



# *Looking Beyond Horizons*

**SAVE**  
HOTELS  
LIMITED

*20th Annual Reports*







*Sunshine Beach Resort*



*Goan Holidays*



*Sunflower Beach Resort*

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#### **OUR VISION**

Sustain Suave's position as one of India's most valuable corporate through world class performance, creating growing value for the Indian economy and the Company's stake holders.

#### **OUR MISSION**

To enhance the wealth generation capability of the enterprises in a global environment delivering superior and sustainable profit growth and long term value for our stakeholders achieved through innovation, pursuit of excellence and perfection.

## Chairman's Communiqué .....

Dear Shareholders,

We have weathered one of the worst periods in the history of the Company and come out stronger to face the challenges of a one of the fastest emerging economies. Even while the developed nations are still grappling with the aftermath of slowdown, India has made a quick recovery due to the financial foresight of our policy makers. The Indian economy posted an overall GDP growth of 7.2%, despite a decline of 0.2 % in agricultural output, which was the consequence of sub-normal monsoons; India is definitely back on the path of a growth trajectory poised to breach the double digit barrier.

On the hotel and tourism front, international tourism remained sluggish through the last fiscal due the Euro zone crisis. The volcanic eruption in Iceland too had a negative impact on air travel from Europe. On the positive side, the Indian hotel industry has been ranked 11th in the attractive destination in the Asia- Pacific region and 14th best tourist destination.

The Indian hospitality industry is expected to grow at a compounded rate of 8.8% over the next five years. This would mean that we would be the second fastest growing tourism market in the world.

The travel and tourism industry accounted for 6.4% of total employment in India and it is estimated to grow to 10% by the year 2014, making it the second largest employer in the country.

Your Company has registered a growth of 10% in turnover and 5% in profit after tax over previous year's performance. We have an expansion plan for which 75,00,000 warrants convertible into equity shares have been issued. We are conducting initial feasibility study for acquiring / developing new properties in the Maharashtra-Goa region.

I take this opportunity to acknowledge the invaluable support of all our stakeholders and look forward to your continued support, which would enable us to scale newer heights.

With best wishes and regards,

Sd/-

**Satyanarayan Sharma**

**Board of Directors**

Satyanarayan Sharma (Chairman cum Managing Director)  
Sandeep Sharma (Executive Director)  
Sameer Sharma (Non-Executive Director)  
Surendra Kumar Kulhari (Independent Director)  
Mohan Arvandeekar (Independent Director)  
Vinod Gupta (Independent Director)

**Bankers**

The Bank of Rajasthan Ltd.  
ICICI Bank Ltd.  
HDFC Bank Ltd.  
Union Bank of India

**Auditors**

S. K. Patodia & Associates  
Chartered Accountants  
A/8, Narayan Plaza, 1st Floor,  
26-A, Chandivali Road, Off Saki Vihar Road,  
Andheri (East), Mumbai – 400072

**Share Transfer Agent**

Sharepro Services (India) Pvt. Ltd.  
13 AB Samhita Warehousing Complex,  
2nd Floor, Sakinaka Telephone Exch. Lane,  
Off Andheri-Kurla Road, Sakinaka,  
Andheri (E), Mumbai – 400072

**Our Hotels**

Sunflower Beach Resort, Goa  
Sunshine Beach Resort, Goa  
Goan Holidays, Goa

**Registered Office**

F/72, Solaris, Opp. L&T Gate No. 6,  
Off Saki Vihar Road, Andheri (E), Mumbai - 400072  
Tel: +91-22-40150010 Fax: +91-22-40150010  
Email: [info@suavehotels.in](mailto:info@suavehotels.in)  
Website: [www.suavehotels.in](http://www.suavehotels.in)



## **NOTICE**

Notice is hereby given that the 20th Annual General Meeting of the members of the Company will be held at Hotel Suba Galaxy, N. S. Phadke Road, Off Western Express Highway, Andheri (E), Mumbai-400069 on Thursday, September 30, 2010 at 12.00 noon to transact following businesses:

### **Ordinary Business:**

1. To Consider and adopt the audited Balance Sheet as at March 31, 2010, the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To Sanction and declare the payment of dividend of Rs.0.50 per share on equity shares of the Company for the financial year 2009-2010.
3. To appoint Mr. Mohan Arvandeekar as a Director who was appointed as an Additional Director of the Company with effect from May15, 2010, by the Board of Directors and who holds office up to the date of the forthcoming Annual General meeting of the Company under section 260 of the Companies Act 1956 and who being eligible for appointment and in respect of whom the company has received a notice in writing under section 257 of the Companies Act 1956 from a member proposing his candidature, for the office of Directors of the Company.
4. To appoint a Director in place of Mr. Sameer Sharma who retires by rotation under Article 131 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Vinod Gupta who retires by rotation under Article 131 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. A P Sanzgiri & Co., Chartered Accountants, be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors.”

### **Special Business:**

1. ALTERATION OF ARTICLE 29 and 168 of ARTICLES OF ASSOCIATION as follows:

- Alteration of Article 29 of Articles of Association

“RESOLVED THAT the Article 29 of Articles of Association be and is hereby substituted from:

The Board of Directors may, from time to time by a Resolution passed at a meeting of the Board (and not by circular resolution) make such calls as may think fit upon the members In respect of all moneys unpaid on the shares held by them respectively, and each member shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Board. A call may be made payable by installments.

To

The Board of Directors may, from time to time by a resolution passed at a general meeting of the shareholders make



such calls as may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and each member shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Board. A call may be made payable by installments.

- Alteration of Article 168 of Articles of Association

“RESOLVED THAT as per the Section 205 (A) & 205 (C) (1) of the Companies Act, 1956, Article 168 be & is hereby altered from:

Where a dividend has been declared by the Company but has not been paid, or the warrant in respect thereof has not been posted within forty-two days from the date of the declaration, to any shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of forty-two days, transfer the total amount of dividend which remains unpaid or in relation to which, no dividend warrant has been posted within the said period of forty-two days. the special account to be opened by the Company in that behalf in any Scheduled Bank to be called unpaid Dividend Account of “KOTAWALA SECURITIES LIMITED” and all the other provisions of Section 205A of the Act in respect of the any such unpaid dividend or any part thereof shall be applicable, observed, performed and complied with No unclaimed dividend shall be forfeited by the Board.

To -

168.

- (a) Where a dividend has been declared by the Company but has not been paid, or the warrant in respect thereof has not been posted within thirty days from the date of the declaration, to any shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or in relation to which, no dividend warrant has been posted within the said period of thirty days. the special account to be opened by the Company in that behalf in any Scheduled Bank to be called unpaid Dividend Account of “SUAVE HOTELS LIMITED” and all the other provisions of Section 205A of the Act in respect of the any such unpaid dividend or any part thereof shall be applicable, observed, performed and complied with no unclaimed dividend shall be forfeited by the Board.
- (b) Any money transferred to the Unpaid dividend account of the Company which remain unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the “Investor Education and Protection Fund” established by the Central Government. A claim to any money so transferred to the Fund shall be referred to the Central Government by the shareholders to whom the money is due. There shall not be any forfeiture of unclaimed dividend unless the claim becomes barred by law.

“FURTHER RESOLVED THAT the Board is hereby authorized to take the necessary actions in order to give effect to these resolutions including delegation all or any of the powers conferred on it by or under this resolution to any Director or Directors or any other officer(s) or employee(s) of the Company as it may consider appropriate.”

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A





MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

2. The Transfer Register and the Register of Members shall remain closed from September 25, 2010 to September 30, 2010 (both days inclusive).
3. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Sharepro Services (I) Pvt. Ltd. or to their depository participants in case shares are held in electronic form.
4. All documents referred to in the notice are open for inspection at the Registered Office of the Company during office hours.
5. As a measure to save the cost, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries at least seven days before the date of the Meeting to the Company so that information required may be made available at the Meeting.
7. Members are requested to sign at the space provided on the attendance sheet annexed to the proxy form and hand over the slip at the entrance of the Meeting Hall.
8. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking appointment/ re appointment at the meeting are annexed.
9. The website address of the company is [www.suavehotels.in](http://www.suavehotels.in)

By order of the Board of Directors  
**For SUAVE HOTELS LIMITED**

Mumbai

August 14, 2010

Sd/-  
Satyanarayan Sharma



Details of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting of the Company (Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges):

Name of Director	Mohan Arvandeekar	Sameer Sharma	Vinod Gupta
Date of Birth	July 23, 1949	May 7, 1980	August 15, 1958
Date of appointment on the Board	May 15, 2010	September 29, 2006	July 11, 2007
Expertise in specific functional area	Banking Expertise	Hotel Management and Brand Management	Finance
Qualification	B. Com.	Diploma in Hotel Management	Chartered Accountant
Details of shares held in the Company	Nil	40,000	Nil
Directorship in Public Limited Company	Nil	Nil	Zyden Gentec Ltd.
Chairman / Member of the Committees * of other Companies on which he is director as on March 31, 2010	Nil	Nil	Nil

The Committees include the Audit Committee and Shareholders' / Investor Grievance Committee.

By order of the Board of Directors  
For SUAVE HOTELS LIMITED

Mumbai  
August 14, 2010

Sd/-  
Satyanarayan Sharma