

RIVER FRONT HOTELS LIMITED

CIN: L55100GJ1991PLC016766

Regd. Office: Land Mark, Opp. Dutch Garden, Nanpura, Surat-395001, Gujarat.

Contact No.: +91-9898000486, Email id.: info@riverfronthotellimited.com

Website: www.riverfronthotellimited.com

Notice of Annual General Meeting

Notice is hereby given that the 30th Annual General Meeting of the members of River Front Hotels Limited will be held on Tuesday, September 28, 2021 at 11.00 A.M at the registered office of the Company situated at Landmark, Opp. Dutch Garden, Nanpura, Surat - 395001, Gujarat to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2021 and reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Ms. Fatima Farukh Poonawala (DIN: 02340990), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Special Business:

3. **To appoint Mr. KETAN PARSHURAMBHAI SHINDE (DIN: 09290891) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, 164 read with Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof and listing agreement and subject to such approvals as may be necessary, Mr. KETAN PARSHURAMBHAI SHINDE (DIN: 09290891), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from members proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of FIVE (5) Consecutive Years up to 30th September, 2026.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

4. To re-appoint Mr. TAHA SAIFUDDIN BADSHAH (DIN: 07700716) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, 164 read with Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof and listing agreement and subject to such approvals as may be necessary, the term of Mr. TAHA SAIFUDDIN BADSHAH (DIN: 07700716), an Independent Director of the Company will expire on 10th December, 2021, who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from members proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 11th December, 2021 to 10th December, 2026 for the Second Term.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

5. To reappoint Mr. TAHER EBRAHIM NAGPURWALA (DIN: 07700734) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, 164 read with Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof and listing agreement and subject to such approvals as may be necessary, the term of Mr. TAHER EBRAHIM NAGPURWALA (DIN: 07700734), an Independent Director of the Company will expire on 10th December, 2021, who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from members proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to

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hold office with effect from 11th December, 2021 to 10th December, 2026 for the Second Term.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Farukh Valibhai Poonawala
Managing Director

Date: 01st September, 2021

Place: Surat

Notes:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 to 5 of the Notice, is annexed hereto. The relevant details pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ reappointment at this Annual General Meeting(“AGM”) are also annexed.
2. Steps to prevent the spread of COVID-19 and of social distancing will be followed. Required facilities to maintain social distance will be made available to all the members present in the meeting. Members are also required to follow social distancing norms during meeting.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of her / him, and the proxy need not be a Member of the Company. The instrument appointing the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.

4. A person can act as proxy on behalf of members not exceeding fifty per cent and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, 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 person shall not act as a proxy for any other Member.
5. Members / Proxies / Representatives attending are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
6. 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.
7. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sunday and public holiday between 11.00 A.M. and 01.00 P.M. up to the date of the Annual General Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
9. The Company's Register of Members and Share Transfer Books will remain closed from 20th September, 2021 to 28th September, 2021 (both days inclusive) for the purpose of the Meeting.
10. Members desiring any information relating to financial statements of the Company are requested to write to the Managing Director of the Company at least seven working days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
11. To support the Green Initiative, Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories. This will assist the Company in redressing shareholders' grievances expeditiously.
12. Members holding shares in physical form are requested to lodge Share Transfer documents and all other correspondences and queries relating to Share Transfer, Share Certificates, Change of Address etc., to the Company's Registrar and Transfer Agent ("RTA") i.e. Skyline Financial services Private Limited having its office at A/505 Dattani Plaza A K Road, Safed Pool, Andheri (East), Mumbai -400072, Tel: 022-28511022.
13. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of the PAN card, duly self-attested, to the Registrar and Share Transfer Agents of the Company. The shareholders holding

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shares in electronic form are requested to register their PAN card with their respective Depository Participants.

14. Members, who still continue to hold shares in physical form, are requested to dematerialized their shares at the earliest and avail of the various benefits of dealing in securities in electronic / dematerialized form. The shareholders have the option to hold Company's shares in Demat form through National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).
15. Members holding shares in physical form are requested to revise any change of address or bank mandates immediately to the Company/ Registrar and Transfer Agent, Skyline Financial Services Private Limited.
16. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
17. Members may also note that the Notice of the 30thAGM and the Annual Report for the Financial Year 2020-21 will also be available on the Company's website www.riverfronthotellimited.com for their download. For any communication/information, the members may also send requests to the Company at: info@riverfronthotellimited.com.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.
19. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to the Managing Director at the registered Office of the Company and Email: info@riverfronthotellimited.com Members are requested to bring their copies of the Annual Report to the Meeting.
20. All grievances connected with the Re-appointment of Director: At the ensuing Annual General Meeting, Ms. Fatima Farukh Poonawala (DIN: 02340990), Director of the Company retires by rotation under the provisions of the Companies Act, 2013 and being eligible offers herself for Re-appointment.
21. Electronic copy of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered

with the Company/Depository Participants(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

22. Voting Through Electronic Means: Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the 30thAGM by electronic means i.e. “Remote e-voting”. 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 Central Depository Services (India) Limited (CDSL). The Company has appointed Mr. Anurag Shah, Chartered Accountant, Surat, to scrutinize the remote E-voting process in a fair and transparent manner. The detail process and manner of Remote e-voting is explained herein below:

- i. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders ‘resolutions. In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- ii. In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their Demat accounts in order to access e-voting facility.

Pursuant to aforesaid circular, login method for e-voting and joining virtual meetings for individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further

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securities in Demat mode with CDSL	<p>authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit https://www.cdslindia.com/ and click on Login icon and select New System My easi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider i.e. CDSL for casting your vote during the remote e-voting period & voting during the meeting. Additionally, there is also link provided to access the system of e-voting service provider i.e. CDSL, so that the user can visit the e-voting service provider's website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin the system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of the respective e-voting service provider, i.e. CDSL.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services 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-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting 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 - RIVER FRONT HOTELS LIMITED or e-voting service provider name - CDSL and you will be re-directed to e-voting service provider website forecasting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

	<p>2. If the user is 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</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.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 - Sun Pharmaceutical Industries Limited or e-voting service provider name - CDSL and you will be redirected to CDSL’s website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<p>1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you 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 - RIVER FRONT HOTELS LIMITED or e-voting service provider name - CDSL, and you will be redirected to CDSL website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Helpdesk for individual Shareholders holding securities in Demat mode 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

◆ **Login method for e-voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- i. Open your web browser during the e-voting period. Remote E-voting period begins from Friday, September 24, 2021 (9.00 a.m.) and ends on Monday,

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September 27, 2021(5.00 p.m.). During this Period, shareholders holding shares either in physical form or Dematerialized form, as on Wednesday, September 22, 2021, being cut-off date/entitlement date as may cast their vote electronically. The e-voting shall be disabled by CDSL for voting thereafter.

- ii. The shareholders should log on the e-voting website www.evotingindia.com
- iii. Click on “Shareholders” tab.
- iv. Now enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and click on Login.
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number/ e-voting code sent by Company/RTA or contact Company/RTA.
Dividend bank Details or DOB	Enter the Dividend Bank Details or date of birth (in dd/mm/yy) as recorded in your Demat account or in the company records for the said Demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on “SUBMIT” tab.

- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the RIVER FRONT HOTELS LIMITED on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non- Individual Shareholders and Custodians
- xx. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

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- A scanned copy of the Registration Form bearing the stamp and sign of the Entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at <https://www.evotingindia.com/> under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

xxii. Facility for voting by electronic means may be addressed to Mr. Nitin Kunder (022-23058738) or Mr. Suraj Ramesh (022-23058543) or Mr. Rakesh Dalvi (022-23058542) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

23. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 22nd September, 2021. A Person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting. Mr. Anurag Shah, Chartered Accountant, Surat has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.

24. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, 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 and declare the result of the voting forthwith.

25. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Annual General meeting but shall not be entitled to cast their vote again.

26. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.riverfronthotellimited.com immediately after the declaration of Result by the Chairman or a person authorized by him in writing. The Results would be communicated to the MSEI Limited and CDSL.
27. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed.

By Order of the Board of Directors

Farukh Valibhai Poonawala
Managing Director

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Date: 01st September, 2021
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ANNEXURE TO NOTICE:

Mrs. Fatima Farukh Poonawala (DIN: 02340990), is to be re-appointed as Director, who is liable to retire by rotation [Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Secretarial Standard 2]

Name of Director	Mrs. Fatima Farukh Poonawala
Date of Birth	14/06/1960
Date of Appointment	01/01/2009
Expertise in specific functional areas	Hospitality
Qualification	B.Com. LLB
Shareholding in the company as on 30/06/2021	7,63,800
List of other public limited companies in which directorship held as on 30/06/2021	NIL
List of other entities in which the person also holds membership of committee of the board	NIL
Relationships between Directors inter-se	Spouse of Mr. Farukh Valibhai Poonawala (Managing Director of the Company)

By Order of the Board of Directors

Farukh Valibhai Poonawala
Managing Director

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Surat - 395001, Gujarat

CIN: L55100GJ1991PLC016766

E-mail: info@riverfronthotellimited.com

Date: 01st September, 2021

Place: Surat

Explanatory Statement Pursuant to provisions of Section 102(1) of the Companies Act, 2013

Item No. 3

In accordance with the provisions of Section 149 read with Schedule IV to the act, appointment of an Independent Director requires approval of Members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that MR. KETAN PARSHURAMBHAI SHINDE be appointed as Independent Director of the Company.

Mr. KETAN PARSHURAMBHAI SHINDE is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has received a Declaration from MR. KETAN PARSHURAMBHAI SHINDE that he meets the criteria of independence as prescribed under Sub section (6) of Section 149 of the Act and the Listing Agreement.

Mr. Ketan Parshurambhai Shinde is independent of the Management and possesses appropriate skills, experience and knowledge.

Copy of the draft Appointment Letter of MR. KETAN PARSHURAMBHAI SHINDE as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except MR. KETAN PARSHURAMBHAI SHINDE and his//her relatives, to the extent of their shareholding interest, if any , in the company, none of the other Director / Key Managerial personnel of the Company /their relatives are in anyway concerned or interested , financially or otherwise in the resolution set out in the Notice.

The Board commends the Special Resolution set out in the Item-3 under the head Special Business in the notice for approval of the members.

Item No. 4

In accordance with the provisions of Section 149 read with Schedule IV to the act, reappointment of an Independent Director requires approval of Members.

Based on the consideration of the Nomination and Remuneration Committee, that the term of Mr. TAHA SAIFUDDIN BADSHAH (DIN: 07700716), an Independent Director of the Company will expire on 10th December, 2021 and he is eligible for reappointment as an Independent Director of the Company to hold office with effect from 11th December, 2021 to 10th December, 2026 for the Second Term.

The Board of Directors has proposed that Mr. TAHA SAIFUDDIN BADSHAH (DIN: 07700716) be appointed as an Independent Director of the Company to hold office with effect from 11th December, 2021 to 10th December, 2026 for consecutive 5(Five) years in the Second Term.

RIVER FRONT HOTELS LIMITED

CIN: L55100GJ1991PLC016766

Regd. Office: Land Mark, Opp. Dutch Garden, Nanpura, Surat-395001, Gujarat.

Contact No.: +91-9898000486, Email id.: info@riverfronthotellimited.com

Website: www.riverfronthotellimited.com

Mr. TAHA SAIFUDDIN BADSHAH (DIN: 07700716) is not disqualified from being reappointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has received a Declaration from Mr. TAHA SAIFUDDIN BADSHAH (DIN: 07700716) that he meets the criteria of independence as prescribed under Sub section (6) of Section 149 of the Act and the Listing Agreement.

Mr. TAHA SAIFUDDIN BADSHAH (DIN: 07700716) is independent of the Management and possesses appropriate skills, experience and knowledge.

Copy of the draft Appointment Letter of Mr. TAHA SAIFUDDIN BADSHAH (DIN: 07700716) as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Mr. TAHA SAIFUDDIN BADSHAH (DIN: 07700716) and his//her relatives, to the extent of their shareholding interest, if any, in the company, none of the other Director / Key Managerial personnel of the Company /their relatives are in anyway concerned or interested, financially or otherwise in the resolution set out in the Notice.

The Board commends the Special Resolution set out in the Item-4 under the head Special Business in the notice for approval of the members.

Item No. 5

In accordance with the provisions of Section 149 read with Schedule IV to the act, reappointment of an Independent Director requires approval of Members.

Based on the consideration of the Nomination and Remuneration Committee, that the term of Mr. TAHER EBRAHIM NAGPURWALA (DIN: 07700734), an Independent Director of the Company will expire on 10th December, 2021 and he is eligible for reappointment as an Independent Director of the Company to hold office with effect from 11th December, 2021 to 10th December, 2026 for the Second Term.

The Board of Directors has proposed that Mr. TAHER EBRAHIM NAGPURWALA (DIN:07700734) be appointed as an Independent Director of the Company to hold office with effect from 11th December, 2021 to 10th December, 2026 for consecutive 5(Five) years in the Second Term.

Mr. TAHER EBRAHIM NAGPURWALA (DIN:07700734) is not disqualified from being reappointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has received a Declaration from Mr. TAHER EBRAHIM NAGPURWALA (DIN:07700734) that he meets the criteria of independence as prescribed under Sub section (6) of Section 149 of the Act and the Listing Agreement.

Mr. TAHER EBRAHIM NAGPURWALA (DIN: 07700734) is independent of the Management and possesses appropriate skills, experience and knowledge.

Copy of the draft Appointment Letter of Mr. TAHER EBRAHIM NAGPURWALA (DIN: 07700734) as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Mr. TAHER EBRAHIM NAGPURWALA (DIN:07700734) and his//her relatives, to the extent of their shareholding interest, if any , in the company, none of the other Director / Key Managerial personnel of the Company /their relatives are in anyway concerned or interested , financially or otherwise in the resolution set out in the Notice.

The Board commends the Special Resolution set out in the Item-5 under the head Special Business in the notice for approval of the members.

By Order of the Board of Directors

Farukh Valibhai Poonawala
Managing Director

Registered Office:

Landmark, Opp. Dutch Garden, Nanpura,
Surat - 395001, Gujarat
CIN: L55100GJ1991PLCO16766
E-mail:info@riverfronthotellimited.com

Date: 01st September, 2021

Place: Surat

RIVER FRONT HOTELS LIMITED

CIN: L55100GJ1991PLC016766

Regd. Office: Land Mark, Opp. Dutch Garden, Nanpura, Surat-395001, Gujarat.

Contact No.: +91-9898000486, Email id.: info@riverfronthotellimited.com

Website: www.riverfronthotellimited.com

Location of 30th Annual General Meeting:

