



BHARAT HOTELS LIMITED

(CIN: U74899DL1981PLC011274)

Regd. Office: Barakhamba Lane, New Delhi – 110 001

Tel.: 91 11 44447777, Fax: 91 11 44441234, Email: corporate@thelalit.com. Website: www.thelalit.com

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting (**EGM**) of **BHARAT HOTELS LIMITED** will be held on **Monday, September 25, 2017 at 12:00 Noon** at the Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001 to transact the following business:

SPECIAL BUSINESS

Item No. 1 – Approval of Initial Public Offer and the issuance of equity shares in the Initial Public Offer

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the applicable rules thereunder to the extent notified and effective and any applicable subsisting sections of the Companies Act, 1956, in each case, as amended, and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreements to be entered into with the respective stock exchanges where the equity shares of the Company are proposed to be listed and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (**“Gol”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), the Registrar of Companies (the **“RoC”**), the stock exchanges where the equity shares of the Company are proposed to be listed (the **“Stock Exchanges”**), and/or any other competent authorities (together, the **“Applicable Laws”**), and subject to any required approvals, consents, permissions and/or sanctions of the Gol, the SEBI, the RoC, the RBI and any other appropriate regulatory authority and department and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the **“Board”** which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this resolution), the consent, authority and approval of the shareholders is hereby granted for an initial public offering of equity shares of face value of Rs. 10 each or such other face value as may be deemed appropriate by the Board (**“Equity Shares”** and such offering, the **“Issue”**), and for the creation, issuance, offer and allotment in the Issue of fresh/new Equity Shares, for cash either at par or premium, such that the amount raised pursuant to the fresh issue aggregates up to Rs. 1,200 crores (including a private placement of certain Equity Shares to selected investors as permitted under Applicable Laws, a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under Applicable Laws, including, without limitation, eligible employees (the

“**Reservation**”), the issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option, if any, in accordance with Applicable Laws and/or retaining an over-subscription to the extent of 10% of the Issue size, or such other extent as may be permitted under Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment), in such manner and during such period as may be fixed and determined by the Board, to such person or persons, who may or may not be shareholders of the Company as the Board may decide, including to one or more of the members, employees, foreign institutional investors and sub-accounts, foreign portfolio investors, venture capital funds, foreign venture capital investors, alternate investment funds, qualified foreign investors, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons eligible to invest in Equity Shares of the Company, in one or more combinations thereof as may be permitted under Applicable Laws, in one or more tranches, at such price or prices (at a discount or premium) as may be determined in accordance with Applicable Laws including, without limitation, through a prospectus, offering circular or an offering document, and in such manner as the Board may deem fit, including, in consultation with the book running lead managers to the Issue and/or underwriter and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as they may think fit in accordance with Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to allocate such percentage of the Issue, as may be determined by the Board, to any category or categories in any Reservation, as may be permissible in accordance with Applicable Laws, or to provide a discount to the offer price to retail individual bidders and/or eligible employees of the Company (“**Discount**”), and to do all such other acts, deeds, matters and things as the Board may, from time to time, decide including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Reservation or in relation to the Discount and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and negotiate, finalize and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Issue and the listing of the Equity Shares pursuant to the Issue, in the best interests of the Company, including determination of the timing, size and price of the Issue in consultation with the book running lead managers to the Issue and approve and appoint intermediaries, and to settle, or give instructions or directions for settling, any questions, difficulties or doubts that may arise in regard to the Issue and to accept and give effect to such other activities as may be necessary in relation to the Issue and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the shareholders.

RESOLVED FURTHER THAT the Equity Shares allotted under the Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company and rank *pari passu* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.



RESOLVED FURTHER THAT subject to Applicable Laws, oversubscription to the extent of 10% of the Issue shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any allotment of Equity Shares pursuant to the Issue to any committee or any officers of the Company.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws, such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the book running lead managers to the Issue to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds/foreign institutional investors/bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to issue certified true copies of these resolutions to various authorities.”

Item No. 2 – Adoption of new set of Articles of Association

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provision of the Companies Act, 2013, read with the applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment thereof), the new set of articles of association of the Company, be and is hereby approved and adopted in substitution in entirety and to the exclusion of the existing articles of association of the Company.

RESOLVED FURTHER THAT Dr. Jyotsna Suri, Chairman Cum Managing Director, Mr. Madhav Sikka, Chief Financial Officer and Mr. Sandeep Chandna, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution or otherwise considered by them to be in the best interests of the Company, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.”

Item No. 3 – Appointment of Mr. Ranjan Mathai (DIN 07572976) as an Independent Director

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

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ranjan Mathai (DIN 07572976), being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, and who has signified his consent to act as an Independent Director of the Company and submitted a declaration that he meets the criteria for appointment of an Independent Director under the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years w.e.f. 29th August 2017, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT any member of the Board and/ or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to the above resolution and to do all such acts, deeds and things as it may deem necessary, proper or desirable and to sign and execute all necessary documents, applications, letter and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary forms and returns with the appropriate authorities.”

By Order of the Board
For **BHARAT HOTELS LIMITED**

Sd/-
(SANDEEP CHANDNA)
Company Secretary
M. No. FCS-6345

Dated: 29.08.2017

Place: New Delhi

Registered Office: Barakhamba Lane, New Delhi – 110 001



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA- ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT BARAKHAMBA LANE, NEW DELHI-110001 NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Every member entitled to vote at the Extra-Ordinary General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Extra-Ordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies shall be required to be provided to the Company.
4. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents:

M/s Karvy Computershare Private Limited,
305 New Delhi House,
27, Barakhamba Road, New Delhi - 110 001

5. The members/proxies should bring their attendance slips sent herewith, duly filled in for attending the meeting.
6. Entry in the meeting hall shall be strictly restricted only to the members/valid proxies carrying the attendance slip.
7. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company during office hours on all working days, except Saturdays, Sundays and public holidays, between 10:00 A.M. and 6:00 P.M., up to the date of the Extra-Ordinary General Meeting.
8. Members desirous of obtaining any information concerning the proposed Resolutions are requested to write to the Company at least 10 days before the date of Extra-Ordinary General Meeting so as to enable the management to keep the information ready.
9. Members may note that the Companies Act, 2013 and rules thereunder allow the Company to send notices and documents to the shareholders through electronic mode to the registered e-mail addresses of members.

Keeping in view the green initiatives taken by the Ministry of Corporate Affairs and to save the cost involved in printing and dispatch, we propose to send all communications including Notice of Annual General Meeting, Financial Statements, Postal Ballot, Notice etc. in electronic mode. In order to facilitate the same, we request you to furnish your consent with e-mail ID quoting your folio number to the Registrar & Share Transfer Agent:

Karvy Computershare Pvt. Ltd.

Unit: Bharat Hotels Limited,
305 New Delhi House, 27,
Barakhamba Road, New Delhi - 110 001 or email at
einward.ris@karvy.com
or to

Bharat Hotels Limited,

Barakhamba Lane, New Delhi - 110 001 or email at
bhlshare@thelalit.com.

Any changes in your email address may be communicated immediately at any of the above address. If you are holding shares in electronic form, please update your e-mail ID with your depository participant.

Please note that as a member of the Company, you will always be entitled to receive all communication in physical form, upon request.

10. Route map to the venue of the EGM is appended to the Notice of EGM.

11. **INSTRUCTION FOR E-VOTING**

The Members may vote on all agenda items of the meeting from any place through e-voting facility ('remote e-voting') provided by Karvy Computershare Private Limited (Karvy). The facility for voting through ballot paper will also be available at the venue of the EGM. Members who have decided not to vote electronically may vote at the Annual General Meeting. Members who have voted through remote e-voting may attend the EGM, but shall not be entitled to vote at the EGM.

The procedure and instructions for e-voting are as hereunder:

- i. The e-voting shall be open from 9:00 A.M. (IST) on 22nd September 2017 to 5:00 P.M. (IST) on 24th September 2017. Members holding shares of the Company either in physical form or dematerialized form, as on the cut-off date (record date) i.e. 18th September, 2017 may cast their votes electronically.
- ii. To vote through remote e-voting, type the following URL of Karvy website:
<https://evoting.karvy.com>.
- iii. If you are already registered with Karvy for e-voting, then you can use your existing User ID and Password for Login. If you are logging in first time, please enter the User ID and password mentioned separately.



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- iv. After Login you will reach the Password change menu wherein you are required to mandatorily change your password.
 - v. On successful login, the system will prompt you to select the EVENT i.e. Bharat Hotels Limited.
 - vi. On the voting page, enter the number of shares under FOR/AGAINST for each agenda items. You may also enter partial shares "FOR" and partial for "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
 - vii. Shareholders holding multiple folios/demat account have to cast their votes separately for each folio/demat account.
 - viii. Cast your vote by selecting an appropriate option and click on "SUBMIT". 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, shareholders can login any number of times till they have voted on the resolution. Once vote on a resolution is casted, it cannot be changed subsequently.
 - ix. Institutional members (i.e. other than individuals, HUF, NRI etc.,) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution /Authority Letter etc., to the scrutinizer through email at rsmco121@gmail.com with a copy marked to bhshare@thelalit.com. File naming convention should be 'Corporate Name EVSN'. The documents should reach the Scrutinizer on or before the close of working hours on 24th September, 2017.
 - x. The Company has appointed Mr. Ravi Sharma, Practicing Company Secretary (FCS4468; C.P. No. 3666) as Scrutinizer and Ms. Suman Pandey, Practicing Company Secretary as Alternate Scrutinizer to scrutinize the remote e-voting process in fair and transparent manner and both scrutinizers have communicated their willingness to be appointed and will be available for the said purpose.
 - xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holds shares on the cut-off date may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No./ DP ID-Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID-Client ID to 9212993399.

Example for NSDL: MYEPWD<space>IN12345612345678 Example for CDSL:

MYEPWD<space>1202345612345678

Example for Physical: MYEPWD<space>XXXXMSS123456

- b. If e-mail address or mobile number of the member is registered against Folio No/DP ID - Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID - Client ID and PAN to generate a password.

- xii. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 25th September, 2017.
 - xiii. The results of the remote e-voting along with the scrutinizer's report will be placed on the Company's website "www.thelalit.com" and on Karvy's website within two (2) days of the EGM of the Company.
 - xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the download section of <https://evoting.karvy.com> or contact Karvy at Tel. No. 1800 345 4001 (toll free).
12. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.



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

ITEM NO. 1: Approval of Initial Public Offer and the issuance of equity shares in the Initial Public Offer

The Company intends to list its equity shares of face value of Rs. 10 each or such other face value as may be deemed appropriate by the Board (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the “**Issue**”) through a fresh/new issue of Equity Shares by the Company. The Company intends to undertake the Issue and list the Equity Shares at an opportune time, in consultation with the book running lead managers and other advisors and subject to applicable regulatory approvals and other considerations.

In accordance with Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules thereunder, each as amended (the “**Companies Act, 2013**”), the approval of the shareholders of the Company is required by way of a special resolution.

The Company proposes to allot such number of Equity Shares of the Company in the Issue aggregating up to Rs.1,200 crores on such terms and at such price or prices and at such time as may be considered appropriate by the Board or a duly authorized committee thereof, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the Issue by way of the book building method in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**ICDR Regulations**”). The Equity Shares, if any, allotted in the Issue shall rank in all respects *pari passu* with the existing Equity Shares.

Under the ICDR Regulations, the entire pre-Issue equity share capital of the Company (other than certain Equity Shares held by the promoters that are locked-in as promoters’ contribution for three years) will be locked-in for a period of one year from the date of allotment of the Equity Shares pursuant to the Issue, other than shares allotted to employees under any employee stock option scheme and to certain specified categories of investors that have held the Equity Shares for at least one year from the date of purchase, each as exempted under the ICDR Regulations. Accordingly, all pre-Issue Equity Shares held by shareholders (other than the promoters) that are not exempt from such lock-in will not be permitted to be sold or transferred during the lock-in period except to the other shareholders of the Company whose Equity Shares are also locked-in in accordance with the provisions of the ICDR Regulations subject to continuation of lock-in in the hands of transferees for the remaining period. The Equity Shares which are subject to lock-in are required to carry the inscription ‘non transferable’ for the duration of the lock-in. Accordingly, in the event the shareholders hold Equity Shares in physical form, they may submit the share certificates held in physical form to the Company in order to enable the Company to take steps to dematerialize such Equity Shares. In the event the shareholders continue to hold physical share certificates, the Company shall forward stickers carrying the required inscription to each of the shareholders with a request that the stickers be pasted on their respective certificates.

The proceeds from the Issue will be utilized for the purpose of, *inter alia*, repayment or prepayment of certain loans, construction of the hotel project at Ahmedabad, general corporate purposes of the Company and such other purpose as may be specified in the draft red herring prospectus, the red herring prospectus and the prospectus to be issued in connection with the Issue. The Board may modify the objects for which the proceeds from the Issue will be utilized if it so decides in the best interests of the Company.

The promoters, the promoter group, subsidiaries or associates of the Company will not participate in the Issue. However, the directors (other than the directors who are also promoters or part of the promoter group) or the key managerial personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the ICDR Regulations and other applicable law.

No change in control of the Company or its management is intended or expected pursuant to the Issue.

None of the directors, managers or key managerial personnel of the Company or the relatives thereof is interested in this resolution, financially or otherwise, except to the extent of Equity Shares that may be subscribed for and allotted in their names pursuant to the Issue.

The Board recommends the resolution set out in item no. 1 of the Notice for your approval.

ITEM NO. 2: Adoption of new set of Articles of Association

The Company intends to list its equity shares of face value of Rs. 10 each or such other face value as may be deemed appropriate by the Board (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the “**Issue**”). In connection with the Issue, the Company will be required to ensure that the Articles of Association of the Company conform to the requirements and directions of the stock exchanges prior to the filing of a draft red herring prospectus with the Securities and Exchange Board of India and the stock exchanges, the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 in respect of a company proposed to be listed and the requirements under the Companies Act, 2013 and the rules made thereunder (the “**Companies Act, 2013**”), each as amended.

A copy of the existing set of Articles of Association and the new set of Articles of Association will be made available for inspection at the registered office of the Company at Bharat Hotels Limited, Barakhamba Lane, New Delhi - 110 001 during the Company’s working hours on any business day up to the date of the Extra-Ordinary General Meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any amendment of the articles of association of a company requires the approval of the shareholders of the company by way of a special resolution.

The Board recommends the resolution set out in item no. 2 of the Notice for your approval.

None of the directors, managers or key managerial personnel of the Company or the relatives thereof is interested in this resolution, financially or otherwise.

ITEM NO. 3: Appointment of Mr. Ranjan Mathai (DIN 07572976) as an Independent Director

The Board at its meeting held on 29th August, 2017, upon recommendation by the Nomination and Remuneration Committee of the Board, subject to the approval of the shareholders, approved and recommended the appointment of Mr. Ranjan Mathai as an additional and Independent Director for a term of five (5) years w.e.f. 29th August, 2017 subject to review of performance every year. In the opinion of the



Board, Mr. Ranjan Mathai fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as an Independent Director and he is independent of Management.

Currently he is holding the position of a Director in Jet Airways (India) Limited and HDFC Standard Life Insurance Company Limited. Mr. Ranjan Mathai is a former Foreign Secretary of India (2011-2013). He joined the Indian Foreign Service Ministry of External Affairs. He was Indian Ambassador to Israel, Qatar and France before being appointed as Foreign Secretary. After his retirement, Mr. Mathai was appointed as High Commissioner of India to the U.K. (December 2013 to December 2015).

Mr. Ranjan Mathai has given a declaration to the Board that he meets criteria of independence as provided under Section 149(6) of the Companies Act, 2013. Keeping in view his rich knowledge and experience, which could be utilized to put appropriate strategies for growth of business activities of the Company, it was thought fit to appoint Mr. Ranjan Mathai as an Independent Director on the Board.

In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of Mr. Ranjan Mathai as an Independent Director is required to be placed before the shareholders at a General Meeting for their approval.

Copy of the draft letter of appointment which includes terms and conditions of appointment of Mr. Ranjan Mathai will be available for inspection without any fee by the shareholders at the registered office of the Company at Bharat Hotels Limited, Barakhamba Lane, New Delhi - 110 001 during normal business hours on any working day.

In view of above, approval of shareholders is being obtained at the Extra-Ordinary General Meeting for appointment of Mr. Ranjan Mathai as an Independent Director for a period of five (5) years w.e.f. 29th August 2017.

The Board recommends the resolution set out in item no. 3 of the Notice for your approval.

None of the directors, managers or key managerial personnel of the Company or the relatives thereof, except Mr. Ranjan Mathai (i.e., Director proposed for appointment), is interested in this resolution, financially or otherwise.

By Order of the Board
For **BHARAT HOTELS LIMITED**

Sd/-
(SANDEEP CHANDNA)
Company Secretary
M. No. FCS-6345

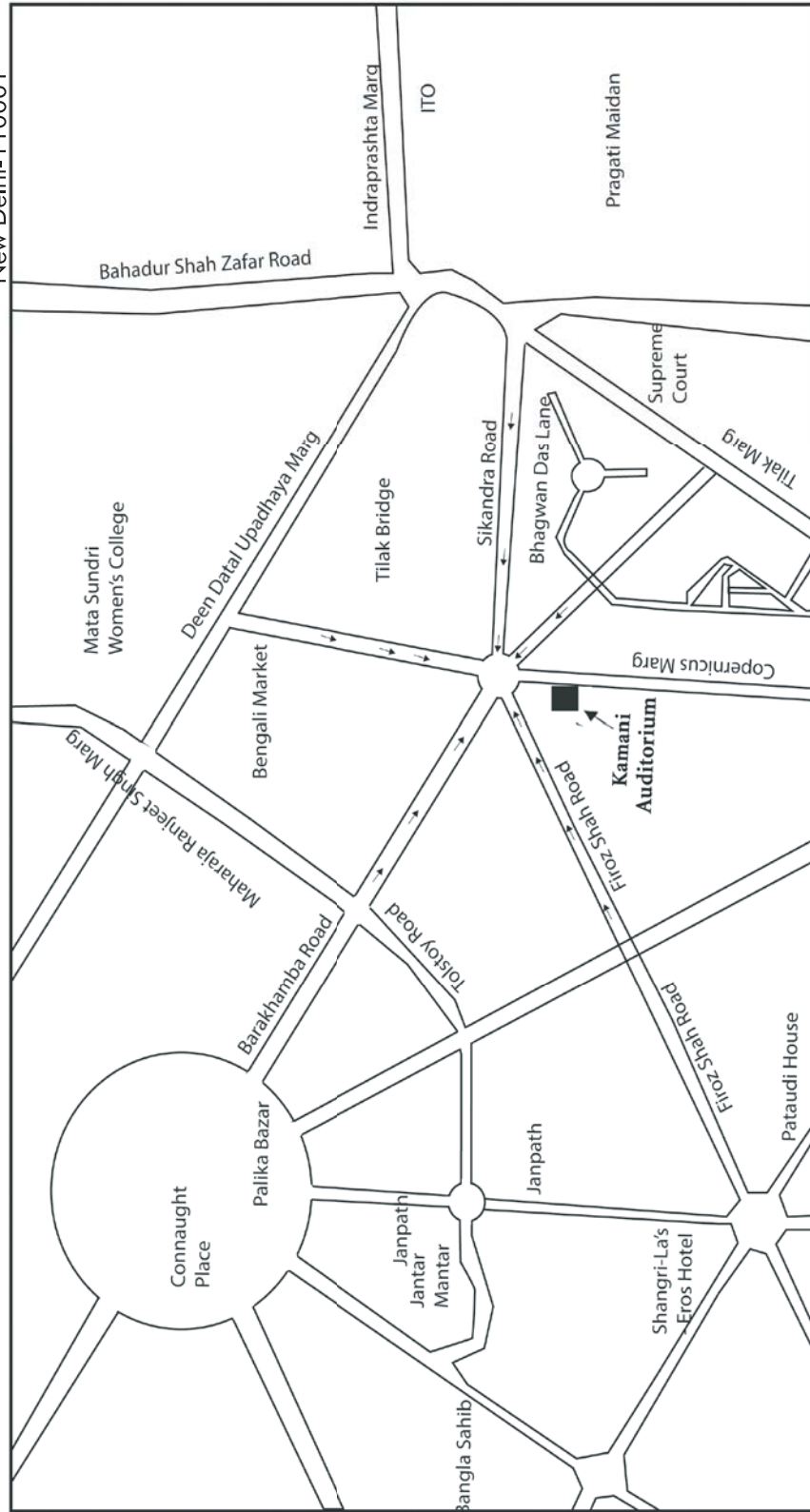
Dated: 29.08.2017

Place: New Delhi

Registered Office: Barakhamba Lane, New Delhi – 110 001

Route map of the venue of the Extra Ordinary General Meeting

The Kamani Auditorium,
1, Copernicus Marg,
New Delhi-110001





Form No. MGT-11

FORM OF PROXY

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

CIN: U74899DL1981PLC011274

Name of Company : Bharat Hotels Limited

Regd. Office: Barakhamba Lane, New Delhi – 110 001

Name of the Member(s)	
Registered Address	
Email ID	
Folio No	
Client ID*	
DP ID*	
Nos. of shares held	

*Applicable for Member(s) holding shares in dematerialized form.

I / We, being the member(s) of Bharat Hotels Limited, hereby appoint:

1. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/her
2. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/her
3. Name : _____
Address: _____
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 Extra-Ordinary General Meeting of the Company, to be held on Monday, September 25, 2017 at 12:00 Noon at the Kamani Auditorium,

Bharat Hotels Limited

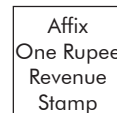
No. 1, Copernicus Marg, New Delhi-110 001 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution	Vote (See Note 6)	
		For	Against
Special Business			
1	Approval of Initial Public Offer and the issuance of equity shares in the Initial Public Offer.		
2	Adoption of new set of Articles of Association.		
3	Appointment of Mr. Ranjan Mathai (DIN 07572976) as an Independent Director.		

Signed this _____ day of _____ 2017.

Signature of Shareholder(s) _____

of Proxy holder(s) _____



Notes:

1. The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
5. The Proxy-holder shall prove his/her identity at the time of attending the Extra Ordinary General Meeting.
6. Please put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.



Bharat Hotels Limited

(CIN: U74899DL1981PLC011274)

Regd. Office: Barakhamba Lane, New Delhi – 110 001

ATTENDANCE SLIP

Venue of the meeting: Kamani Auditorium, No. 1, Copernicus Marg, New Delhi-110 001.

Date and Time of meeting: Monday, September 25, 2017 at 12:00 Noon

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No	
No. of Shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder(s) of the Company.

I hereby record my presence at Extra Ordinary General Meeting of Members of Bharat Hotels Limited held on Monday, September 25, 2017 at 12:00 Noon at the Kamani Auditorium, No. 1, Copernicus Marg, New Delhi-110 001.

Signature of Member / Proxy

Notes:

1. Notice of the Extra Ordinary General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose E-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Extra Ordinary General Meeting can print copy of this Attendance Slip.

2. Physical copy Notice of Extra Ordinary General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose E-mail id is not registered or have requested for a hard copy.

