



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 the 37th Annual General Meeting (**AGM**) of **BHARAT HOTELS LIMITED** will be held on Friday 24th, August, 2018 at 12:00 Noon at the Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, including the Consolidated Audited Balance Sheet as at March 31, 2018 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare dividend of Rs. 1 per Equity Share of Rs. 10/- each for the Financial Year 2017-18.

Item No. 3 – Appointment of Mr. Ramesh Suri as Director liable to retire by rotation

To appoint a Director in place of Mr. Ramesh Suri (DIN 00176488), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modifications, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ramesh Suri (DIN: 00176488) as Director liable to retire by rotation.”

Item No. 4 – Appointment of Ms. Divya Suri Singh as Director liable to retire by rotation

To appoint a Director in place of Ms. Divya Suri Singh (DIN 00004559), who retires by rotation and, being eligible, offers herself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution**:

Bharat Hotels Limited

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the members of the Company be and is hereby accorded to the re-appointment of Ms. Divya Suri Singh (DIN: 00004559) as Director liable to retire by rotation."

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

Sd/-
(Himanshu Pandey)
Company Secretary
M. No. ACS-13531

Dated: 22-06-2018

Place: New Delhi

Registered Office: Barakhamba Lane, New Delhi – 110 001



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 BARAKHAMBIA 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 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 Annual 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 Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies shall be required to be provided to the Company.
4. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 17th August, 2018 to Friday, the 24th August, 2018 (both days inclusive), for the purpose of Annual General Meeting and to take record of the shareholders of the Company, entitled for dividend on Equity Shares.
5. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form. For any change in address or bank particulars or bank mandates, such changes are to be advised only to the Depository Participant of the Members.
6. 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

7. The members/proxies should bring their attendance slips sent herewith, duly filled in for attending the meeting.
8. Entry in the meeting hall shall be strictly restricted only to the members/valid proxies, carrying the attendance slip.
9. Members desirous of obtaining any information concerning accounts or operation of the Company are requested to write to the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.

10. Information under Section 124 (6) of the Companies Act, 2013 :

Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof, as the same will be credited to DEMAT Account of the Investor Education and Protection Fund Authority ("IEPFA") pursuant to Section 124(6) of the Companies Act, 2013 ("Act") read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time) ("Rules") and

- a) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ("Act") read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time) unclaimed dividends upto the financial year 2009-10 have been transferred to the Investor Education and Protection Fund ("IEPF") set up by Govt. of India. The amount of dividend for the financial years 2010-2011 to 2016-2017 remaining unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account shall be transferred to the IEPF and no payments shall be made by the company in respect of any such claims after the transfer. Members may note that this year the dividend for the financial year 2010-2011 is due for transfer to the IEPF.
- b) In accordance with the procedure laid down in the rules, if a member does not claim the dividend amount for a consecutive period of seven years or more, then the shares held by him/her shall be transferred to the DEMAT Account of IEPFA. The details of the Members whose shares are liable to be transferred are also posted on the website of the Company i.e. www.thelalit.com. The unclaimed or unpaid dividend which have already been transferred or the shares which are due to be transferred, if any, can be claimed back by the Members from IEPFA by following the procedure given on its website i.e. <http://iepf.gov.in/IEPFA/refund.html>.
- c) Members who have not yet encashed their dividend warrant(s) for the financial year 2010-11 and onwards are requested to claim the amount forthwith from the Company.

11. Members may note that the Companies Act, 2013 and Rules there under, allow the Company to send notices and documents, including Annual Report to the shareholders through electronic mode to the registered e-mail addresses of members.

Keeping in view the green initiatives taken by the MCA 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 at

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.

12. The Register of Directors, Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM of the Company.

13. Profile of directors seeking re-appointment at the AGM is appended to this Notice of AGM.

14. Route map to the venue of the AGM is appended to the Notice of AGM.

15. **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 AGM. 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 AGM, but shall not be entitled to vote at the AGM.

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

- i. The e-voting shall be open from 9:00 A.M (IST) on 20th August, 2018 to 5:00 P.M. (IST) on 23rd August, 2018. Members holding shares of the Company either in physical form or dematerialized form, as on the cut-off date (record date) i.e. 17th August, 2018 may cast their votes electronically.
- ii. To vote through remote e-voting, type the 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.
- 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 August 23, 2018.
- 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 not 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. 24th August, 2018.
- 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 website within two days of the AGM 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).

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

Sd/-
(Himanshu Pandey)
Company Secretary
M. No. ACS-13531

Dated: 22-06-2018
Place: New Delhi
Registered Office: Barakhamba Lane, New Delhi – 110 001
CIN: U74899DL1981PLC011274

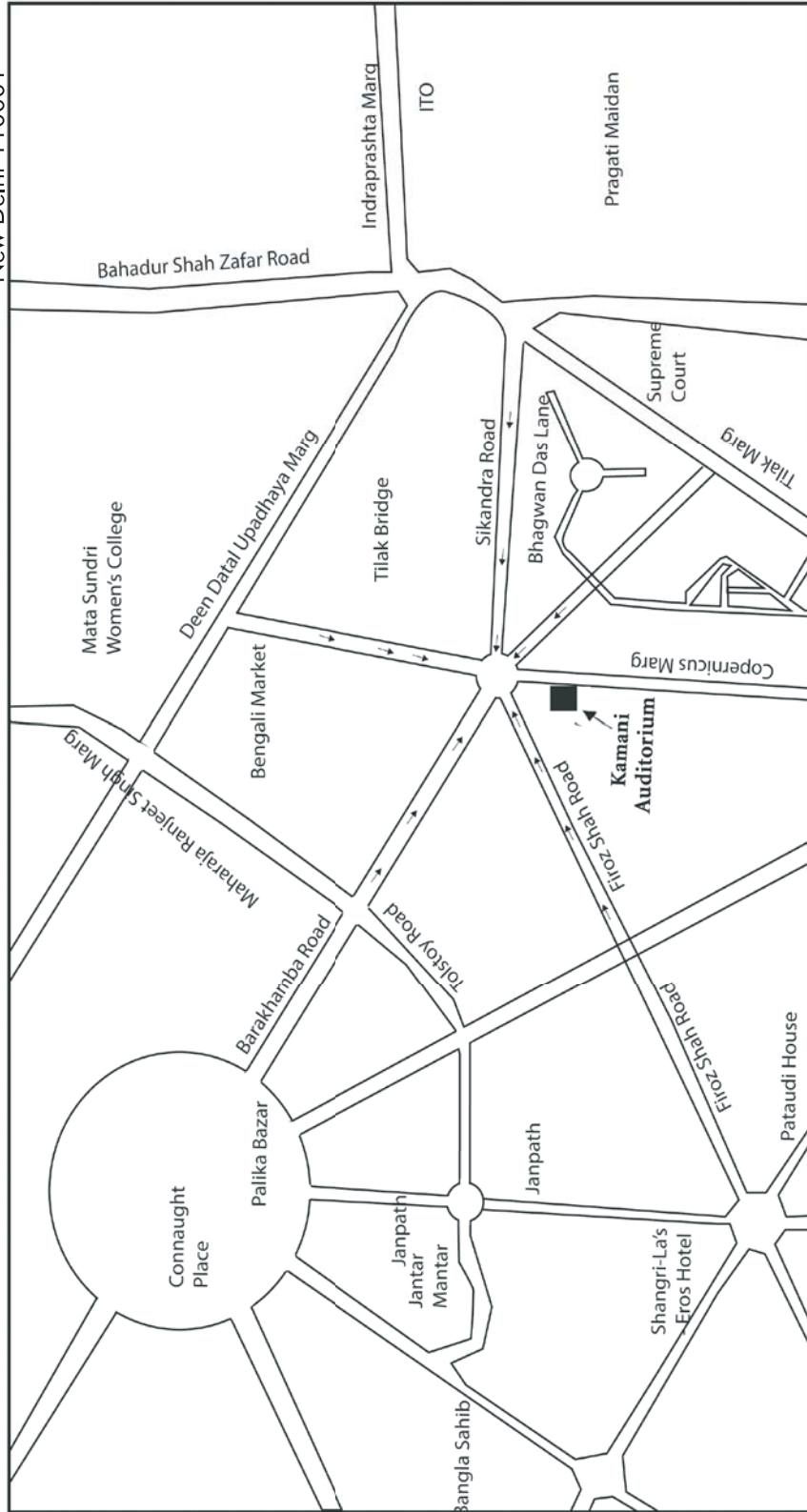


Profile of Directors seeking re-appointment in the ensuing Annual General Meeting, forming part of the Notice convening the meeting

Name of Director & DIN	Qualification and other details
Mr. Ramesh Suri(DIN: 00176488)	<p>Mr. Ramesh Suri, aged 78 years, is a Non-Executive Director of our Company. He holds a bachelor's degree in science from Panjab University. He was awarded the Corporate Excellence Award 2005 for 'Best Industrialist of the Year' by the Foundation of Indian Industry & Economists in January 2006. He has been a Director of our Company since January 22, 1981. In past the shareholders had appointed Mr. Ramesh Suri as permanent director of the Company. However, under the present strength of the Board, only one Director can be a permanent Director. In view of the same it is proposed to appoint him as non-executive director of the Company liable to retire by rotation by shareholders.</p> <p>Mr. Ramesh Suri has consented to hold office as director liable to retire by rotation.</p> <p>The Nomination & Remuneration Committee and the Board of Directors of the Company has recommended his re-appointment as Director retiring by rotation.</p> <p>Dr. Jyotsna Suri, Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri are interested in the resolution being relative of Mr. Ramesh Suri.</p>
Ms. Divya Suri Singh(DIN: 00004559)	<p>Ms. Divya Suri Singh, aged 43 years, is an Executive Director of our Company. She has been a Director of our Company since August 26, 2009 and has been associated with our Company as legal advisor since 2001. She holds a bachelor's degree in commerce from Shri Ram College of Commerce, Delhi University and a bachelor's degree in law from King's College London. She is enrolled as an advocate with the Bar Council of Delhi. She was the Chairperson of the Young FICCI Ladies Organization in 2012-2013. Since 2014, she has been a member of the Young Presidents' Organization.</p> <p>The Nomination & Remuneration Committee and the Board of Directors of the Company has recommended her re-appointment as Director retiring by rotation.</p> <p>Dr. Jyotsna Suri, Mr. Ramesh Suri, Ms. Deeksha Suri and Mr. Keshav Suri are interested in the resolution being relative of Ms. Divya Suri Singh.</p>

Route map of the venue of the Annual 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 37th Annual General Meeting of the Company, to be held on Friday 24th, August, 2018 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. 1:

- a) Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
- b) Adoption of Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, including the Consolidated Audited Balance Sheet as at March 31, 2018 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon.

Resolution No. 2:

To declare Dividend of Rs. 1 per Equity Share of Rs. 10/- each for the Financial Year 2017-18.

Resolution No. 3:

To appoint a Director in place of Mr. Ramesh Suri (DIN: 00176488), who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution No. 4:

To appoint a Director in place of Ms. Divya Suri Singh (DIN: 00004559), who retires by rotation and, being eligible, offers herself for re-appointment.

Signed on this _____ day of _____ 2018

Signature of Shareholder(s) _____

Signature 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 Annual General Meeting.



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: Friday 24th, August, 2018 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 the 37th Annual General Meeting of Members of Bharat Hotels Limited held on Friday 24th, August, 2018 at 12:00 Noon at the Kamani Auditorium, No. 1, Copernicus Marg, New Delhi-110 001.

Signature of Member / Proxy

Notes:

1. Electronic copy of the Annual Report for 2017-18 and Notice of the 37th Annual 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 Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2017-18 and Notice of the 37th Annual 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 who have requested for a hard copy.