

Svasara Resorts Private Limited
(CIN: U55101MH2008PTC188363)
Registered Office: Tekadi Mandawzari Kolara,
Near Kolara Gate, Tadoba Andhari,
Tiger Reserve Chimur, Chandrapur, Maharashtra, Pin-442903
Email: ratika@svasararesorts.com, Website: <https://svasararesorts.com/>

To,
All Members, Directors and Auditors,
Svasara Resorts Private Limited

Notice is hereby given that the 16th Annual General Meeting of Svasara Resorts Private Limited will be held on Monday, 23rd September, 2024 at 11:00 A.M. at the registered office of the Company situated at Village and PO: Tekadi Mandawzari Kolara, Near Kolara Gate Tadoba Andhari Tiger Reserve, Chimur, Chandrapur, Maharashtra- 442903, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolutions:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution.”

2. To re-appoint M/s ASDJ & Associates, Chartered Accountants as Statutory Auditors of the Company for a term of 5 (Five) Financial Years commencing from F.Y 2024-25 to 2028-29 and to consider and if thought fit, to pass with or without modification(s), the following resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 139, rules made there under and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment/s thereof for the time being in force), and on recommendations made by Board of Directors at its meeting held on 19.07.2024, M/s ASDJ & Associates, Chartered Accountants, (FRN: 033477N) be and is hereby re-appointed as Statutory Auditor of the Company for 5 (Five) Financial Years commencing from F.Y. 2024-25 to 2028-29 and who shall hold office from conclusion of this instant Annual General Meeting

(AGM) until the conclusion of AGM to be held in respect of F.Y. 2028-29, at an annual remuneration to be mutually agreed between the Board of the Directors of the Company and the Auditors.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution.”

3. **To re-appoint Mr. Sanjay Ramachandran (DIN: 07769662), as Non-Executive Director of the Company, who is retiring by rotation and being eligible, has offered himself for re-appointment and to consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolutions:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment thereof for the time being in force), letter of willingness received from Mr. Sanjay Ramachandran and upon recommendation made by Board of Directors at its meeting held on 19.07.2024, Mr. Sanjay Ramachandran (DIN: 07769662) who is retiring by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Director of the Company whose terms of office shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution.”

SPECIAL BUSINESS

4. **To approve the payment of managerial remuneration to the Managing Director in excess of 5% of net profits of the Company, in accordance with the provisions of Sec 197 of Companies Act, 2013 for the F.Y. 2024-25 and to consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolutions:**

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation made by Board of Directors of the Company at its meeting held on 19.07.2024, approval of shareholders of the Company be and is hereby given for payment of managerial remuneration of F.Y. 2024-25 to the Managing Director of the Company in excess of 5% (Five Per cent) of net profits of the Company.”

“RESOLVED FURTHER THAT Board of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above said resolution.”

5. **To approve the payment of managerial remuneration of F.Y. 2024-25 in excess of 11% of net profit in accordance with the provisions of Section 197 and in**

excess of limits specified under Schedule V of the Companies Act 2013 and to consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation made by Board of Directors of the Company at its meeting held on 19.07.2024, approval of shareholders of the Company be and is hereby given for payment of managerial remuneration of F.Y. 2024-25 in excess of 11% of net profits and in excess of limits specified under Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Board of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above said resolution.”

**By Order of the Board of Directors
For Svasara Resorts Private Limited**

For SVASARA RESORTS PVT. LTD.



Ratika Sinha Director

(Managing Director)

DIN: 00355032

Email: ratika@svasararesorts.com

Date: 19.07.2024

Place: Chandrapur, Maharashtra

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.
2. The instrument appointing the proxy duly filled in, signed and stamped should, however, be deposited at the registered office of the Company not less than forty-

eight hours before the commencement of the Meeting. The proxy form for the AGM is enclosed herewith.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect to Special Business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company's registered office a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting not less than 48 hours before the commencement of the meeting.
5. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
6. Members/Proxies/Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(is) of their Annual Report.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
9. Copies of Audited Financial Statements of the Company along with reports thereon are enclosed along with this notice and marked together as **Annexure-A**.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out the material facts relating to the special business mentioned in the accompanying notice dated 19.07.2024:

Item No. 4:

Clause (i) of Second Proviso to Sub-section 1 of Section 197 of the Companies Act, 2013 provides that except with the approval of the company in general meeting by a

special resolution, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such Directors and manager taken together.

On the basis of past trend of profits made and actuals for F.Y. 2024-25 till now, it can be foreseen that managerial remuneration to be paid for the F.Y. 2024-25 to Mrs. Ratika Sinha (DIN: 00355032) Managing Director of the Company, may exceed the aforesaid prescribed limit for F.Y. 2024-25. The matter has been taken up by the Board of Directors at its 03rd of 2024-25 meeting held on 19.07.2024. Board of directors accordingly recommends the proposed Special Resolution to the members of the Company for their consideration and approval.

All the relevant documents are being placed at the registered office of the Company for inspection from 11:00 A.M. to 02:00 P.M. on any working day up to the date of Annual General Meeting.

Mrs. Ratika Sinha, Managing Director may be deemed to be interested in the aforesaid resolution by virtue of holding directorship of the company and receiving remuneration in lieu of same. Further, Mr. Sanjay Ramachandran (Husband of Mrs. Ratika Sinha), and Mr. Siddharth Prakash Sinha (Brother of Mrs. Ratika Sinha), directors of the Company may be deemed to be interested in the aforesaid resolution being relatives.

Item No 5:

Sub-section 1 of Section 197 of the Companies Act, 2013 provides that the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits.

On the basis of past trend of profits made and actuals for F.Y. 2024-25 till now, it can be foreseen that managerial remuneration for F.Y. 2024-25 may exceed the limit prescribed under Sub-Section 1 of Section 197 of the Companies Act, 2013.

First proviso to Sub-Section 1 of Section 197 of the Companies Act, 2013 states that that the company in general meeting may authorise the payment of remuneration exceeding eleven per cent of the net profits of the company, subject to the provisions of Schedule V. Total remuneration payable to all directors in F.Y. 2024-25 is expected to exceed 11% of the net profits and the limits specified under Schedule V, as such the Company is required to obtain approval for the same in general meeting. The aforesaid matter has been taken up by the Board of Directors at its '03rd of 2024-25' meeting held on 19.07.2024. Board of directors accordingly recommends the

proposed Special Resolution to the members of the Company for their consideration and approval.

All the relevant documents are being placed at the registered office of the Company for inspection from 11:00 A.M. to 02:00 P.M. on any working day up to the date of Annual General Meeting. All existing directors of the Company may be deemed to be interested in the aforesaid resolution by virtue of holding directorship of the Company.

**By Order of the Board of Directors
For Svasara Resorts Private Limited**

For SVASARA RESORTS PVT. LTD.



Ratika Sinha Director

(Managing Director)

DIN: 00355032

Email: ratika@svasararesorts.com

Date: 19.07.2024

Place: Chandrapur, Maharashtra

Proxy form

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]**

CIN: U55101MH2008PTC188363

Name of the company: Svasara Resorts Private Limited

**Registered office: Tekadi Mandawzari Kolara, Near Kolara Gate, Tadoba Andhari,
Tiger Reserve Chimur Chandrapur, Maharashtra, Pin-442903**

Name of the member (s):

Registered address:

E-mail ID:

Folio No.

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

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 16th Annual General Meeting of the Company, to be held on Monday the 23rd day of September, 2024 at 11:00 A.M. at registered office of the company situated at: Tekadi Mandawzari Kolara, Near Kolara Gate Tadoba Andhari Tiger Reserve Chimur Chandrapur, Maharashtra, Pin-442903, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1	To consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2024 and the reports of the Board of Directors and Auditors thereon.			
2	To re-appoint M/s ASDJ & Associates, Chartered Accountants as Statutory Auditors of the Company for F.Y 2024-25 to 2028-29.			

3	To re-appoint Mr. Sanjay Ramachandran (DIN: 07769662), as Non-Executive Director of the Company who is retiring by rotation and being eligible, has offered himself for re-appointment.			
4	To approve the payment of managerial remuneration to the Managing Director in excess of 5% of net profits of the Company, in accordance with the provisions of Sec 197 of Companies Act, 2013 for the F.Y. 2024-25.			
5	To approve the payment of managerial remuneration of F.Y. 2024-25 in excess of 11% of net profits in accordance with the provisions of Section 197 and in excess of limits specified under Schedule V of the Companies Act 2013			

Signed this..... day of..... 2024

<p>Affix Revenue Stamp</p>

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the "for, against or abstain" column blank against the resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

ATTENDANCE SLIP

16th Annual General Meeting of Svasara Resorts Private Limited held on Monday the 23rd day of September, 2024 at 11:00 A.M. at the registered office of the company at Village and PO: Tekadi Mandawzari Kolara, Near Kolara Gate Tadoba Andhari Tiger Reserve Chimur, Chandrapur, Maharashtra- 442903.

Registered Folio No.: _____

Name of the *member/proxy: _____

Number of shares held: _____

I certify that I am a *member/proxy for the member of the Company.

I hereby record my presence at the 16th Annual General Meeting of Svasara Resorts Private Limited held on Monday the 23rd day of September, 2024 at 11:00 A.M. at the registered office of the company at Village and PO: Tekadi Mandawzari Kolara, Near Kolara Gate, Tadoba Andhari Tiger Reserve Chimur, Chandrapur, Maharashtra- 442903.

Signature of the *member/proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice to the AGM.

*Strike-off whichever is not applicable

**Route Map of the venue of Annual General meeting for financial year ending 31st
March, 2024**

**Venue Address: Village and PO: Tekadi Mandawzari Kolara, Near Kolara Gate
Tadoba Andhari Tiger Reserve Chimur, Chandrapur, Maharashtra- 442903**

