

# 30th ANNUAL REPORT 2018-2019

CROWN TOURS LTD.

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#### **Board of Directors**

Mr. Bharat Raj Bhandari    Managing Director  
Mr. Kamlesh Bhandari    Whole Time Director  
Mr. Sitaram Jhanwar  
Mr. Om Prakash Agarwal  
Mr. Dinesh Kumar Golecha  
Mrs. Shaila Bhandari

#### **Company Secretary & Compliance Officer**

Ms. Naina Gupta

#### **Chief Financial Officer**

Abhay Kumar Jain

#### **Auditors**

M/s. Vikas Jain & Associates  
Chartered Accountants  
O-14, 2nd Floor, Amber Tower,  
Sansar Chand Road, Jaipur-302001

#### **Bankers**

Andhra Bank  
ICICI Bank Ltd.

#### **Registered Office**

Opp. Rajputana Sheraton Hotel, Palace Road,  
Jaipur - 302 006  
Tel. : 0141-4156030-32  
E-mail : [finance@crownjaipur.org](mailto:finance@crownjaipur.org),  
[jaipur@crownrasthan.com](mailto:jaipur@crownrasthan.com)  
Website : [www.crownjaipur.org](http://www.crownjaipur.org)  
**CIN : L63040RJ1989PLC004942**

#### **Registrar & Share Transfer Agent**

Link Intime India Pvt. Ltd.  
C-101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai - 400083  
Tel : +91 22 49186000 Fax : +91 22 49186060

**CROWN TOURS LIMITED**

**Registered Office:** Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006, **Tel.** 0141-4156032  
**CIN:** L63040RJ1989PLC004942 : **Website:** [www.crownjaipur.org](http://www.crownjaipur.org), **E-mail:** [finance@crownjaipur.org](mailto:finance@crownjaipur.org)

**NOTICE**

**THIRTIETH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Crown Tours Limited having CIN : L63040RJ1989PLC004942 will be held on Tuesday, 24<sup>th</sup> September, 2019 at The Fern - An Ecotel Hotel, 3 Airport Plaza, Tonk, Road, Durgapura, Jaipur-302018 at 10.00 A.M. to transact the following businesses :-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Shaila Bhandari (DIN: 06568062), who retires by rotation and, being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS**

3. To Appoint Mr. Bharat Raj Bhandari (DIN: 00131015) as Managing Director.  
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 Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (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 Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee, Shri Bharat Raj Bhandari [DIN:00131015], be and is hereby reappointed as Managing Director of the Company, for a further period of three years w.e.f. 1<sup>st</sup> April, 2019 on such terms and conditions as set out in the written memorandum which includes the remuneration as given below:-

**Salary:** Rs. 50,000/- per month.

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

**FURTHER RESOLVED THAT** so long as Mr. Bharat Raj Bhandari (DIN:00131015) functions as the Managing Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee.

**FURTHER RESOLVED THAT** the consent of the Board be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid 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.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized further to alter increase, enlarge, vary and modify the remuneration payable to him, including the monetary value thereof, in accordance with the limits prescribed in this behalf under Schedule V of the Companies Act, 2013 or any statutory modification, clarifications or re-enactment thereof from time to time in force and/or the guidelines for managerial remuneration issued by the Central Government from time to time and from the date the statutory provisions and/or the guidelines coming into force.

**FURTHER RESOLVED THAT** any one of the Directors of the Company 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 this resolution.

4. To Reappoint Mr. Om Prakash Agarwal (DIN: 01437207) as an Independent Director of the Company  
To Consider and if thought fit, to pass with or without modification the following resolution as Special resolution:

**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 20<sup>th</sup>, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Om Prakash Agarwal (DIN: 01437207) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read-with Rules made thereunder and other applicable laws, if any, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from August 25, 2019.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

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

Dated : 20.08.2019

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

**NAINA GUPTA**  
(Company Secretary)

**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 ON POLL, 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 REGISTERED 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 Tuesday 17<sup>th</sup> September, 2019 to Tuesday, 24<sup>th</sup> September, 2019 (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 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083, 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. 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.
12. 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.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. to Link Intime (India) Pvt. Ltd.

14. As per Regulation 40 of the SEBI Listing Regulations and various notifications issued by SEBI in this regard, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, members can continue to hold shares in physical form. Accordingly, members holding securities in physical form were separately communicated by the RTA vide three letters sent on 20.07.2018, 25.10.2018 and 17.11.2018. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's RTA for assistance in this regard.
15. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special business is annexed hereto.
16. 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.
17. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with the Company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (Dps). If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form. Electronic copy of Annual report and 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. 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.
18. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules 2014 amended as on date 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.
19. The Board of Directors of the Company has appointed Shri Pradeep Pincha, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner. 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, 21<sup>st</sup> September, 2019 at 09.00 A.M. and ends on Monday, 23<sup>rd</sup> September, 2019 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 17<sup>th</sup> September, 2019 may cast their vote electronically.. The e-voting module shall be disabled by CDSL for voting thereafter.

- (iii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. 24<sup>th</sup> September, 2019.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on Shareholders/Members.
- (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](http://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:
- (x)

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both 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).</li> </ul>

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) 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.
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xv) 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.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xvii) 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.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xx) 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.
- (xxi) 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.
- (xxii) 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](http://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](mailto: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](mailto: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.
- (xxiii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxiv) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by Link Intime Pvt Ltd. for voting thereafter and the facility shall be blocked therewith.
- (xxv) Any person who acquires shares of the company after dispatch of this notice and holds shares as of the cutoff date i.e. as on 17.09.2019 may obtain login ID and password by sending a request to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) (RTAviz. Link intimeIndia Pvt. Ltd.) with a copy to [finance@crownjaipur.org](mailto:finance@crownjaipur.org) (Company) by mentioning her/his folio number or DPID and Client ID.

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

Dated : 20.08.2019

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

**NAINA GUPTA**  
(Company Secretary)



**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 to the special Business mentioned in the accompanying Notice:

**Item No. 3**

The Members of the Company at 27<sup>th</sup> Annual General Meeting held on 12th July, 2016 had approved the 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. The Board of Directors of company on recommendation of Nomination and Remuneration Committee at its meeting held on 25.03.2019 reappointed Mr. Bharat Raj Bhandari [DIN:00131015], as Managing Director of the Company, for a further period of Three years w.e.f. 1<sup>st</sup> April, 2019 pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (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 Articles of Association of the Company and subject to the approval of the shareholders.

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.

The terms and conditions of his re-appointment are as under:

Salary: Rs. 50000/- per month

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

Mr. Bharat Raj Bhandari as long as he functions as the Managing Director of the Company; he will not be paid any fees for attending the Meeting of Board of Directors or any committee.

Mr. Bharat Raj Bhandari is interested in the resolution as it relates to his own re appointment. Mr. Kamlesh Bhandari, Whole Time Director, Ms. Shaila Bhandari, Director being relatives of Mr. Bharat Raj Bhandari are also concerned or interested in the Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financial or otherwise in this Resolution.

Additional information in respect of Mr. Bharat Raj Bhandari, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is set out in this Notice at Annexure B

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 3 of the Notice for approval by the Members.

**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 provides 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 2017-18 is Rs. 1,975,954 and for financial year 2018-19 is Rs. 2,492,648

**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 38 years in General & Substantial Management.

**Past Remuneration:** Mr. Bharat Raj Bhandari received a remuneration of Rs. 24 Lacs in financial year 2018-19

**Remuneration Proposed:** The proposed remuneration would comprise of monthly basic salary and perquisites as mentioned in the proposed Item no. 3 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 the 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 2018-19:** 7

**Shareholding in the Company:** 243744 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 2019-20.

**Item No. 4**

The Members of the Company at the 25th Annual General Meeting held on 25th August, 2014 appointed Mr. Om Prakash Agarwal (DIN: 01437207) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 25th August 2014. Accordingly, the current term of Mr. Om Prakash Agarwal expires on 24th August, 2019.

As per Section 149(10) of the Companies Act, 2013 (the Act) an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Om Prakash Agarwal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board of Directors in their meeting held on 20.08.2019 has approved the re-appointment of Mr. Om Prakash Agarwal (DIN: 01437207) as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company, which is subject to approval of Members in the AGM.

Mr. Om Prakash Agarwal (DIN: 01437207) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from a member proposing the candidature of Mr. Om Prakash Agarwal (DIN: 01437207) for the office of Independent Directors of the Company and Nomination and Remuneration Committee and the Board have recommended this re-appointment in accordance with the provisions of Section 160 of the Act

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act and under the SEBI (LODR) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Om Prakash Agarwal fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the

management. Copy of the draft letter for appointment of Mr. Om Prakash Agarwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours

Mr. Om Prakash Agarwal is interested in the resolution as it relates to his own re appointment. None of the other Directors, Key Managerial Personnel and / or the relatives of the Directors / Key Managerial Personnel are, in anyway, concerned or interested, financial or otherwise in this resolution.

Additional information in respect of Mr. Om Prakash Agarwal, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is set out in this Notice at Annexure C

The Board recommends the Resolutions proposed vide Item No. 4 of the Notice be passed and approved as Special Resolution by the Members.

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

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

Dated : 20.08.2019

**NAINA GUPTA**  
(Company Secretary)

**ANNEXURE(A) TO ITEM NO-2 OF NOTICE**

As required under Regulation 36(3) of listing regulation and Secretarial Standard on General Meeting (SS-2) the details of Director proposed to be re-appointment is given below and forms part of the notice

S.No.	Nature of Information	Particulars
1.	Name	<b>Shaila Bhandari</b> ( DIN: 06568062)
2.	Date of Birth	28.10.1958
3.	Age	60
4.	Brief Resume including experience	Mrs. Shaila Bhandari, aged 60 years, is a graduate in B.A. As already being a promoter of the Company she joined the Company on 3 <sup>rd</sup> September, 2014 for providing her services in general administrations, been appointed as the first non-executive woman director of the Company and in her almost five years of experience with the Company she came up with the better solutions and idea as and when desired by the Board.
5.	Date of first appointment	03-09-2014
6.	Qualification	B.A.
7.	Nature of expertise in specific functional area	She has knowledge in General Administration and Operations
8.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Wife of Mr. Bharat Raj Bhandari and Sister in law of Mr. Kamlesh Bhandari
9.	Shareholding in the Company	419054 equity shares i.e. 13.52% of Paid up Share Capital.
10.	Directorship in other Companies	Academy For Research And Training (India) Private Limited
11.	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil
12.	No. of board meetings attended during the year 18-19	7
13.	Terms and conditions of appointment or re-appointment	Non Executive director of the company and liable to retire by rotation
14.	Remuneration sought to be paid	<u>Remuneration details sought to be paid</u> :Nil <u>Remuneration Last Drawn</u> ::Nil

**ANNEXURE(B) TO ITEM NO-3 OF NOTICE**

As required under Regulation 36(3) of listing regulation and Secretarial Standard on General Meeting (SS-2) the details of Director proposed to be re-appointment is given below and forms part of the notice.

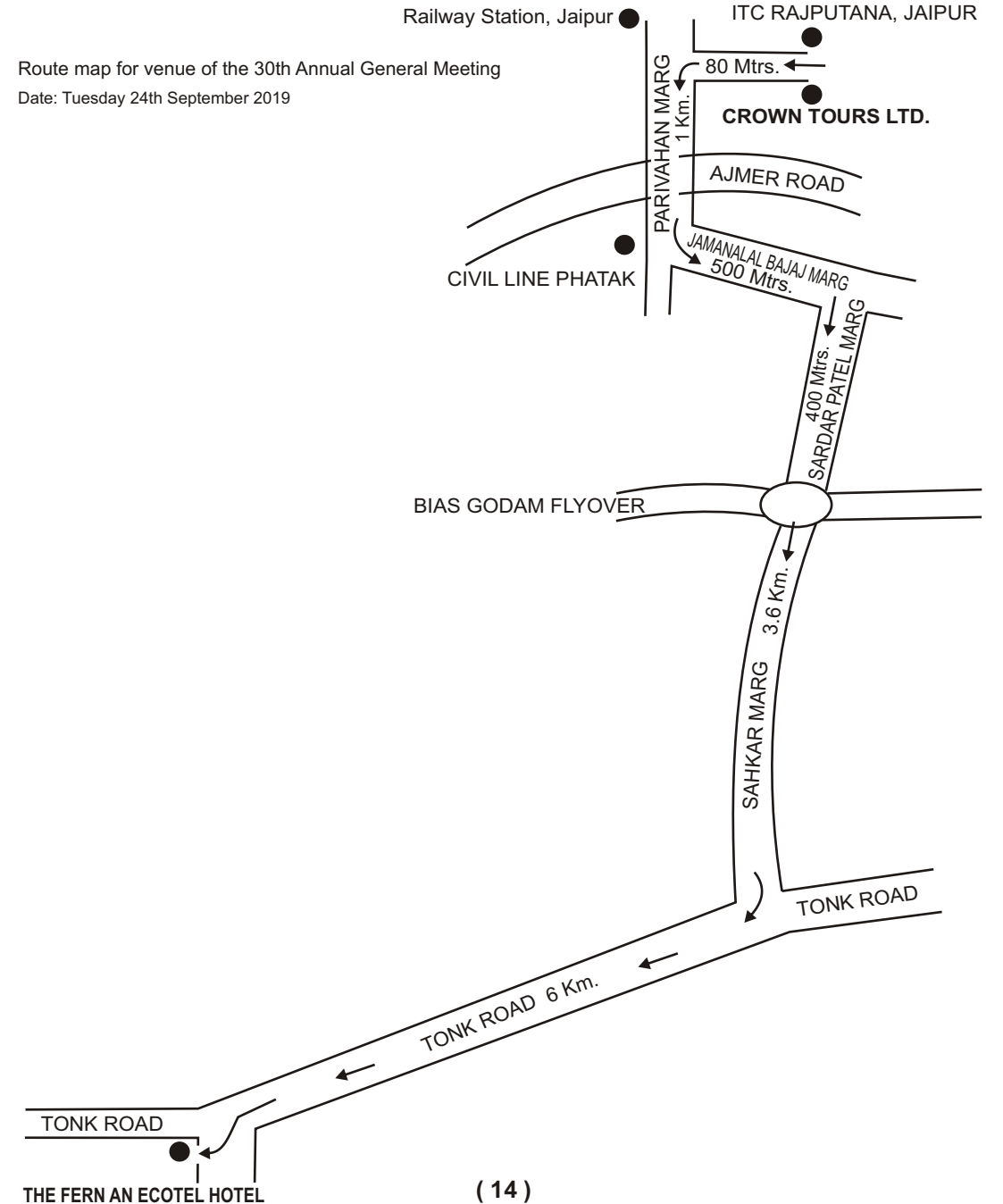
S.No.	Nature of Information	Particulars
1.	Name	<b>Bharat Raj Bhandari</b> (DIN- 00131015)
2.	Date of Birth	24.07.1953
3.	Age	66
4.	Brief Resume including experience	Mr. Bharat Raj Bhandari, aged 66 years, is B.Sc. & LLB by qualification and the first Generation entrepreneur and being the key person to the company he possesses vast experience of around 38 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 27 years since his appointment.
5.	Date of first appointment	25-09-1991
6.	Qualification	B.Sc. & LLB
7.	Nature of expertise in specific functional area	He has knowledge in finance, accounts and General & Substantial Management
8.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Elder brother of Mr. Kamlesh Bhandari, and husband of Mrs. Shaila Bhandari.
9.	Shareholding in the Company	243744 equity shares i.e. 7.86% of Paid up Share Capital.
10.	Directorship in other Companies	• Academy For Research And Training (India) Private Limited • Greenscape Hotels And Resorts Private Limited
11.	Chairmanship / Membership of Committee of Board of Directors of other Companies	Chairman in Academy For Research And Training (India) Private Limited
12.	No. of board meetings attended during the year 18-19	7
13.	Terms and conditions of appointment or re-appointment	Reappointment for a further term of three years w.e.f 01.04.2019
14.	Remuneration sought to be paid	<u>Remuneration details sought to be paid</u> :Basic Salary Rs. 50000 per month and other Perquisites include Personal Medclaim Insurance of Rs. 25000 p.a. <u>Remuneration Last Drawn</u> : Salary Rs. 200000 per month and other Perquisites include Personal Medclaim Insurance of Rs. 25000 p.a.

**ANNEXURE(C) TO ITEM NO-4 OF NOTICE**

As required under Regulation 36(3) of listing regulation and Secretarial Standard on General Meeting (SS-2) the details of Director proposed to be re-appointment is given below and forms part of the notice

S.No.	Nature of Information	Particulars
1	Name	<b>Om Prakash Agarwal (DIN- 01437207))</b>
2	Date of Birth	11.11.1949
3	Age	69
4	Brief Resume including experience	Mr. O. P. Agarwal, (DIN: 01437207) is Non Executive and Independent director of our Company. He has over 43 years of experience as a Chartered Accountant and having vast experience in the areas of finance, taxation, banking and accounts. He has rendered valuable professional service to the company in matters related to Accounts, taxation & legal matters.
5	Date of first appointment	29-09-2003
6	Qualification	Chartered Accountant
7	Nature of expertise in specific functional area	Vast experience in the field of accounts, finance, audit and taxation.
8	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	None.
9	Shareholding in the Company	Nil
10	Directorship in other Companies	Nil
11	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil
12	No. of board meetings attended during the year 18-19	7
13	Terms and conditions of appointment or re-appointment	Independent Director reappointed for further term of five years w.e.f 25.08.2019 and not liable to retire by rotation
14	Remuneration sought to be paid	Remuneration details sought to be paid :Nil Remuneration Last Drawn::Nil

**ROUTE MAP OF THE VENUE OF AGM**





Crown Tours Ltd.

**CROWN TOURS LIMITED**

**Regd. Office:** Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006, **Tel.:** 0141-4156032  
(CIN: **L63040RJ1989PLC004942**) **Website :** www.crownjaipur.org **E-mail :** finance@crownjaipur.org

**Form No. MGT-11 (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): ..... E-mail Id:.....

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

..... DP ID: .....

.....

I/we, being the member (s) having..... 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 30th Annual General Meeting of the Company, to be held on Tuesday, 24<sup>th</sup> September, 2019 at The Fern-An Ecotel Hotel, 3 Airport Plaza, Tonk, Road, Durgapura, Jaipur-302018 at 10.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*
	<b>Ordinary Business</b>	
1	Adoption of the Audited Financial Statements and the report of Directors and Auditors for the year ended 31st March, 2019.	
2	Re-appointment of Mrs. Shaila Bhandari (DIN: 06568062), Director, who retires by rotation.	
	<b>Special Business</b>	
3	Re-appointment of Mr. Bharat Raj Bhandari (DIN: 00131015), as Managing Director for a period of 3 years	
4	Re-appointment of Mr. Om Prakash Agarwal (DIN: 01437207), as Independent Director for a period of 5 years.	

\* Please put a (√) in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this..... day of.....2019

Signature of Shareholder

Signature of First Proxy Holder

Re.1/-  
Revenue  
Stamp

Signature of Second Proxy Holder

Signature of Third Proxy Holder

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. (c) A proxy need not be a Member of the Company. (d) In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the proxy form. (e) A person can act as proxy on behalf of such number 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. Further, 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 proxy for any other person or Member. (f) Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

**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](http://www.crownjaipur.org)

S.No. ....

**ATTENDANCE SLIP FOR 30<sup>th</sup> ANNUAL GENERAL MEETING**

<b>Registered Folio / DP ID &amp; Client ID</b>		
<b>No. of Shares</b>		
<b>Name and registered address of the Shareholder(s):</b>		
<b>Name of Joint Holder(s):</b>		
<p>I/we hereby record my/our presence at the 30th Annual General Meeting of the Company held at The Fern - An Ecotel Hotel, 3 Airport Plaza, Tonk, Road, Durgapura, Jaipur-302018 on Tuesday, 24<sup>th</sup> September, 2019 at 10.00 A.M.</p>		
<b>If Shareholder(s), please sign here</b>		<b>If Proxy, please mention name and sign here</b>
		<b>Name of the Proxy</b>
		<b>Signature</b>

**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 (Electronic voting event number)	User ID	*Default PAN
190824024		

\*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 under the note no. 19 to the Notice of the 30th Annual General Meeting. The Voting period starts Saturday, 21<sup>st</sup> September, 2019 at 09.00 A.M. and ends on Monday, 23<sup>rd</sup> September, 2019 at 5.00 P.M. The voting module shall be disabled by CSDL for voting thereafter.**