

CROWN TOURS LIMITED

Registered Office : Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur - 302 006 Tel. : 0141-4156032
CIN : L63040RJ1989PLC004942 Website:www.crownjaipur.org E-mail:finance@crownjaipur.org,

NOTICE

TWENTY SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Crown Tours Limited having CIN : L63040RJ1989PLC004942 will be held on Tuesday, 12th July, 2016 at The Fern, 3 Airport Plaza, Tonk, Road, Durgapura, Jaipur-302018 at 11.00 A.M. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 and the report of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Shaila Bhandari (DIN-06568062), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s Kalani & Company, Chartered Accountants, having Firm Registration No. 000722C as approved by Members at the Twenty Fifth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty Eighth Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2017 and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014 (Including any statutory modification and re-enactment thereof for the time being in force) and in pursuance to the resolution passed by the Members of Company at the Annual General Meeting held on 25th August, 2014 M/s. Kalani & Company, Chartered Accountants (Firm Reg. No. 000722C) who was appointed as Statutory Auditors of the Company for a block of three financial years ending on Twenty Eighth Annual General Meeting subject to the ratification in every Annual General Meeting and who have confirmed their eligibility to be appointed as Statutory Auditors in terms of the provisions of section 141 of the Act and the relevant Rules be and is hereby approved and ratified as statutory auditor of the company for the Financial Year 2016-17 at such remuneration as may be decided by Mr. Bharat Raj Bhandari, Managing Director of the Company in consultation with Statutory Auditors.”

SPECIAL BUSINESS:

4. To Consider and if thought fit, to pass with or without modification the following resolution as special resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the

Companies Act, 2013 and subject to the requisite approval of the Central Government, if required, the consent of the Members be and is hereby accorded to the re-appointment of Mr. Bharat Raj Bhandari (DIN 00131015), as Managing Director of the Company with effect from 1st April, 2016, for a period of three years and subject to other terms and conditions as being furnished in explanatory Statement for this resolution annexed herewith.

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Managing Director, remuneration with the prior approval of the Central Government, if required, upto the limits prescribed in this behalf under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to increase, enlarge, vary and modify the remuneration payable to him, including the monetary value thereof, upto the limits prescribed in this behalf in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any statutory modification, clarifications or re-enactment thereof, subject to the approvals, if any, as, may be required and as may be agreed between the Board of Directors and Mr. Bharat Raj Bhandari.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution..

REGISTERED OFFICE
Opp. Rajputana Sheraton Hotel,
Palace Road, Jaipur-302006

Dated : 12.05.2016

By Order of the Board
For **CROWN TOURS LIMITED**

Sd/-
Bharat Raj Bhandari
Managing Director
DIN : 00131015

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
4. Members and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. The Register of Directors and Key Managerial Personal and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members of the Company.
7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members of the Company.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 6th July, 2016 to Tuesday, 12th July, 2016 (both days inclusive).
9. Members holding shares in electronic form 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. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company to its registered office or to Link Intime (India) Pvt. Ltd (RTA) at C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (W), Mumbai 400078, quoting reference of the Registered Folio Number.
10. Shareholders are requested to update their email address with their Depository Participants to enable the Company to send communications electronically.
11. 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 RTA, for consolidation into a single folio.
12. In case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.

13. Members desiring any information relating to the accounts are requested to write to the Company at least 10 days prior to the AGM so as to enable the management to keep the information ready.
14. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special business is annexed hereto.
15. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per observations of the Secretarial Standard on General Meeting issued under Section 118 (10) of the Companies Act, 2013, additional information in respect of the Directors seeking appointment / re-appointment at the AGM is furnished below, the directors have furnished consent / declaration for their appointment as required under the Companies Act, 2013 and rules made thereunder, are furnished in the explanatory statement as annexed hereto.
16. Electronic copy of Annual report 2016 and Notice of the 27th 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. For members who have not registered their email address, physical copies of the Notice of the 27th 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.
17. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.
The instructions for members for voting electronically are as under:-
 - (i) For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.
 - (ii) The voting period begins on Saturday, 9th, July, 2016 at 10.00 A.M. and ends on Monday, 11th, July, 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now select the "CROWN TOURS LIMITED" from the drop down menu and click on "SUBMIT"
 - (vi) 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.
 - (vii) Next enter the Image Verification as displayed and Click on Login.
 - (viii) 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.
 - (ix) 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the Default PAN which is printed on "Address Sticker" pasted on the envelop contains Annual Report. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details 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 the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xix) 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.
- (xx) Note for Non Individual Shareholders and Custodians
 - 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 Corporates.
 - 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) for 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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

REGISTERED OFFICE
Opp. Rajputana Sheraton Hotel,
Palace Road, Jaipur-302006

By Order of the Board
For CROWN TOURS LIMITED

Sd/-

Dated : 12.05.2016

Bharat Raj Bhandari
Managing Director
DIN : 00131015

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating of the Business mentioned in the accompanying Notice:

Item No. 2

Additional information in respect of the appointment / re-appointment of Directors at the AGM is furnished below, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per observations of the Secretarial Standard on General Meeting issued under Section 118 (10) of the Companies Act, 2013.

Mrs. Shaila Bhandari

Mrs. Shaila Bhandari, aged 56 years is a graduate in B.A. As already being a promoter of the Company she joined the Company on 3rd September, 2014 for providing her services in general administrations, been appointed as the first non-executive woman director of the Company, she is having another perceptions and ideas which help the Company to handle the situations in better ways. In her almost two years of experience with the Company she came with the better solutions and idea as and when desired by the Board.

Remuneration last drawn and sought to be paid after re-appointment: NIL

Listed Entities in which Mrs. Shaila Bhandari holds directorship and the membership of Committees of the Board: NIL

Number of Meetings of the Board during the financial year 2015-16: 2

Relationship with other Directors, Manager, and other Key Managerial Personals: Mrs. Shaila Bhandari is the wife of Mr. Bharat Raj Bhandari and sister-in-law of Mr. Kamlesh Bhandari.

Shareholding in the Company: 459100 Equity Shares

Item No. 4

Mr. Bharat Raj Bhandari

Mr. Bharat Raj Bhandari is the Key Managerial Personal of the company. He possesses vast experience in Management and Administration. The re-appointment of Mr. Bharat Raj Bhandari as the Managing Director for further Three years will be suitable and beneficial for all round growth and development of the company. On the recommendation of Nomination & Remuneration Committee Board reappointed Mr. Bharat Raj Bhandari as Managing Director of the Company for the period of three years w.e.f. 1st April, 2016 as per the provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 on the terms and conditions as set out below subject to the approval of members with or without modifications:

Salary : Rs. 2,00,000/- per month.

Perquisites : Personal Mediclaim Insurance: Annual premium amount of such insurance does not exceed Rs. 25000/-.

None of the Directors, except Mr. Kamlesh Bhandari and Mrs. Shaila Bhandari are concerned or interested in this resolution.

Additional information in respect of the appointment / re-appointment of Directors at the AGM is furnished below, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per observations of the Secretarial Standard on General Meeting issued under Section 118 (10) of the Companies Act, 2013.

Mr. Bharat Raj Bhandari, aged 59 years, is B.Sc. & LL. B by qualification and the first Generation entrepreneur and being the key person to the company he possesses vast experience of around 35 years in General & Substantial Management. Mr. Bharat Raj Bhandari has been designated as Managing Director since 25.09.1991. He has been serving the Company for almost 25 years since his appointment

Remuneration last drawn and sought to be paid after re-appointment: Mr. Bharat Raj Bhandari received a remuneration of Rs. 24 Lacs in financial year 2015-16. The proposed remuneration would comprise of monthly basic salary and perquisites as mentioned in the proposed Item no. 4 of this AGM Notice.

Listed Entities in which Mr. Bharat Raj Bhandari holds directorship and the membership of Committees of the Board: NIL

Number of Meetings of the Board during the financial year 2015-16: 8

Relationship with other Directors, Manager, and other Key Managerial Personals: Mr. Bharat Raj Bhandari is the elder brother of Mr. Kamlesh Bhandari, and husband of Mrs. Shaila Bhandari.

Shareholding in the Company: 6741000 Equity Shares

STATEMENT OF PARTICULARS (Pursuant to Schedule-V of the Companies Act, 2013)

A. General Information:

Nature of Industry: The Company related to Tours and Travels Industry and primarily provide services as Inbound Tour Operator.

Date of Commencement of Commercial Production: The Company incorporated and commenced its business activities on 5th May, 1989.

Financial Performance of the Company: The profit for the financial year 2014-15 was 2.24 Lacs and for financial year 2015-16 is 2.27 Lacs.

Foreign investments or collaborations: The Company has not entered in any agreement of Foreign Investments and Collaborations.

B. Information about appointee:

Background Details, Recognition & Awards, Job Profile & his suitability: Mr. Bharat Raj Bhandari has been designated as Managing Director since 25.09.1991. He is B.Sc. & LL. B and the first Generation entrepreneur and being the key person to the company he possesses vast experience of around 35 years in General & Substantial Management.

Past Remuneration: Mr. Bharat Raj Bhandari received a remuneration of Rs. 24 Lacs in financial year 2015-16.

Remuneration Proposed: The proposed remuneration would comprise of monthly basic salary and perquisites as mentioned in the proposed Item no. 4 of this AGM Notice.

Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person: The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.

Pecuniary relationship directly or indirectly with the company, or relationship with Directors, Manager and key managerial personnel: Mr. Bharat Raj Bhandari does not have pecuniary relationship directly or indirectly with the Company except receiving the Remuneration for his services as Managing Director of the Company. He is elder brother of Mr. Kamlesh Bhandari, and husband of Mrs. Shaila Bhandari.

Listed Entities in which Mr. Bharat Raj Bhandari holds directorship and the membership of Committees of the Board: NIL

Number of Meetings of the Board during the financial year 2015-16: 8

Shareholding in the Company: 6741000 Equity Shares

C. Other Information:

Reasons of loss or inadequate profits

Overall recession in the industry and reduction in the footfall of the Foreign Tourists in India leads the reduction in the Operational Turnovers and inadequacy of the profits of the Company.

Steps taken or proposed to be taken for improvement & expected increase in productivity and profits in measurable terms:

Some steps are being taken by the Company like reducing the excess labored employees in the Company and to hire external transportation services for the Business for reducing the fixed cost of the Company related to owned transportation fleet. Further Company is focusing on Cost cutting as well, as a tool for reducing the operational cost and increase in marginal profits of the Company. By following the above measures the Company expects around 10% growth in productivity and profits in the financial year 2016-17.

REGISTERED OFFICE
Opp. Rajputana Sheraton Hotel,
Palace Road, Jaipur-302006

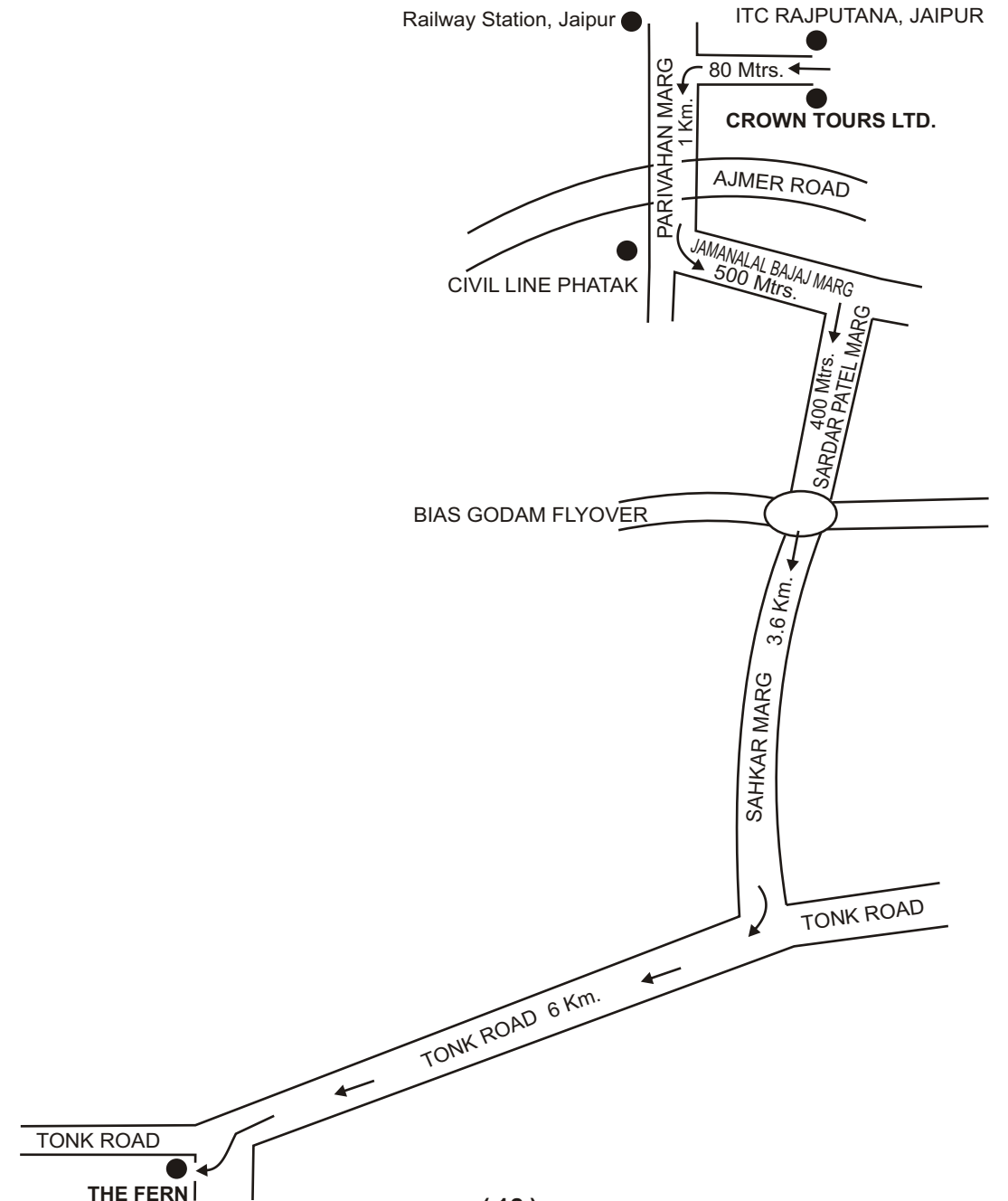
By Order of the Board
For **CROWN TOURS LIMITED**

Sd/-

Bharat Raj Bhandari
Managing Director
DIN : 00131015

Dated : 12.05.2016

ROUTE MAP OF THE VENUE OF AGM



CROWN TOURS LIMITED
(CIN: L63040RJ1989PLC004942)

Regd. Office: Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006 (Rajasthan)

PROXYFORM

(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): E-mail Id:.....

Registered address: Folio/Client Id:.....

..... DP ID:

I/we, being the member (s) of Shares of the above named company, hereby appoint:

1)Name:R/o..... having e-mail id.....(Signature)

or failing him

2)Name:R/o..... having e-mail id.....(Signature)

or failing him

3)Name:R/o..... having e-mail id.....(Signature)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Tuesday, 12th July, 2016 at The Fern, 3 Airport Plaza, Tonk, Road, Durgapura, Jaipur-302018 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

| S. No. | Resolutions |
|--------|--|
| 1 | Adoption of the Audited Financial Statements and the report of Directors and Auditors for the year ended 31st March, 2016. |
| 2 | Re-appointment of Mrs. Shaila Bhandari, Director, who retires by rotation. |
| 3 | Ratification of appointment of M/s Kalani & Company, Chartered Accountants, as Statutory Auditors. |
| 4 | Special Resolution for Re-appointment of Mr. Bharat Raj Bhandari, as Managing Director for a period of 3 years. |

Signed this..... day of.....2016

Signature of Shareholder

Signature of Proxy holder

Re.1/-
Revenue
Stamp

Notes: (a) A member may vote either for or against in each resolution given above, (b) 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.

CROWN TOURS LIMITED

CIN: L63040RJ1989PLC004942

Registered Office: Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006.

Tel. No.: 0141-4156032, E-mail Id: finance@crownjaipur.org / Website: www.crownjaipur.org

ATTENDANCE SLIP FOR 27th ANNUAL GENERAL MEETING

| | | | |
|--|--|---|-----------|
| Registered Folio / DP ID & Client ID | | | |
| No. of Shares | | | |
| Name and Address of the Shareholder(s): | | | |
| Joint Holder(s): | | | |
| I/we hereby record my/our presence at the 27th Annual General Meeting of the Company held at The Fern, 3 Airport Plaza, Tonk, Road, Durgapura, Jaipur-302018 on Tuesday, 12 th July, 2016 at 11.00 A.M. | | | |
| If Shareholder(s), please sign here | | If Proxy, please mention name and sign here | |
| | | Name of the Proxy | Signature |
| | | | |
| Note: 1. Please sign this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL. 2. Member / Proxy should bring his / her copy of the Annual Report for reference at the meeting. | | | |

| ELECTRONIC VOTING PARTICULARS | | |
|-------------------------------|---------|--------------|
| EVSN | User ID | *Default PAN |
| 160609012 | | |

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN which is printed on "Address Sticker" pasted on the envelop contains Annual Report.

Note: Please read the instructions for e-voting given along with notice of the 27th Annual General Meeting. The Voting period starts from Saturday, 09th July, 2016 (10.00 a.m.) and ends on Monday, 11th July, 2016 (5.00 p.m.). The voting module shall be disabled by CSDL for voting thereafter.