

# **THE SOUTH INDIA HOTELS AND RESTAURANTS ASSOCIATION**

**M-1, 'PRINCE CENTRE' 709-710, ANNA SALAI, CHENNAI-600 006**

**CIN NO. U93090TN1951NPL002401**

## **NOTICE OF MEETING**

Notice is hereby given that the Sixty Third Annual General Meeting of the Members of The South India Hotels and Restaurants Association will be **held at 11 am on Saturday the Twentieth day of September 2014 at Marigold Hall , GRT Convention Centre, Annex Building, 120, Sir Thyagaraya Road, Pondy Bazaar Chennai – 600 017** to transact the following business:

1. To receive, consider and adopt the Audited Income and Expenditure Statement for the financial year ended March 31, 2014 and the Balance Sheet as on that date, the Auditors' Report and the Executive Committee's Report.
2. To appoint an Executive Committee Member in the place of Mr. P G Venkatramana Babu (DIN 03290680) who retires by rotation and eligible for re-appointment.
3. To appoint an Executive Committee Member in the place of Mr. K Syama Raju (DIN 00314921) who retires by rotation and eligible for re-appointment.
4. To appoint an Executive Committee Member in the place of Mr. R Srinivasan (DIN 00842390) who retires by rotation and eligible for re-appointment.
5. To appoint an Executive Committee Member in the place of Mr. G V Krishnaiah (DIN 02836119) who retires by rotation and eligible for re-appointment.
6. To appoint an Executive Committee Member in the place of Mr. Vikram Aggarwal (DIN 00047196) who retires by rotation and eligible for re-appointment.
7. To appoint an Executive Committee Member in the place of Mr. R Prabakar (DIN 02224239) who retires by rotation and eligible for re-appointment.
8. To appoint Auditors and fix their remuneration

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with Rules under the Companies (Audit and Auditors) Rules 2014, Messrs. Rao & Gopal, (Firm Registration No.0030855S), Chartered Accountants, the retiring Statutory Auditors of the Association be and are hereby reappointed as Statutory Auditors of the Association to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Association to audit the accounts of the Association for the Financial Year 2014-15 on such remuneration as shall be fixed by the Executive Committee of the Association.”

### **Special Business:**

#### **APPOINTMENT OF EXECUTIVE COMMITTEE MEMBERS:**

##### **Appointment of Dr. M Venkadasubbu as an Executive Committee Member of the Association:**

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

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. M Venkadasubbu (DIN 01895162) who was appointed as an Executive Committee Member of the



Association in the casual vacancy caused by the resignation of Mr. R Srinivasan, by the Executive Committee with effect from November 19, 2011, and in respect of whom the Association has received a notice in writing from a Hotel Member under Section 160 of the Companies Act, 2013 signifying the members's intention to propose Dr. M Venkadasubbu as a candidate for the office of an Executive Committee Member of the Association, be and is hereby appointed as an Executive Committee Member, in the non executive capacity, liable to retire by rotation .”

**Appointment of Mr. B D Prabhu Shankar as an Executive Committee Member of the Association:**

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

**“RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. B D Prabhu Shankar (DIN 00732982) who was appointed as an Executive Committee Member of the Association in the casual vacancy caused by the resignation of Mr. K.L.Ramanatha Bhat by the Executive Committee with effect from September 26, 2013, and in respect of whom the Association has received a notice in writing from a Hotel Member under Section 160 of the Companies Act, 2013 signifying the member's intention to propose Mr. B D Prabhu Shankar as a candidate for the office of an Executive Committee Member of the Association, be and is hereby appointed as an Executive Committee Member, in the non executive capacity, liable to retire by rotation .”

**Appointment of Mr. Sheeju Purushothaman as an Executive Committee Member of the Association:**

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

**“RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sheeju Purushothaman (DIN 00044934) who was appointed as an Executive Committee Member of the Association by the Executive Committee with effect from September 26, 2013 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association, and in respect of whom the Association has received a notice in writing from a Hotel Member under Section 160 of the Companies Act, 2013 signifying the Member's intention to propose Mr. Sheeju Purushothaman as a candidate for the office of an Executive Committee Member of the Association, be and is hereby appointed as an Executive Committee Member, in the non executive capacity, liable to retire by rotation .”

**NOTES:**

1. The relative statement pursuant Section 102(1) of the Companies Act, 2013 in respect of the special business under items 9 to 11 of the Notice is annexed.
2. The Register of Members will remain closed from September 4, 2014 to September 20, 2014 ( both days inclusive).
3. 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 needs to be a member of the Association. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Association not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty.



4. Proxies submitted on behalf of the Companies, Hotel & Restaurant Members should be supported by appropriate authorization as applicable.
5. Members/Proxies should bring in their Attendance slip sent herewith duly filled in for attending the Meeting. **ONLY MEMBERS/PROXIES WILL BE ADMITTED INTO THE AUDITORIUM FOR THE MEETING.**
6. The Register of Executive Committee Members maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
7. Brief resume of the Executive Committee Members seeking election are provided in the statement pursuant to Section 102(1) annexed to this Notice.
8. Members are requested to bring their copy of the Annual Report for the meeting. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. The Notice of the Annual General Meeting and the Annual Report for 2013-14 are also available on the Association's website.

Place: Chennai

**By Order of the Executive Committee**

Date: August 14, 2014 For and on behalf of The South India Hotels and Restaurants Association

**Registered Office:**  
M-1, 'Prince Centre'  
709-710, Anna Salai,  
Chennai-600 006

**T. NATARAJAN**  
Honorary Secretary