



HOTEL AND RESTAURANT ASSOCIATION OF NORTHERN INDIA

President : Surendra Kumar Jaiswal
Hony. Secretary : Amarvir Singh
Treasurer : Garish Oberoi
Secretary General : Renu Thapliyal

Vice President : Rakesh Roy
Hony. Jt. Secretary : Rattandeep Singh Anand
Hony. Jt. Secretary : Ankit Gupta

NOTICE

All Members

Notice is hereby given that the 70th Annual General Meeting of "Hotel and Restaurant Association of Northern India" will be held **through Video Conference (VC) on ZOOM platform on the Tuesday, September 28, 2021 at 1230 hrs** in accordance with the applicable provisions of the Companies Act, 2013 to transact the following businesses:

ORDINARY BUSINESS

1. To approve and adopt the Financial Statement of the Company for the Financial Year ended March 31, 2021 together with the Report of the Managing Committee and Auditors thereon.
2. To appoint M/s. R K Khanna & Company, Chartered Accountants (FRN 000033N) as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Association on such remuneration as may be fixed by the Managing Committee.

SPECIAL BUSINESS

3. To consider and if thought fit to pass, following resolution as a Special Resolution:-

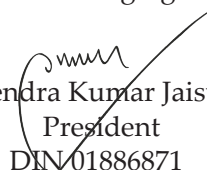
"RESOLVED that in view of the impact of COVID-19 on Hospitality Industry under such unprecedented circumstances beyond control of the management, the Election of Members of Managing Committee of HRANI, which was due to be conducted at the 70th Annual General Meeting of HRANI be and is hereby deferred for the next year

RESOLVED FURTHER that the existing members be allowed to continue to be the members of the Managing Committee of HRANI until the elections are conducted next year at the 71st Annual General Meeting of HRANI as aforesaid"

The venue of the AGM would be deemed to be the registered office of the Association that is 406 / 75-76, Manisha Building, Nehru Place, New Delhi -110019

Link to attend AGM : <https://us02web.zoom.us/j/84599548636>

By Order of the Managing Committee


Surendra Kumar Jaiswal
President
DIN 01886871

New Delhi
September 13, 2021

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business under Item No 3 of the Notice, is annexed hereto.
2. Pursuant to the provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 and 17/2020 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021 respectively and all other relevant circulars issued by Ministry of Corporate Affairs from time to time (collectively referred to as “MCA Circulars”), the AGM of the Company is being conducted through video conferencing / Other Audio Visual Means (“VC / OAVM”) facility which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be Registered office of the Company.

In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2021 consisting of financial statements including Director’s Report, Auditors’ Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent through electronic mode only to those members whose e-mail ids are registered with the Association and no physical copy of the Notice has been sent by the Association to any member. The Notice has also been hosted on the website of the Association, www.hrani.net.in

3. The Members will be provided with a facility to attend AGM through VC / OAVM at Zoom Platform and they may access the same with following link:

<https://us02web.zoom.us/j/84599548636>

4. On clicking the above link, the members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting.
5. Members may join the meeting through laptops, smart phones, tablets and ipads for better experience. Further Members will be required to use internet with good speed to avoid any disturbance during the meeting. Members are recommended to use Wi-Fi or LAN connection to mitigate any glitches.
6. The Members can join the AGM in the VC/ OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/ OAVM will be made available on first cum first served basis as per MCA Circulars.
7. Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. The cut-off date for the purpose of completing all formalities for renewal of membership and thereby being eligible for remote e-voting & voting at the Annual General Meeting is 20th September, 2021. The members who have not paid their membership subscription shall, however, not be entitled to vote.

9. The members who have not yet registered their email IDs with the Association may contact the office of HRANI at 011-26468103, 26433590 or email hrani.1950@gmail.com for registering their email IDs on or before 20th September, 2021. If there is any change in the Email-ID already registered with the Association, members are requested to immediately notify such change to the Association. The Association shall send the notice to such members whose email IDs get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
10. In terms of the aforesaid resolutions, the businesses set out in the notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the AGM.
11. The Associate Members shall have right to attend the Annual General Meeting but shall however, not have the voting right in terms of the provision contained in the Articles of Association of HRANI.
12. Members desiring to seek any information on the annual accounts may write to the Company (hrani.1950@gmail.com) at an early date to enable compilation of information.

13. Remote E-Voting and E-Voting during AGM:-

- a. In accordance with the aforementioned MCA Circulars, the Association has engaged the services of KFin Technologies Private Limited (“KFin”) as the Agency to provide remote e-voting and electronic voting facilities. The user ID & password will be sent through the agency separately.

b. The remote e-voting facility will be available during the following period:

Commencement of Remote e-voting	From 09.30 a.m. (IST) September 24, 2021
End of Remote e-voting	Up to 5.00 p.m.(IST) on September 27, 2021

- c. Procedure for Remote e-voting/ Electronic Means will also be notified by the agency separately.
- d. The facility of e-voting during the AGM will also be provided by KFin Technologies Private Limited
- e. **The Members attending the Annual General Meeting who have not already cast their vote through Remote E-voting shall be able to exercise their right to vote via the link <https://evoting.kfintech.com> during the Annual General Meeting up to 15 minutes. Members may use the same secured login IDs & Passwords as sent to them by email by KFin Technologies Private Limited for remote e-voting.**

Members are requested to carefully read all the Notes set out in the said email for instructions on the manner of e-voting during the AGM.

- f. In case of any query or grievance, in respect of voting by electronic means, members may refer to “Help & Frequently Asked Questions (FAQs) and E-voting” user manual available at the download section of KFin Technologies Private Limited website, <https://evoting.karvy.com> or contact Mr. S. V. Raju, Deputy General Manager, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting.karvy.com or phone no. 040 – 6716 1569 or call KFin Technologies Private Limited toll free No.1-800-34-54-001 for any further clarifications.

14. Member whose name is recorded in the Register of Members of HRANI shall only be entitled to vote.
15. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but they shall not be entitled to cast their vote again.
16. Mr. Anil Anand a Practicing Company Secretary having certificate of practice number 11295 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. **Procedure for Counting of Votes**
 - a. Remote e –voting and e- votes received during AGM will be accessed by the Scrutinizer for a final tally of the votes cast on each resolution.
 - b. The Scrutinizer after scrutinizing all the votes will make a consolidated Scrutinizer’s report and submit the same to the Chairman.
 - c. Clarification/doubt/dispute, if any, on matters concerning casting of votes shall be referred to the Scrutinizer whose decision shall be final and binding on all concerned.
18. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Association www.hrani.net.in immediately after the declaration of the results by the Chairman.

PROCEDURE FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING)

1. Please refer to the following guidelines for the purpose of casting your vote through remote E-voting:
 - a. Launch internet browser during voting period by typing the URL: <https://evoting.kfintech.com>
 - b. Enter the login credentials (i.e. user id and password). User ID will be a combination of the E-voting Event Number followed by numeric Membership Number. For example if the Event Id No. is “1234” and your Membership No. is “Y5678”, then your User ID No. will be “1234Y5678”. The User ID and Password is mentioned aforesaid under the Part II “REMOTE E-VOTING” of this mail.
 - c. After entering the details of User ID and Password, enter the Captcha and click on “LOGIN”.
 - d. You will now reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password generated for this Annual General Meeting, in case you forget it.
 - e. You need to login again with the new credentials.

- f. On successful login, the system will prompt you to select the E-voting event.
 - g. Select the EVENT of Hotel and Restaurant Association of Northern India and click on "SUBMIT".
 - h. Now you are ready for e-voting as "Cast Vote" page opens.
 - i. On the top of the voting page, tick mark (✓) against the appropriate Box For ✓ / Against ✓, which will automatically select "For" or "Against" beside each item. Alternatively, you may cast your vote by selecting an appropriate option against each individual item on the agenda.
 - j. Once you have voted for each item, please click on "Submit". In case you do not cast your vote by not tick marking against any or few of the boxes, and submit/register your vote, the same will be considered as your abstaining from voting for such items where there is no tick mark.
 - k. A confirmation box will be displayed. Click "OK" to confirm else, "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
 - l. If you require any clarifications in this regard, please visit <https://evoting.kfintech.com> for your password.
2. Once the vote on a resolution is casted by a Member of association, the Member shall not be allowed to change it subsequently.
 3. Facility for voting shall be made available during the Annual General Meeting and Members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their voting right during the Annual General Meeting.
 4. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but they shall not be entitled to cast their vote again.
 5. The Committee of the Association has appointed a Scrutinizer to conduct AGM and voting on resolutions in a fair and transparent manner.
 6. Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the Annual General Meeting i.e 28th September, 2021.
 7. In case of any query pertaining to E-voting, please visit help and FAQ's section available at <https://evoting.kfintech.com>. For any other query, the Association Member may contact Mr. S V Raju, Deputy General Manager, of KFin Technologies Private Limited at Ph : 040-67161569 (Direct), M : 9177401092 or at 1800 345 4001 (toll free).
 8. The Scrutinizer after scrutinizing the votes cast during the Meeting, through Remote E - Voting, shall make a consolidated report and submit the same to the Chairman. The results declared along with the consolidated report shall be placed on the website of the Association and on the website of the Agency immediately after the result is declared by the Chairman.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Statement sets out all material facts relating to the Special Resolution mentioned in the accompanying notice:

COVID-19 PANDEMIC AND ITS IMPACT: The COVID-19 pandemic continues to be global health crisis and is spreading very fast across the continents. But being much more than a health crisis, it has given unprecedented impact on people and economies worldwide. The Ministry of Home Affairs, Government of India on March 24, 2020 notified the first-ever nationwide lockdown in India to contain the COVID-19 pandemic.

No country has fully recovered from the pandemic. In many countries, even a second or third wave of the pandemic has hit. India has also slid into the second wave of the pandemic resulting into a lock down from April 19, 2021 to June 7, 2021 after which it was lifted in phased manner by the Government. COVID -19 continues to be threat to current growth prospectus. The Management of the Association has been closely reviewing the impact of COVID-19 on the Hospitality Industry.

As per the provisions relating to the elections of Members of Managing Committee defined in the Article 23 (a) of AOA of HRANI; a time period of more than three months is required to follow the election process. Both the provisions of voting (e-voting and postal ballot) including appointment of Returning Officer, Scrutinizer and CA firm to conduct elections needs to be followed.

Apart from the above, the time period involved for determination of strength including number of seats from each ten states and UT's of north India is calculated on the basis of total paid members. The members contesting elections to MC and member voter both have to pay the subscription for being eligible to contest and or vote at the elections. The Association adopts a transparent and fair election process.

In view of the above circumstances, the elections of MC Members may be deferred for the next year and the existing members to continue to be members of the Managing Committee until the next elections.

The Members of Managing Committee recommend the aforesaid resolution for the approval by the members as Special Resolution.