



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 38th Annual General Meeting (AGM) of BHARAT HOTELS LIMITED will be held on **Wednesday, 28th August 2019 at 12:00 Noon** at the **Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001** to transact the following business:

ORDINARY BUSINESS

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, 2019, including the Audited Balance Sheet as at March 31, 2019 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, 2019, including the Consolidated Audited Balance Sheet as at March 31, 2019 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the report of the Auditors thereon.

2. Declaration of Dividend

To declare a dividend of Rs. 1 per equity share of Rs. 10/- each for the financial year ended March 31, 2019.

3. Appointment of Ms. Deeksha Suri (DIN:00005367), who retires by rotation as a Director of the Company

To appoint a Director in place of Ms. Deeksha Suri (DIN:00005367), 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**:

“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 for the re-appointment of Ms. Deeksha Suri (DIN:00005367) as Director of the Company liable to retire by rotation.”

4. Appointment of Mr. Keshav Suri (DIN:00005370), who retires by rotation as a Director of the Company

To appoint a Director in place of Mr. Keshav Suri (DIN:00005370), 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 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 for the re-appointment of Mr. Keshav Suri (DIN:00005370) as Director of the Company liable to retire by rotation.”

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

Sd/-
(Himanshu Pandey)
Company Secretary & Head Legal and Compliance Officer
M. No. ACS-13531

Dated: May 24, 2019
Place: New Delhi



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "AGM") 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 AGM.**
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 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 24 hours before the time fixed for the commencement of the AGM 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 Thursday, 22nd August, 2019 to Wednesday, 28th August, 2019 (both days inclusive), for the purpose of the AGM 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:

Karvy Fintech Private Limited (the "Karvy"),
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 the AGM 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 2010-11 have been transferred to the Investor Education and Protection Fund ("IEPF") set up by the Government of India. The amount of dividend for the financial years 2011-2012 to 2017-2018 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 in respect of any such claims after the transfer. Members may note that this year the dividend for the financial year 2011-2012 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://www.iepf.gov.in/IEPF/refund.html>
- c) Members who have not yet encashed their dividend warrant(s) for the financial year 2011-12 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 the AGM, 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 Fintech Private Limited (the "Karvy"),
Unit: Bharat Hotels Limited 305, New Delhi House,
27, Barakhamba Road, New Delhi - 110 001; or
e-mail at einward.ris@karvy.com

or

Bharat Hotels Limited,
Barakhamba Lane, New Delhi - 110 001; or
e-mail 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 the 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 the 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 AGM. 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 Saturday, 24th August, 2019 to 5:00 P.M. (IST) on Tuesday, 27th August, 2019. Members holding shares of the Company either in physical form or dematerialized form, as on the cut-off date (record date) i.e. Wednesday, 21st August, 2019 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.
- 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(s). 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 bhlshare@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 27th August, 2019.
- x. The Company has appointed Mr. Ravi Sharma, Practicing Company Secretary as Scrutinizer and Ms. Suman Pandey, Practicing Company Secretary as an 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(s) shall be deemed to be passed on the date of the Meeting i.e. Wednesday, 28th August, 2019.
- 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).



Details of Directors seeking re-appointment at the ensuing Annual General Meeting

| | Ms. Deeksha Suri (DIN:00005367) | Mr. Keshav Suri (DIN:00005370) |
|---|--|---|
| Designation | Executive Director | Executive Director |
| Age | 39 Years | 34 Years |
| Qualification | Diploma in business studies from The London School of Economics and Political Science | Master's degree in law from The School of Oriental and African Studies, University of London and a master of science degree in international management from King's College, London. |
| Date of appointment | 26.08.2009 | 26.08.2009 |
| Experience and Expertise | Ms. Deeksha Suri has been Director of the Company since August 26, 2009 and is responsible for manpower planning, human resource development and general administration functions of our Company. She was included in the 'Power Rangers', a list of the 25 most influential women professionals in India, by India Today in 2012. | Mr. Keshav Suri has been Director of the Company since August 26, 2009 and is responsible for operations and projects functions of our Company. He has played a significant role in creating the strategy for Kitty Su. He has been featured in GQ's list of The 50 Most Influential Young Indians 2017 and was awarded 'Face of the Future' at the North India Travel Awards 2016. |
| Directorship and Committee memberships held in other companies | Directorship <ul style="list-style-type: none"> • Deeksha Holding Limited • Deeksha Human Resource Initiatives Limited • Jyotsna Holding Private Limited • Mangar Hotels & Resorts Limited • Premium Exports Limited • Premium Farm Fresh Produce Limited • Prima Telecom Limited • Prime Cellular Limited • Responsible Builders Private Limited • Special Protection Services Private Limited | Directorship <ul style="list-style-type: none"> • Apollo Zipper India Limited • Deeksha Holding Limited • Deeksha Human Resource Initiatives Limited • Jyotsna Holding Private Limited • KronoKare Cosmetics Private Limited • Mangar Hotels & Resorts Limited • Premium Exports Limited • Prime Cellular Limited • Responsible Builders Private Limited • Special Protection Services Private Limited |
| | Committee(s) Membership: 1. Management Committee <ul style="list-style-type: none"> • Bharat Hotels Limited | Committee(s) Membership: 1. Audit Committee <ul style="list-style-type: none"> • Bharat Hotels Limited • Apollo Zipper India Limited 2. IPO Committee <ul style="list-style-type: none"> • Bharat Hotels Limited 3. Management Committee <ul style="list-style-type: none"> • Bharat Hotels Limited |

Bharat Hotels Limited

| | Ms. Deeksha Suri (DIN:00005367) | Mr. Keshav Suri (DIN:00005370) |
|--|---|---|
| Inter-se relationships between Directors & Key Managerial Personnel | Daughter of Dr. Jyotsna Suri, Chairperson and Managing Director of the Company. Sister of Ms. Divya Suri Singh and Mr. Keshav Suri, Executive Directors and Niece of Mr. Ramesh Suri, Non-Executive Director of the Company | Son of Dr. Jyotsna Suri, Chairperson and Managing Director of the Company. Brother of Ms. Divya Suri Singh and Ms. Deeksha Suri, Executive Directors and Nephew of Mr. Ramesh Suri, Non-Executive Director of the Company |
| Shareholding in the Company as on 31st March, 2019 | 1 Equity Share | 3,880,596 Equity Shares |
| Number of Board Meetings attended during the last year (2018-19) | 4 | 4 |
| Details of remuneration last drawn | Rs. 72.00 lakhs per annum | Rs. 72.00 lakhs per annum |
| Terms and conditions including remuneration sought to be paid | As per terms and conditions as approved by shareholders on 23 rd August, 2017 | As per terms and conditions as approved by shareholders on 23 rd August, 2017 |

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

Sd/-
(Himanshu Pandey)
Company Secretary & Head Legal and Compliance Officer
M. No. ACS-13531

Dated: May 24, 2019
Place: New Delhi



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: _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 38th Annual

Bharat Hotels Limited

General Meeting of the Company, to be held on Wednesday, 28th, August, 2019 at 12:00 Noon at the Kamani Auditorium, 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, 2019, including the Audited Balance Sheet as at March 31, 2019 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 Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, including the Consolidated Audited Balance Sheet as at March 31, 2019 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the report of the Auditors thereon.

Resolution No. 2:

To declare Dividend of Rs. 1 per equity Share of Rs. 10/- each for the Financial Year 2018-19.

Resolution No. 3:

To appoint a Director in place of Ms. Deeksha Suri (DIN:00005367), who retires by rotation and, being eligible, offers herself for re-appointment.

Resolution No. 4:

To appoint a Director in place of Mr. Keshav Suri (DIN:00005370), who retires by rotation and, being eligible, offers himself for re-appointment.

Signed on this ____ day of _____ 2019

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

| |
|--|
| Affix One Rupee Revenue Stamp |
|--|

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)

Registered Office: Barakhamba Lane, New Delhi – 110 001

ATTENDANCE SLIP

Venue of the meeting: Kamani Auditorium, No. 1, Copernicus Marg, New Delhi - 01

Date & time of meeting: Wednesday, 28th, August, 2019 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 38th Annual General Meeting of Members of Bharat Hotels Limited held on Wednesday, 28th, August 2019 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 2018-19 and Notice of the 38th 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 2018-19 and Notice of the 38th 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.

Route map of the venue of the Annual General Meeting

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

