



POLO HOTELS LIMITED
CIN: L55101HR1994PLC032355
Registered Office : Hotel North Park,
Village: Chowki, Sec-32, Panchkula (Haryana).

POLO HOTELS LTD.

FURTHER NOTICE

In Furtherance to the Notice Calling 33rd AGM of the Company, Mr. Arun Kumar Goenka one of the Shareholder of the company has given Special Notice and resolutions u/s 169 of the Companies Act, 2013 to be placed before the AGM as below:

Notice is hereby given that the 33rd Annual General Meeting of the members of the Company will be held on Monday, 25th September, 2017 at 10.00 A.M. at the Registered office of the Company held at Hotel North Park, Village Chowki, Post Office - Devi Nagar, Sector 32, Panchkula-134108 to transact the following business as an Ordinary Business:-

ORDINARY BUSINESS:

8. REMOVAL OF MR. AMARDEEP SIGNH DAHIYA FROM THE DIRECTORSHIP OF THE COMPANY:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVE THAT Mr. Amardeep Singh Dahiya, Director of the company, be and is hereby removed from the board of directors of the company pursuant to section 169 and other applicable section as per The Companies Act, 2013."

9. REMOVAL OF MR. ABHEY RAM DAHIYA FROM THE DIRECTORSHIP OF THE COMPANY:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVE THAT Mr. Abhey Ram Dahiya, director of the company, be and is hereby removed from the board of directors of the company pursuant to section 169 and other applicable section as per The Companies Act, 2013."

10. REMOVAL OF MRS. PREM DAHIYA FROM THE DIRECTORSHIP OF THE COMPANY:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVE THAT Mrs. Prem Dahiya, director of the company, be and is hereby removed from the board of directors of the company pursuant to section 169 and other applicable section as per The Companies Act, 2013."

11. APPOINTMENT OF M/s. PSRD & Co. AS STATUTORY AUDITOR:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provision of section 139, 142 and other applicable provisions, if any, of the companies Act, 2013 ("the Act") read with the companies (Audit and Auditors) Rules, 2014 ("the Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force), as may be applicable **M/s. PSRD & Co. Chartered Accountants (Registration Number:-126390W)** be appointed as a statutory auditors of the company in place of the retiring auditors **M/s. Ashwani K. Gupta & Associates, Chartered Accountant, (Registration No. 003803N)** who retire as statutory auditors at this Annual General Meeting, pursuant to provisions of the section 139 of the companies Act, 2013 on the expiry of its term, from the conclusion of the ensuring 33rd Annual General Meeting of the company, subject to ratification by members every year, if applicable, at such remuneration, which the board of directors may fix in this behalf in consultation with the audit committee."

By the order of the Board
POLO HOTELS LIMITED

For Polo Hotels Ltd.


Amardeep Singh Dahiya
Managing Director

Date:- 1st September 2017

Place:- Panchkula

Encl: Notices received by Mr. Arun Goenka

**SPECIAL NOTICE FOR APPOINTMENT OF STATUTORY AUDITOR OTHER THAN THE RETIRING AUDITOR
(Pursuant to Section 140(4) of the Companies Act. 2013)**

From CA Arun Kumar Goenka
Folio No.1302340000077242

Dated: - 24w¹ August, 2017

To,
The Board of Directors,
POLO HOTELS LIMITED,
Hotel North Park
Village Chowki
Panchkula
Haryana - 134 109

Subject: - Special Notice under Section 140(4) of the Companies Act, 2013 for appointment of M/s. PSRD & Co. Chartered Accountant as a Statutory Auditor of the Company in place of retiring Auditors M/s. Ashwani K. Gupta & Associates, Chartered Accountants.

Dear Sir(s),

I, would like to inform you that I have 5,37,656 Equity Shares of the Company as on 23 August 2017, constituting 3.98% of the total Paid up listed capital of the Company. In reference to the provision of section 140(4) of the Companies Act, 2013, I hereby give you a special notice as per the section 115 of the Companies Act, 2013 & Rule 23 of the Companies (Management and Administration) Rule, 2014 of my intention to move at the Annual General Meeting of the Company the following resolution to be an Ordinary Resolution for appointment of M/s. PSRD & Co. Chartered Accountant at Hubtown Solaris, Unit No. 207, 2nd Floor, N S Phadke Road, Opp. Tell Gali, Andheri (East), Mumbai — 400 069 as a Statutory Auditors of the Company in place of the retiring Auditor M/s. Ashwani K. Gupta & Associates, Chartered Accountants, who are retiring and in compliance with Section 139 of the Companies Act, 2013 and are not eligible for re-appointment.

I hereby submit a draft of the resolution for approval at the Annual General Meeting to be held on September, 2017

You are requested to please do the needful as per the provision of the Companies act, 2013.

Thanking You
Yours faithfully

Sd/-
CA Arun Kumar Goenka
Member

End.:
1. Draft of the Resolution

Draft of the Resolution:

RESOLVED THAT pursuant to the provision of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment thereof, for the time being in force), as may be applicable M/s. PSRD & Co., Chartered Accountants (Registration Number :- 126390W) be appointed as a Statutory Auditors of the Company in place of the retiring Auditor M/s. Ashwani K. Gupta & Associates, Chartered Accountant, (Registration No. 003803N) who retire as Statutory Auditor at this Annual General Meeting, pursuant to provisions of Section 139 of the Companies Act, 2013 on the expiry of its term, from the conclusion of the ensuing 33rd Annual General Meeting for a period of 5 Years, until the conclusion of the 38th Annual General Meeting of the Company, subject to ratification by members every year, if applicable, at such remuneration, which the Board of Directors may fix in this behalf in consultation with the Audit Committee."

SPECIAL NOTICE FOR APPOINTMENT OF REMOVAL OF DIRECTOR
(Pursuant to Section 169 of the Companies Act, 2013)

From CA Arun Kumar Goenka
Folio No.1302340000077242

Dated: 24th August, 2017

To,
The Board of Directors,
POLO HOTELS LIMITED,
Hotel North Park
Village Chowki
Panchkula
Haryana - 134 109

Subject: Special Notice under Section 169 of the Companies Act, 2013 for Removal of Director

Dear Sir(s),

I, would like to inform you that I have 5,37,656 Equity Shares of the Company as on 23rd August 2017, constituting 3.98% of the total Paid up listed capital of the Company. In reference to the provision of section 169 of the Companies Act, 2013, I hereby give you a special notice as per the section 115 of the Companies Act, 2013 & Rule 23 of the Companies (Management and Administration) Rule, 2014 of my intention to move at the Annual General Meeting of the Company the following resolutions to be an Ordinary Resolution for removal of;

1. Mr. Abhey Ram Dahiya
2. Mr. Amardeep Singh Dahiya
3. Mr. Pream Dahiya

Directors of our Company

I hereby submit a draft of the resolution for approval at the Annual General Meeting to be held on 25th September, 2017

You are requested to please do the needful as per the provision of the Companies act, 2013 and other applicable, Rules, regulations and acts.

Thanking You
Yours faithfully

Sd/-
CA Arun Kumar Goenka
Member

End.:
Draft of the Resolution for Removal of Directors



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CIN: L55101HR1994PLC032355
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POLO HOTELS LTD.

PROXY FORM

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

Name of the Member(s)	
Registered address	
E - mail ID	
Folio No. / DP ID and Client ID	

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name : Email ID :
Address : Signature or failing him/her

2. Name : Email ID :
Address : Signature or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the d 33 Annual General Meeting of the members of the Company will be held on Monday, 25 September, 2017 at 10.00 A.M. at the Registered office of the Company held at Hotel North Park, Village Chowki, Post Office - Devi Nagar, Sector 32, Panchkula - 134108- and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Number of Shares	Vote (Please mention No. of shares)		
			For	Against	Abstain
ORDINARY BUSINESS:					
8.	REMOVAL OF MR. AMARDEEP SINGH DAHIYA FROM THE DIRECTORSHIP OF THE COMPANY;				
9.	REMOVAL OF MR. ABHEY RAM DAHIYA FROM THE DIRECTORSHIP OF THE COMPANY:				
10.	REMOVAL OF MRs. PREM DAHIYA FROM THE DIRECTORSHIP OF THE COMPANY				
11.	APPOINTMENT OF M/s. PSRD & Co. AS STATUTORY AUDITOR				

Signed this..... day of2017.

Signature of shareholder.....

Signature of proxy holder(s).....

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.