any member has requested for a physical copy of the same. Physical copies of Annual Report are being sent, to members who have not registered their e-mail address, by the permitted mode.
- (j) Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company by submitting duly filed Form No. SH-13.
- (k) Notice of AGM is also displayed on the Company's website [www.lordsishwar.com](http://www.lordsishwar.com) & NSDL website [www.nsdl.co.in](http://www.nsdl.co.in). Members can download it from these website addresses.
- (l) Trading in Equity Shares of the Company is available with BSE Limited. Members are requested to send their equity share certificate(s) of the Company to their respective DPs for its dematerialization.
- (m) As per Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the particulars of Director(s) seeking appointment and re-appointment at the meeting are annexed herewith.
- (n) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

(PAN) by every shareholder holding shares in physical form while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly all the shareholders holding share(s) in physical form are requested to furnish a certified true copy of their PAN (including joint shareholders) to the Company or RTA (Bigshare Services Pvt. Ltd).

(o) The Board of Directors has appointed Mr. Manish R. Patel, Company Secretary in practice (Certificate of Practice No. 9360) as the Scrutinizer, for scrutinizing the voting & remote e-voting process in a fair & transparent manner.

(p) Voting through Electronic Means (i.e. remote e-voting):

(i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his/her voting right by remote e-voting in respect of the resolutions mentioned in this notice.

(ii) The Company is providing remote e-voting facility to its members (holding shares in physical form or in dematerialized form) to enable them to cast their votes electronically from place other than the AGM venue. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-voting facilities to the members of the Company.

(iii) Members are requested to read the instruction for e-voting carefully before casting their vote.

(iv) The remote e-voting facility will be available during the period mentioned in “*Procedure for e-voting*” given below after which the portal will be blocked and shall not be available for e-voting.

(q) The instructions for e-voting are as under:

A. In case of members receiving an e-mail from NSDL(for members whose email IDs are registered with the R&TA/DP(s):

(i) Open PDF file 'LIHL remote e-Voting.pdf' attached to your e-mail using your Client ID/Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password provided in PDF file is an 'Initial Password'. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgotten your password, you can reset your password by using “Forget User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the Toll free No.: 1800-222-990.

(ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder – Login.

(iv) If you are already registered with NSDL for e-voting then you can use your User ID and Password for casting your vote.

(v) If you are logging in for first time with NSDL, please Put user ID and password as Initial Password/PIN noted in step (i) above and click 'Login'.

(vi) Password change menu will appear. Change the password with a new Password of your choice. Please note this new password and it is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.

(vii) Home page of e-voting will open. Click on e-Voting: Active Voting Cycles.

(viii) Select 'EVEN' of Lords Ishwar Hotels Limited.

(ix) Now you are ready for e-voting as 'Cast Vote' page opens.

(x) Cast your vote by selecting appropriate option and click on 'Submit' and also confirm when prompted.

(xi) Upon confirmation, the message 'Vote cast successfully' will be displayed.

- (xii) Once you have voted on the Resolution, you will not be allowed to change your vote.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at [csmanishpatel@gmail.com](mailto:csmanishpatel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case of members receiving physical copy of the Notice of AGM and Attendance Slip (those members whose email addresses are not registered with the Company/Depositories) or requesting physical copy:

- (i) Initial Password is provided as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	User ID	Password/PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xiii) of (1) above to cast vote.

- (r) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the 'Downloads' section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- (s) The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut-off date, being Tuesday, 5<sup>th</sup> September, 2017.
- (t) The remote e-voting period commences on 9<sup>th</sup> September, 2017 at 09.00 a.m. and ends on 11<sup>th</sup> September, 2017 at 05.00 p.m.
- (u) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (v) Any person, who acquires shares of the Company and becomes member of the Company after the dispatch of the notice and up to the cut-off date i.e. 5<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- (w) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper/Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (x) The Scrutinizer shall, immediately after the conclusion of voting at the AGM will count the votes cast at the meeting & after unlocking the votes in presence of at least two (2) witnesses not in the employment of the Company, make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (y) The Results shall be declared by the Chairman of the meeting or the person authorized by him in writing on the basis of the consolidated Scrutinizer's report. The said declared result along with the report of the Scrutinizer shall be placed on the Company's website [www.lordsishwar.com](http://www.lordsishwar.com) and will be forwarded to the NSDL & Stock Exchange(s) for its placing on their websites.

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

##### **ITEM NO.4**

Mr. Manish J. Shah (DIN: 06970855) was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 with effect from 1<sup>st</sup> October, 2016. He holds office only up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Manish J. Shah as a candidate for the office of an Independent Director of the Company to hold office for five consecutive years for a term up to 30<sup>th</sup> September, 2021 and shall not retire by rotation.

Mr. Manish J. Shah is not disqualified from being appointed as an Independent Director in term of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

As per the Section 149 of the Act, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Mr. Manish J. Shah that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Mr. Manish J. Shah possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Mr. Manish J. Shah fulfills the conditions of his appointment as an Independent Director and setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except himself is considered to be interested or concerned in the above resolution.

Date : 11<sup>th</sup> August, 2017

Place: Baroda

By Order of the Board of Directors

**LORDS ISHWAR HOTELS LIMITED**

**Registered Office:**

Hotel Revival, Near Sayaji Gardens,  
Kala Ghoda Chowk, University Road,  
Baroda, Gujarat – 390 002  
CIN: L55100GJ1985PLC008264

**RANJIT KUMAR SINGH**

Company Secretary  
Membership No. A24381

**Information of Directors appointed & seeking appointment/re-appointment at the forthcoming Annual General Meeting  
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

(a) Brief Resume of the Director	(b) Nature of expertise	(c ) Disclosure of relationships between directors inter-se	(d) Name of Listed entities		(e) Shareholding in Lords Ishwar Hotels Limited as on 31.03.2017
			Directorship	Membership of Committee of the Board	
Name: Mrs. Sangita Bansal Husband's Name: Mr. Pushpendra Bansal DIN: 01571275 Date of Birth: 13/12/1963 Date of appointment: 08/09/2014 Qualification: M.Phil Nationality: Indian Occupation: Business	Hospitality Business	Wife of Mr. Pushpendra Bansal.	1.Lords Ishwar Hotels Ltd 2. H S India Ltd	1.Lords Ishwar Hotels Ltd 2. H S India Ltd	12,50,650 Equity shares
Name: Mr. Manish J. Shah Father's Name: Mr. Jitendra Shah DIN: 06970855 Date of Birth: 21/04/1967 Date of appointment: 01/10/2016 Qualification: Commerce Graduate Nationality: Indian Occupation: Business	Architecture in Construction & Infrastructure Sectors	None	Lords Ishwar Hotels Ltd	Lords Ishwar Hotels Limited	NIL

**LORDS ISHWAR HOTELS LIMITED**

CIN: L55100GJ1985PLC008264

Reg. Off.: Hotel Revival, Near Sayaji Gardens, Kala Ghoda Chowk, University Road, Baroda – 390 002, Gujarat.

Tel: 0265 3013545, Fax: 0265 2792028, Email: [info@lordsishwar.com](mailto:info@lordsishwar.com), Website: [www.lordsishwar.com](http://www.lordsishwar.com)

**Form No. MGT-11**

**AGM-2017**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 & 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:

DP ID :

I/We, being the member(s) of ----- shares of the above named Company, hereby appoint

1. Name:-----  
Address:-----  
E-mail Id: ----- Signature: ----- or failing him/her
2. Name:-----  
Address:-----  
E-mail Id: ----- Signature: ----- or failing him/her
3. Name:-----  
Address:-----  
E-mail Id: ----- Signature: ----- or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Tuesday, the 12<sup>th</sup> September, 2017 at 09.30 a.m. at Hotel Marvel Residency, Ajwa Road, Baroda – 390 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements		
2	Appointment of Director		
3	Appointment of Auditors		
Special Business			
4	Appointment of Mr. Manish J. Shah as an Independent Director		

As witness my / our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder:----- Signature of Proxy:-----

Affix  
1 Rupee  
Revenue  
Stamp

**NOTE:**

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

CIN: L55100GJ1985PLC008264

AGM-2017

## ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

DPID

CLIENT ID

Regd. Folio No.

I hereby record my presence at the 31<sup>st</sup> ANNUAL GENERAL MEETING of the Company to be held on Tuesday, the 12<sup>th</sup> September, 2017 at 09.30 a.m. at Hotel Marvel Residency, Ajwa Road, Baroda -390 019.

Name of Shareholder/Proxy \_\_\_\_\_ Signature of Shareholder/Proxy \_\_\_\_\_

**Notes:**

1. Members/Proxy holders are requested to bring this slip duly signed with them when they come to the Meeting and hand over it at the time of the Meeting.
2. The E-voting user ID and Password/PIN are given below:

EVEN (E-Voting Event Number)	User ID	Password / PIN
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3. Remote E-voting facility is available during the period :

Commencement of Remote E-Voting	End of Remote E-Voting
<b>9<sup>th</sup> September, 2017 at 09.00 a.m.</b>	<b>11<sup>th</sup> September, 2017 at 05.00 p.m.</b>

-Cut here-

## 20% DISCOUNT COUPON

The Company is pleased to issue this coupon, which will entitle you to avail of discount at our restaurant in the hotel. The Company will not make cash refunds against any coupon or part use thereof and will not be able to extend the validity of the coupon nor issue duplicate coupon in case of lost / defaced coupon. This coupon is not valid for consumption of cigarettes and for the purpose of banquets & room accommodation.

Please detach the coupon for the part used & submit while your bill is being prepared.

[illegible]



Route Map to the Venue of the AGM

