

JAMES HOTELS LIMITED
CIN : L55101CH1980PLC004249
Registered office : Block no. 10, sector 17-A, Chandigarh -160 017
PH: 0172-6600 000 Tel Fax 0172-6600 001

NOTICE

NOTICE is hereby given that the **33rd Annual General Meeting** of the members of James Hotels Limited will be held on Tuesday, the 30th day of September, 2014 at 10.00 A.M. at Indira Holiday Home, Sector 24-B, Chandigarh to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 31st March, 2014 and Balance Sheet as on that date of the Company, together with the Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Ajit Pal Singh, who retires by rotation and being eligible, offers himself for re-appointment.
3. TO PASS IF THOUGHT FIT, WITH OR WITHOUT MODIFICATION(S) IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

TO APPOINT AUDITORS AND FIX THEIR REMUNERATION.

"RESOLVED THAT M/s Vasudeva & Associates, Chartered Accountants, having office at Chandigarh, the Statutory Auditors of the company, retiring at the ensuing Annual General Meeting, being eligible offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of Second Consecutive Annual General Meeting (subject to the ratification of their appointment at every Annual General Meeting) at such remuneration as may be fixed by the Board of Directors of the company in consultation with M/s Vasudeva & Associates, Chartered Accountants.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as a special resolution :

"RESOLVED THAT the resolution passed by the Board of Directors at its meeting held on 22.10.2013 and on being approved by the Remuneration Committee also in partial modification of the earlier resolution passed by the Board of Directors dated 09.04.2010 which were passed pursuant to the provisions of Articles of Association of the Company and the then Section 198,

269, 309 read with Schedule XIII of the Companies Act, 1956 and now pursuant to the applicable provisions of the Companies Act, 2013 to the extent mentioned herein in respect of the provisions governing the appointment of Sh. Haravtar Singh Arora as the Managing Director of the Company, the resolution passed by the Board be and is hereby ratified and adopted for the fixation of monthly remuneration of Mr. Haravtar Singh Arora Rs. 1,25,000/- at per month effective from October, 2013.”

5. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as a special resolution :

“ **RESOLVED THAT** pursuant to provisions of section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and is hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as an ordinary resolution :

APPOINTMENT OF MR. NEERAJ MOHINDROO AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, of any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with schedule IV of the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Neeraj Mohindroo** (DIN: 01240807), a non- executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for an another term of five years.”

7. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as an ordinary resolution :

APPOINTMENT OF MR. AMIT JULKA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, of any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with schedule IV of the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Amit Julka** (DIN: 05246883), a non- executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for an another term of five years."

8. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as an ordinary resolution :

APPOINTMENT OF MR. AMARDEEP SINGH BRAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, of any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with schedule IV of the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Amardeep Singh Brar** (DIN: 02052759), a non- executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for an another term of five years."

9. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as an ordinary resolution :

APPOINTMENT OF MR. DALJIT SINGH SIDHU AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

