

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33<sup>RD</sup> (THIRTY THIRD) ANNUAL GENERAL MEETING OF HOWARD HOTELS LIMITED WILL BE HELD ON MONDAY 19<sup>TH</sup> SEPTEMBER, 2022 AT 11:30 A.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT 20, MAURYA COMPLEX, B-28 SUBHASH CHOWK, LAXMI NAGAR, NEW DELHI 110092.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, including Audited Balance Sheet and Profit and Loss Statement and Cash Flow Statement together with the Reports of the Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of Mr. Shrikant Mittal (DIN- 01533368), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification(s) , the following Resolution as a Special Resolution:

#### **Re-appointment of Mr. Nirankar Nath Mittal, as a Chairman & Managing director**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Nirankar Nath Mittal (DIN: 01533102) as a Chairman & Managing Director of the Company, for a further period of 3 years upon expiry of his present term of office i.e. October 14<sup>th</sup> 2022 on the same terms and conditions of remuneration as approved by the shareholders at the 30<sup>th</sup> Annual General Meeting of the Company held on 05<sup>th</sup> September, 2019, to hold office upto 13<sup>th</sup> October, 2025.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any questions, or doubt that may arise in relation thereto including to decide breakup of the remuneration"

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

#### **Re-appointment of Mr. Nirvikar Nath Mittal, as a Whole time director**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Nirvikar Nath Mittal (DIN: 00536470) as a Whole time Director of the Company, for a further period of 3 years upon expiry of his present term of office i.e. September 05<sup>th</sup>, 2022 on the same terms and conditions of remuneration as approved by the shareholders at the 30<sup>th</sup> Annual General Meeting of the Company held on 05<sup>th</sup> September, 2019, to hold office upto 04<sup>th</sup> September, 2025.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any questions, or doubt that may arise in relation thereto including to decide breakup of the remuneration"

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

#### **Re-appointment of Mr. Shrikant Mittal, as a Whole time director**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Shrikant Mittal (DIN: 01533368) as a Whole time Director of the Company, for a further period of 3 years upon expiry of present term of office i.e. October 15<sup>th</sup>, 2022 and whose period will be liable to retire by rotation, on the same terms and conditions of remuneration as approved by the shareholders at the 30<sup>th</sup> Annual General Meeting of the Company held on 05<sup>th</sup> September, 2019, to hold office upto 14<sup>th</sup> October, 2025.

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any questions, or doubt that may arise in relation thereto including to decide breakup of the remuneration."

6. To consider and, if thought fit, to pass with or without modification(s) , the following Resolution as a Special Resolution:

#### **Re-appointment of Mr. Nirvikar Nath Mittal, as a Whole Time Director on account of attaining the age of 70 years.**

**"RESOLVED THAT** pursuant to section 196 and all other applicable provisions of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of members of the Company be and is hereby accorded for continuation of holding of office of Whole Time Director by Mr. Nirvikar Nath Mittal (DIN: 00536470) who will attain the age of 70 (Seventy) years as on July 7, 2023.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any questions, or doubt that may arise in relation thereto including to decide breakup of the remuneration”

Place : Agra  
Date : **24/08/2022**

By order of the Board  
**HOWARD HOTELS LIMITED**

**Registered office:**

Howard Hotels Limited  
20, Maurya Complex,  
B-28 Subhash Chowk,  
Laxmi Nagar,  
Delhi-110092

Sd/-  
**Mr. N.N. Mittal**  
(Chairman & Managing Director)

**Notes:**

1. An Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business at S. No. 3 to 6 to be transacted at the Annual General Meeting is annexed hereto. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of SS-2 (Secretarial Standards-2) on General meetings by the institute of Company Secretaries of India, in respect of the person seeking appointment/re-appointment as Directors under item no. 3 to 6 of the Notice, is also annexed.
2. In view of MCA General Circular No. 02/2022 Dated 05th May, 2022 The MCA in continuation to its previous General Circulars (including General Circular No. 21/2021 dated. 14th December, 2021) issued in respect to allowing Companies to hold AGM through video conferencing or other audio-visual means, has further decided to allow the companies to organize AGM through VC or OAVM in the year 2022 on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 & 4 of General Circular Nos. 20/2020 dated 05.05.2020. Further, it is also clarified that, this Circular shall in no way be construed as extension of time for holding AGM and the Companies which do not conduct their AGM within the due date shall be liable under relevant provisions of the Companies Act, 2013.

In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM on Monday the 19<sup>th</sup> Day of September, 2022 at 11.30 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE ANNUAL GENERAL MEETING AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THE NOTICE.**
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [poojaanandfcs@gmail.com](mailto:poojaanandfcs@gmail.com) with copies marked to the Company at [cs@howardhotelsltd.com](mailto:cs@howardhotelsltd.com) and to its RTA at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday 13/09/2022 to Monday 19/09/2022** (both days inclusive) for the purpose of AGM.
6. Members are requested to:
  - i) Registration of email ID and Bank Account details:

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their emails address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

    - (a) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit.
    - (b) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
7. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 13, 2022. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company’s website [www.howardhotelsltd.com](http://www.howardhotelsltd.com); website of the Stock

Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

7. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Voting through electronic means (Remote E-voting):
  - i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited.
  - ii) The remote e-voting period commences on **Friday 16/09/2022 at 09.00 A.M to 18/09/2022 at 05.00 P.M.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Monday, 12<sup>th</sup> September, 2022** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited e-voting platform for voting thereafter.
  - iii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on, **Monday, 12<sup>th</sup> September, 2022** being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
  - iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - v) The facility for e-voting at the AGM will be available and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through e-voting.
  - vi) The Company has appointed Mr. Mukul Tyagi, Partner of M/s Pooja Anand & Associates, Practicing Company Secretaries, Delhi as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
  - (vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.howardhotelsltd.com/> and on the website of Link Intime India Private Limited immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), where the shares of the Company are listed.
10. Instructions for e-voting and joining the Annual General Meeting are as follows:

### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### **Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. **LINKINTIME** and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. **LINKINTIME** and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demataccount number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
 

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. **LINKINTIME** and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
  - A. **User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. **Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.**
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

    - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
    - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to



upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### InstaVote Support Desk

#### Link Intime India Private Limited

### Process and manner for attending the Annual General Meeting through InstaMeet:

- Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the "**Company**" and '**Event Date**' and register with your following details: -
  - Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
  - PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - Mobile No.:** Enter your mobile number.
  - Email ID:** Enter your email id, as recorded with your DP/Company.
    - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk**  
**Link Intime India Private Limited**

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW.**

#### **ITEM NO. 3**

**Mr. Nirankar Nath Mittal** was appointed by the Company as a Chairman & Managing Director of the Company and his term of appointment has expired on 14/10/2022, the Board of directors at their meeting, has considered the recommendation of the remuneration committee for his reappointment, terms & conditions and remuneration and has approved the reappointment of Mr. Nirankar Nath Mittal for a further period. Mr. Nirankar Nath Mittal has adequate experience and qualifications as well as the contribution he has made during his tenure for the smooth functioning of the Company. Looking into his past experience in the management of the affairs of the Company, your Directors consider that his appointment shall be in the best interest in the Company.

Statement as per Section II of Part II of Schedule V to the Companies Act, 2013 is enclosed with Notice. The resolution and the explanatory statement are treated as an abstract under section 190 of Companies Act 2013.

Except Mr. Nirankar Nath Mittal, Mr. Nirvikar Nath Mittal and Mr. Shri Kant Mittal, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution for approval of the Members.

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

**Mr. Nirvikar Nath Mittal** was appointed by the Company as a Whole Time Director of the Company and his term of appointment has expired on 05/09/2022, the Board of Directors at their meeting, has considered the recommendation of the remuneration committee for his reappointment, terms & conditions and remuneration and has approved the reappointment of Mr. Nirvikar Nath Mittal for a further period. Mr. Nirvikar Nath Mittal has adequate experience and qualifications as well as the contribution he has made during his tenure for the smooth functioning of the Company. Looking into his past experience in the management of the affairs of the Company, your Directors consider that his appointment shall be in the best interest in the Company.

Statement as per Section II of Part II of Schedule V to the Companies Act, 2013 is enclosed with Notice. The resolution and the explanatory statement are treated as an abstract under section 190 of Companies Act 2013.

Except Mr. Nirankar Nath Mittal, Mr. Nirvikar Nath Mittal and Mr. Shri Kant Mittal, None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution for approval of the Members.

#### **ITEM NO. 5**

**Mr. Shri Kant Mittal** was appointed by the Company as a Whole Time Director of the Company and his term of appointment has expired on 15-10-2022. The Board of Directors at their Meeting has considered the recommendation of remuneration committee for the reappointment, terms and conditions and remunerations and has approved re-appointment of Mr. Shri Kant Mittal for a further period. Shri Kant Mittal has adequate experience and qualifications. Looking into his experience in the management of the affairs of the Company, your Directors consider that his appointment shall be in the best interest in the Company.

Statement as per Section II of Part II of Schedule V to the Companies Act, 2013 is enclosed with Notice. The resolution and the explanatory statement are treated as an abstract under section 190 of Companies Act 2013.

Except Mr. Nirankar Nath Mittal, Mr. Nirvikar Nath Mittal and Mr. Shri Kant Mittal, None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution for approval of the Members.

Details of additional Directors/Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting of the Company.

#### **ITEM NO. 6**

**Mr. Nirvikar Nath Mittal** was appointed as the Whole Time Director of the Company by the members. Mr. Nirvikar Nath Mittal will attain the age of 70 years on July 07, 2023 and as a matter of abundant caution, it is proposed to obtain the approval of the shareholders as per the provision of Section 196 of the Companies Act, 2013 for continuation of his employment as Whole Time Director.

Mr. Nirvikar Nath Mittal is a Promoter Director of the Company and has been serving as Whole Time Director of the Company since long time. He has been actively involved in the operations of the Company. He has vast experience and good knowledge in Hotel Industry. He is providing strategic guidance to the company.

Except Mr. Nirankar Nath Mittal, Mr. Nirvikar Nath Mittal and Mr. Shri Kant Mittal, None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution for approval of the Members.

<b>Name of Director</b>	<b>Nirankar Nath Mittal</b>	<b>Nirvikar Nath Mittal</b>	<b>Shrikant Mittal</b>
Working experience/Brief Resume	The appointee has vast experience and good knowledge in Hotel industry. He is providing leadership and strategic guidance to the Company.	The appointee has vast experience and good knowledge in Hotel industry. He is providing leadership and strategic guidance to the Company.	The appointee has vast experience and good knowledge in Hotel industry. He is providing leadership and strategic guidance to the Company.
Date of Birth	15/05/1952	21/07/1953	26/03/1976
Date of appointment/ re-appointment	19/09/2022	19/09/2022	19/09/2022
Qualifications	M.Sc.	B.A., LL.B	M.Com, MBA
Expertise in specific functional areas	Hotel & Tourism Administration	Hotel & Tourism Administration	Experience in Hotel & Tourism
List of other Indian Public Limited Companies in which Directorship held as on 31.03.2022	NIL	NIL	NIL
Committee membership in other companies	NIL	NIL	NIL
Shareholdings in the company as on 31.03.2022	1,847,834(20.28%)	1,787,833 (19.62%)	211,166(2.32%)
Inter-se relationship	YES. Mr. Nirvikar Nath Mittal and Mr. Shri Kant, Directors of the company are relatives of Mr. Nirankar Nath Mittal.	YES. Mr. Nirankar Nath Mittal and Mr. Shri Kant Mittal, Directors of the company are relatives of Mr. Nirvikar Nath Mittal	YES. Mr. Nirankar Nath Mittal and Mr. Nirvikar Nath, Directors of the company are relatives of Mr. Shrikant Mittal.

Place : Agra

Date : **24/08/2022**

**Registered office:**

Howard Hotels Limited  
20, Maurya Complex,  
B-28 Subhash Chowk,  
Laxmi Nagar,  
Delhi-110092

By order of the Board  
**HOWARD HOTELS LIMITED**

**Sd/-**  
**Mr. N.N. Mittal**  
(Chairman & Managing Director)



## HOWARD HOTELS LIMITED

### Statement as per Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder

To,  
The Members  
M/s Howard Hotels Limited

Your Directors are presenting statement as per Schedule V of the Companies Act, 2013 with respect to the reappointment of Mr. Nirankar Nath Mittal, Mr. Nirvikar Nath Mittal & Mr. Shrikant Mittal.

#### **1. GENERAL INFORMATION**

- (1) Nature of Industry Hospitality Industry
- (2) Year of Commencement of commercial production 1995
- (3) Financial Performance

(Rs. In Lacs)

Financial Parameters	2021-2022	2020-2021	2019-2020
Total Sales	436.06	172.51	984.41
PAT	(77.35)	(150.96)	(76.46)

- (4) Foreign Investment or collaboration, if any NIL

#### **2. INFORMATION ABOUT THE APPOINTEE**

Name of the Appointee	Nirankar Nath Mittal	Nirvikar Nath Mittal	Shrikant Mittal
Background Details	Mr. Nirankar Nath Mittal was appointed as CMD.	Mr. Nirvikar Nath Mittal was appointed as a WTD of the Company.	Mr. Shrikant Mittal was appointed as a WTD of the Company.
Past Remuneration	Rs. 2,00,000/- per month plus perquisites	Rs. 1,90,000/- per month plus perquisites.	Rs. 1,50,000/- per month plus perquisites.
Recognition or words	Mr. Nirankar Nath Mittal has vast experience and good knowledge in Hotel Industry. He is providing leadership and strategic guidance to the Company	Mr. Nirvikar Nath Mittal has vast experience and good knowledge in Hotel Industry. He is providing leadership and strategic guidance to the Company	Mr. Shrikant Mittal has vast experience and good knowledge in Hotel Industry. He is providing leadership and strategic guidance to the Company
Job Profile and his suitability	Overall Administration.	Overall Administration.	Overall Administration.
Remuneration Proposed	Rs. 2,00,000/- per month plus perquisites	Rs. 1,90,000/- per month plus perquisites.	Rs. 1,50,000/- per month plus perquisites.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration payable has been benchmarked with the remuneration being drawn by similar positions in Companies having Hotel Business at comparable size in the Hospitality Industries and has been considered and recommended by the Remuneration Committee and Board of Directors of the Company in their meeting.	The remuneration payable has been benchmarked with the remuneration being drawn by similar positions in Companies having Hotel Business at comparable size in the Hospitality Industries and has been considered and recommended by the Remuneration Committee and Board of Directors of the Company in their meeting.	The remuneration payable has been benchmarked with the remuneration being drawn by similar positions in Companies having Hotel Business at comparable size in the Hospitality Industries and has been considered and recommended by the Remuneration Committee and Board of Directors of the Company in their meeting.
Pecuniary relationship directly /indirectly with the Company or relationship with managerial personnel, if any	Mr. Nirankar Nath Mittal has no pecuniary relationship directly/ indirectly with the Company except to the extent of his remuneration and Shareholding. Mr. Nirvikar Nath Mittal and Mr. Shri Kant, Directors of the company are relatives of Mr. Nirankar Nath Mittal.	Mr. Nirvikar Nath Mittal has no pecuniary relationship directly/ indirectly with the Company except to the extent of his remuneration and Shareholding. Mr. Nirankar Nath Mittal and Mr. Shri Kant Mittal, Directors of the company are relatives of Mr. Nirvikar Nath Mittal	Mr. Shrikant Mittal has no pecuniary relationship directly/ indirectly with the Company except to the extent of his remuneration and Shareholding. Mr. Nirankar Nath Mittal and Mr. Nirvikar Nath Mittal, Directors of the company are relatives of Mr. Shrikant Mittal.

**3. OTHER INFORMATION**

- (1) **Reasons of loss or inadequate profits:** In past few years the Company has made immense progress. The management has put its best efforts to make the Company from a loss making entity to a profit making entity. In the current financial year, the Company has made the loss of (71.49) Lacs (before tax) as compared to the loss of (164.00) Lacs (before tax) in the year 2020-21. The Government has been making serious efforts to boost investments in tourism sector which provides revenue visibility in near term.
- (2) **Steps taken or proposed to be taken for improvement:** Your Management is in continuous process to cop up with the market trend, to increase the profits of the Company.
- (3) **Expected increase in productivity and profits in measurable terms:** The Company always believes in increasing its potential to face future challenges and enhance competitive position in the Hospitality Business today.