



## 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 OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39<sup>th</sup> Annual General Meeting ('AGM') of the Members of **Bharat Hotels Limited** will be held on **Saturday, November 28, 2020** at **11:30 A.M.** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility to transact following businesses:

#### 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, 2020, including the Audited Balance Sheet as at March 31, 2020 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, 2020, including the Consolidated Audited Balance Sheet as at March 31, 2020 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon.

##### 2. Appointment of Mr. Ramesh Suri (DIN:00176488), who retires by rotation as a Director of the Company

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 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 to the re-appointment of Mr. Ramesh Suri (DIN:00176488) as Director liable to retire by rotation."

##### 3. Appointment of Ms. Divya Suri Singh (DIN:00004559), who retires by rotation as a Director of the Company

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**:

**"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."

#### SPECIAL BUSINESS

##### 4. Re-appointment of Dr. Jyotsna Suri (DIN 00004603) as Chairperson & Managing Director

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 Sections 196, 197, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment of Dr. Jyotsna Suri (DIN 00004603), as Chairperson & Managing Director of the Company not liable to retire by rotation, with substantial powers of management to be exercised by her, subject to the superintendence, control and direction of the Board of Directors of the Company for a period of 3 (Three) years with effect from 16<sup>th</sup> October, 2020, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

**I) SALARY**

Salary up to Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month with; authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company.

**II) COMMISSION**

Commission up to 1% (One Percent) of the Net Profits of the Company subject to ceilings under Section 197 and computed in the manner laid down in Section 198 and such other applicable provisions of the Companies Act, 2013.

**III) PERQUISITES**

Perquisites will be restricted to an amount equal to the annual salary. For this purpose perquisites be classified into three categories, Parts A, B & C.

**PART “A”**

**i) MEDICAL REIMBURSEMENT**

Reimbursement of medical expenses incurred in India and abroad (including premium for medical and hospitalization policy, if any) on actual basis for self, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

**ii) LEAVE TRAVEL CONCESSION**

For self & family once in a year in accordance with the Rules of the Company.

**iii) PERSONAL ACCIDENT INSURANCE**

Insurance policy shall be taken as per the Rules of the Company. Premium not to exceed Rs.4000/- per annum.

**iv) CLUB FEES**

Membership fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.



v) **ENTERTAINMENT EXPENSES**

Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company.

vi) **CAR & TELEPHONE**

The Company shall provide car with driver and telephone at the residence of the Chairperson & Managing Director, for the Company's business.

vii) **OTHER ALLOWANCES, BENEFITS, AND PERQUISITES**

Any other allowances, benefits and perquisites admissible to the Senior Officers of the Company as per Rules of the Company, applicable from time to time.

**EXPLANATION**

For the purpose of this Part 'Family' means the dependent children and dependent parents.

**PART "B"**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund shall be as per the rules of the Company but these will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

Gratuity payable shall not exceed half a month's salary for each completed year of service.

**PART "C"**

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Chairperson & Managing Director.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or inadequate profits, the above remuneration will be considered and shall be paid to Dr. Jyotsna Suri as a minimum remuneration, pursuant to the provisions of and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** Dr. Jyotsna Suri will not be paid any sitting fee for attending the meetings of the Board of Directors of the Company or any Committee, so long as she functions as the Chairperson & Managing Director of the Company.

**RESOLVED FURTHER THAT** for purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

**5. Re-appointment of Ms. Divya Suri Singh (DIN 00004559) as Executive Director**

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 Sections 196, 197, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory

modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment of Ms. Divya Suri Singh (DIN 00004559), as Executive Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 26<sup>th</sup> August, 2020, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

**I) SALARY**

Salary up to Rs. 775,000/- (Rupees Seven Lakhs Seventy Five Thousand Only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company.

**II) COMMISSION**

Commission up to 1% (one percent) of the Net Profits of the Company subject to ceilings under Section 197 and computed in the manner laid down in Section 198 and such other applicable provisions of the Companies Act, 2013.

**III) PERQUISITES**

Perquisites will be restricted to an amount equal to the annual salary. For this purpose perquisites be classified into three categories Parts A, B & C.

**PART "A"**

**i) MEDICAL REIMBURSEMENT**

Reimbursement of medical expenses incurred in India and abroad (including premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

**ii) LEAVE TRAVEL CONCESSION**

For self & family once in a year in accordance with the rules of the Company.

**iii) PERSONAL ACCIDENT INSURANCE**

Insurance policy shall be taken as per the Rules of the Company. Premium not to exceed Rs.4000/- per annum.

**iv) CLUB FEES**

Membership fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.

**v) ENTERTAINMENT EXPENSES**

Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company.



vi) **CAR & TELEPHONE**

The Company shall provide car with driver and telephone at the residence of the Executive Director, for the Company's business.

vii) **OTHER ALLOWANCES, BENEFITS AND PERQUISITES**

Any other allowances, benefits and perquisites admissible to the Senior Officers of the Company as per Rules of the Company, from time to time

**EXPLANATION**

For the purpose of this Part 'Family' means spouse, the dependent children and dependent parents.

**PART "B"**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund shall be as per the rules of the Company but these will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

Gratuity payable shall not exceed half a month's salary for each completed year of service.

**PART "C"**

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or inadequate profits, the above remuneration will be considered and shall be paid to Ms. Divya Suri Singh as a minimum remuneration, pursuant to the provisions of and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** Ms. Divya Suri Singh will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof so long as she functions as the Executive Director of the Company.

**RESOLVED FURTHER THAT** for purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

**6. Re-appointment of Ms. Deeksha Suri (DIN 00005367), as Executive Director**

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 Sections 196, 197, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment of Ms. Deeksha Suri (DIN 00005367), as Executive Director of the Company, liable to retire by rotation,

for a period of 3 (Three) years with effect from 26<sup>th</sup> August, 2020, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

**I) SALARY**

Salary up to Rs. 775,000/- (Rupees Seven Lakhs Seventy Five Thousand Only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company.

**II) COMMISSION**

Commission up to 1% (one percent) of the net profits of the Company subject to ceilings under Section 197 and computed in the manner laid down in Section 198 and such other applicable provisions of the Companies Act, 2013.

**III) PERQUISITES**

Perquisites will be restricted to an amount equal to the annual salary. For this purpose perquisites be classified into three categories, Parts A, B & C.

**PART "A"**

**i) MEDICAL REIMBURSEMENT**

Reimbursement of medical expenses incurred in India and abroad (including premium for medical and hospitalization policy, if any) on actual basis for self and the family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

**ii) LEAVE TRAVEL CONCESSION**

For self and family once in a year in accordance with the Rules of the Company.

**iii) PERSONAL ACCIDENT INSURANCE**

Insurance policy shall be taken as per the Rules of the Company. Premium not to exceed Rs. 4000/- per annum.

**iv) CLUB FEES**

Membership fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.

**v) ENTERTAINMENT EXPENSES**

Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company.

**vi) CAR & TELEPHONE**

The Company shall provide car with driver and telephone at the residence of the Executive Director, for the Company's business.

**vii) OTHER ALLOWANCES, BENEFITS AND PERQUISITES**

Any other allowances, benefits and perquisites admissible to the Senior Officers of the Company as per Rules of the Company, from time to time.



## EXPLANATION

For the purpose of this Part 'Family' means spouse and dependent parents.

### PART "B"

Contribution to Provident Fund, Superannuation Fund or Annuity Fund shall be as per the rules of the Company but these will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity payable shall not exceed half a month's salary for each completed year of service.

### PART "C"

Provision of car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or inadequate profits, the above remuneration will be considered and shall be paid to Ms. Deeksha Suri as a minimum remuneration, pursuant to the provisions of and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** Ms. Deeksha Suri will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof so long as she functions as the Executive Director of the Company

**RESOLVED FURTHER THAT** for purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

## 7. Re-appointment of Mr. Keshav Suri (DIN 00005370), as Executive Director

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 Sections 196, 197, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment of Mr. Keshav Suri (DIN 00005370), as Executive Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 26<sup>th</sup> August, 2020, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

### I) SALARY

Salary upto Rs. 775,000/- (Rupees Seven Lakhs Seventy Five Thousand Only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company.

## II) COMMISSION

Commission upto 1% (One Percent) of the Net Profits of the Company subject to ceilings under Section 197 and computed in the manner laid down in Section 198 and such other applicable provisions of the Companies Act, 2013.

## III) PERQUISITES

Perquisites will be restricted to an amount equal to the annual salary. For this purpose perquisites be classified into three categories, Parts A, B & C.

### PART "A"

#### i) MEDICAL REIMBURSEMENT

Reimbursement of medical expenses incurred in India and abroad (including premium for medical and hospitalization policy, if any) on actual basis for self and the family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

#### ii) LEAVE TRAVEL CONCESSION

For self and family once in a year in accordance with the Rules of the Company.

#### iii) PERSONAL ACCIDENT INSURANCE

Insurance policy shall be taken as per the Rules of the Company. Premium not to exceed Rs.4000/- per annum.

#### iv) CLUB FEES

Membership fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.

#### v) ENTERTAINMENT EXPENSES

Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per rules of the Company.

#### vi) CAR & TELEPHONE

The Company shall provide car with driver and telephone at the residence of the Executive Director, for the Company's business.

#### vii) OTHER ALLOWANCES, BENEFITS AND PERQUISITES

Any other allowances, benefits and perquisites admissible to the Senior Officers of the Company as per rules of the Company from time to time.

### EXPLANATION

For the purpose of this Part 'Family' means dependent parents.

### PART "B"

Contribution to Provident Fund, Superannuation Fund or Annuity Fund shall be as per the Rules of the Company but these will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity payable shall not exceed half a month's salary for each completed year of service.





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**PART "C"**

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or inadequate profits, the above remuneration will be considered and shall be paid to Mr. Keshav Suri as a minimum remuneration, pursuant to the provisions of and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** Mr. Keshav Suri will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof so long as he functions as the Executive Director of the Company.

**RESOLVED FURTHER THAT** for purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

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

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

Date : October 20, 2020

Place : New Delhi

**Registered Office:**

Barakhamba Lane, New Delhi – 110 001

## NOTES:

1. The Board of Directors has decided that the Special Business set out under item nos. 4 to 7 are unavoidable in nature and must be transacted in the forthcoming e-AGM. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business set out in the Notice is annexed hereto. The details as stipulated under the Companies Act, 2013 of the Directors being appointed / re-appointed are attached herewith to the Notice.
2. In view of the spread and continuing COVID-19 pandemic, Ministry of Corporate Affairs ('MCA') has vide its circular no. 20/2020 dated May 05, 2020 read with circular no. 14/2020 dated April 08, 2020 and circular no.17/2020 dated April 13, 2020, permitted companies to hold their Annual General Meeting through VC/OAVM for the calendar year 2020 without physical presence of Members at a common place. In accordance with the said circulars and Companies Act, 2013, the 39<sup>th</sup> AGM of the Company shall be conducted through VC/OAVM.
3. KFin Technologies Private Limited ('KFin Technology') will provide the facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during AGM. The instructions for participating in the meeting and voting are given in the subsequent paragraphs.
4. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Barakhamba Lane, New Delhi- 110 001, which shall be the deemed venue of the AGM.
5. Since the AGM is being held through VC/OAVM, the facility to attend the meeting through Proxy will not be available for this AGM. Therefore the proxy form, attendance slip and route map have not been annexed to this notice.
6. Corporate Members are requested to send scanned copy of the Board Resolution/Authority letter authorising their representative to attend and vote at the meeting pursuant to Section 113 of the Act at [evoting@kfintech.com](mailto:evoting@kfintech.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
7. At the 36<sup>th</sup> AGM held on August 23, 2017, the Members had approved appointment of Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No.001076N/N500013) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 41<sup>st</sup> AGM subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this meeting.

## Dispatch of Annual Report and Notice of AGM by E-mail

8. In accordance with the MCA Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent in electronic mode to those Members whose e-mail addresses are duly registered with the Company or Depository Participant(s) or RTA of the Company.
9. The Notice of the AGM along with the Annual Report 2019-20 has also been uploaded on the website of the Company at <https://www.thelalit.com> on the Investors Relation section and the website of KFin Technologies Private Limited (RTA) at their website address <https://evoting.karvy.com>.
10. Members who have not yet registered their email address are requested to get the same registered. Members holding shares in demat form can validate/update their email address and other details with the Depository Participant. Members holding shares in physical form may update their email address and other details with the KFin Technologies.



11. In order to receive Notice of e-AGM and Annual Report may temporarily get their email address and mobile number provided with KFin Technologies, by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/). Alternatively Members may send e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [bhlshare@thelalit.com](mailto:bhlshare@thelalit.com) along with scanned copy of duly signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio requesting the Annual report, Notice of e-AGM and the e-voting instructions.

#### **Procedure for joining the AGM through VC/OAVM**

12. The Members may attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> under shareholders/members login by using the e-voting credentials (i.e., User ID and Password). The link for VC/OAVM will be available in shareholder/members login where AGM event of Bharat Hotels Limited will be displayed.
13. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on a 'first come first served' basis as per the MCA Circulars. There will be no restrictions on account of 'first come first served' entry into e-AGM to the Members holding 2% or more shareholding, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee Stakeholders Relationship Committee and Auditors of the Company.

#### **Procedure to raise questions /seek clarification with respect to Annual Report**

15. Members who would like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com> under 'Speaker Registration' option or by sending their request from their registered email address mentioning their name, Demat Account number/folio number along with their queries to [bhlshare@thelalit.com](mailto:bhlshare@thelalit.com). Members are requested to follow this procedure and wait for their turn to be called by the Chairperson of the Meeting during the Question and Answer Session.
16. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time for smooth conduct of the AGM.

#### **E-voting - Before AGM**

17. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company. A person, who is not a Member as on the cutoff date, should treat the Notice for information purpose only.
18. The Members can exercise their right to vote through the e-voting services provided by KFin Technology at <https://evoting.karvy.com> by following below instructions.
19. The e-voting facility is available from 9.00 a.m. on Tuesday, November 24, 2020 to 5.00 p.m. on Friday, November 27, 2020. Shareholders of the Company holding shares either in physical form or in dematerialised (Demat) form as on the cut-off date **Saturday, November 21, 2020** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFin Technologies thereafter.
20. If you are already registered with 'KFin Technology' 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.
- a) After Login you will reach the Password change menu wherein you are required to mandatorily change your password. On successful login, the system will prompt you to select the EVENT i.e. Bharat Hotels Limited.

- b) 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.
- c) 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.
- d) Any person who becomes a member of the Company after sending/dispatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and Password from 'KFin Technology' in the manner as mentioned below:
- 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> 1402345612345678  
  
Example for Physical : MYEPWD<SPACE> XXXX1234567890
  - 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.
- e) Member may call on KFin Technology's toll-free numbers 040-6716 2222 /1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) or send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- f) In case of any queries, you may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFin Technologies website for e-voting: <https://evoting.karvy.com> or contact RTA Phone No.: +91 040-6716 2222, Toll-free No.: 1800-345-400, E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

## E-voting During AGM

21. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting. Members who have voted through remote e-voting will be eligible to attend the AGM. However only those Members, who will be present in the AGM through VC/OAVM and have not casted their vote through remote e-voting shall be eligible to vote through e-voting system during the AGM.
22. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
23. The remote e-Voting module during the AGM shall be disabled by KFin Technologies for voting 15 minutes after the conclusion of the Meeting.



## Scrutiniser

24. Mr. Ravi Sharma, Practicing Company Secretary (FCS 4468 C.P.No.3666) as the Scrutinizer or failing him Ms. Suman Pandey, Practicing Company Secretary (FCS 7606 C.P.No.8404) has been appointed as Scrutinizer to scrutinize the e-voting process and voting at the e-AGM in a fair and transparent manner.
25. The results of e-voting along with Scrutinizers' report shall be placed on the Company's website at <https://www.thelalit.com> with two days from the conclusion of the AGM. 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. November 28, 2020.

## Procedure for Inspection of Documents

26. Documents for inspection will be available electronically, without any fee, from the date of circulation of the Notice of AGM up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [bhlshare@thelalit.com](mailto:bhlshare@thelalit.com) stating their DP ID-CL ID or Folio Nos.

## Dividend related Information

27. Pursuant to the provisions of Section 124 of the Companies Act, 2013 unpaid/unclaimed dividends up to the financial year 2011-12 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") set up by Government of India. The unpaid/unclaimed dividend for the financial year 2012-13 is being transferred to IEPF.
28. Section 124(6) of the Companies Act, 2013 provides that all shares in respect of which the dividend of last 7 consecutive years has not been claimed, shall also be transferred to the DEMAT Account of IEPF. Hence the members may note that the shares in respect of unpaid/unclaimed Dividend for the financial years 2012-2013 to 2018-2019 is being transferred to the IEPF. List of Members whose shares and dividends has already been transferred to IEPF and unpaid dividend for the financial year 2013-14 to 2018-19 are posted on the website of the Company i.e. <https://www.thelalit.com>. at Investors Relations section. Those members who have not so far, encashed the dividend warrants may claim or approach the Company or RTA of the company.
29. The Members whose dividend or the shares are transferred to IEPF can now claim their shares from the authority by following the procedure given on its website i.e. <http://www.iepf.gov.in/IEPF/refund.html>.
30. To avert risks associated with physical shares, all Members holding physical shares are requested to convert their holdings to dematerialized form. Members can contact RTA at **KFin Technologies Private Limited, 305, New Delhi House, 27, Barakhamba Road, New Delhi-110 001 (India)**, Email [ID-einward.ris@kfintech.com](mailto:ID-einward.ris@kfintech.com) for any assistance required in this regard.
31. Members holding shares in physical form in more than one folio are requested to send to the Company or RTA the details of such folios along with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

## ANNEXURE TO THE NOTICE FOR THE 39<sup>th</sup> ANNUAL GENERAL MEETING (AGM) OF BHARAT HOTELS LIMITED

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

The following Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice for convening the 39<sup>th</sup> Annual General Meeting of the Company.

## **SPECIAL RESOLUTION UNDER ITEM NO. 4**

The present term of Dr. Jyotsna Suri as Chairperson & Managing Director of the Company expired on 15<sup>th</sup> October, 2020.

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee has unanimously approved the re-appointment of Dr. Jyotsna Suri as Chairperson & Managing Director of the Company with effect from 16<sup>th</sup> October, 2020 for a further period of 3 (three) years, including payment of remuneration, subject to the approval of the shareholders of the Company.

Dr. Jyotsna Suri is also Managing Director of Lalit Great Eastern Kolkata Hotel Limited (formerly known as "Apollo Zipper India Limited"), a subsidiary of the Company. She is not drawing any remuneration from the said subsidiary except sitting fees for attending the meetings of the Board of Directors of the said Company.

Dr. Jyotsna Suri has been associated with the Company since the year 1989, as the Joint Managing Director. She was appointed as Chairperson & Managing Director in the year 2006. She has been instrumental in formulation of long-term vision and strategy of the Company. She is also known for her vociferous promotion of Indian tourism – both nationally and internationally.

Shareholder's approval is required for the re-appointment of Dr. Jyotsna Suri as Chairperson & Managing Director of the Company and payment of remuneration as set out in the accompanying resolution.

The above may be treated as an abstract of the terms of appointment and Memorandum of concern or interest, pursuant to Section 190 of the Companies Act, 2013.

None of the Directors except Dr. Jyotsna Suri herself, Mr. Ramesh Suri, Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri being relatives of Dr. Jyotsna Suri and Key Managerial Personnel of the Company may be considered as concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolution set forth in Item No. 4 for approval of the Shareholders.

## **SPECIAL RESOLUTION UNDER ITEM NOS. 5, 6 & 7**

Members may kindly note that the present terms of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri as Executive Directors of the Company expired on 25<sup>th</sup> August, 2020.

Taking into consideration the prevalent norms in the industry, qualifications, experience and the significant contributions made by Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri as Executive Directors of the Company with effect from 26<sup>th</sup> August, 2020 for a further period of 3 (three) years, including payment of remuneration subject to the approval of the shareholders of the Company.

Shareholder's approval is required for the re-appointment of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri as Executive Directors of the Company and payment of remuneration as set out in the accompanying resolutions.

The above may be treated as an abstract of the terms of appointment and Memorandum of concern or interest, pursuant to Section 190 of the Companies Act, 2013.



None of the Directors except Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, themselves and Mr. Ramesh Suri and Dr. Jyotsna Suri being relative and Key Managerial Personnel of the Company; may be considered as concerned or interested, financially or otherwise in these resolutions.

The Board recommends the resolutions set out at item nos. 5, 6 and 7 of the notice for your approval as Special Resolutions.

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

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

Date : October 20, 2020  
Place : New Delhi

**B. THE STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER PROVISION (IV) OF PARA (B) OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013, TO THE EXTENT APPLICABLE, GIVEN HEREUNDER:**

**I. GENERAL INFORMATION:**

|      |                                                                                                                                                            |                                                                                          |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| i.   | <b>Nature of Industry</b>                                                                                                                                  | The Company is primarily in the business of hospitality.                                 |
| ii.  | <b>Date or expected date of commencement of commercial production</b>                                                                                      | Not Applicable                                                                           |
| iii. | <b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b> | Not Applicable                                                                           |
| iv.  | <b>Financial performance:</b>                                                                                                                              | Based on the Audited financial results for the year ended 31 <sup>st</sup> March, 2020:- |
|      | <b>Particulars</b>                                                                                                                                         | <b>(Amount Rs. in Lakhs)</b>                                                             |
| a.   | Turnover & Other Income                                                                                                                                    | 62,521.19                                                                                |
| b.   | Profit before Interest, Tax, Depreciation and amortisation (EBITDA)                                                                                        | 18,832.08                                                                                |
| c.   | Net Profit/(Loss)                                                                                                                                          | (6,635.99)                                                                               |
| d.   | Net Comprehensive Income, net of tax                                                                                                                       | (6,592.95)                                                                               |
| v.   | <b>Foreign investments or collaborators, if any</b>                                                                                                        | At present, there are no foreign investments or any collaboration abroad.                |





## II. INFORMATION ABOUT THE APPOINTEE(S):

### i). BACKGROUND DETAILS:

| Name                   | Dr. Jyotsna Suri                                                                                                                                          | Ms. Divya Suri Singh                                                                                                                                                                                                              | Ms. Deeksha Suri                                                                                                                                                                                                                                                                   | Mr. Keshav Suri                                                                                                                                                                                                                                                    |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Designation</b>     | Chairperson & Managing Director                                                                                                                           | Executive Director                                                                                                                                                                                                                | Executive Director                                                                                                                                                                                                                                                                 | Executive Director                                                                                                                                                                                                                                                 |
| <b>Education</b>       | Graduated in English honours from Miranda House College, Delhi University.                                                                                | Master in Law from Kings College London                                                                                                                                                                                           | B.Com (H) from Delhi University and Post Graduate Diploma in Business Studies from London School of Economics.                                                                                                                                                                     | Graduated in Law and Business from the University of Warwick. Master's Degree in International Management from Kings College, London followed by an LLM Degree from School of African & Oriental Studies (SAOS), London.                                           |
| <b>Past Experience</b> | Associated with the Company as Joint Managing Director since the year 1989. Appointed as Chairperson & Managing Director of the Company in the year 2006. | Practiced as Corporate lawyer for 8 years in Delhi High Court and Supreme Court.<br><br>Associated with the Company as Legal Advisor since the year 2001.<br><br>Appointed as Executive Director of the Company in the year 2009. | Appointed as Executive Director of the Company in the year 2009. Spearheads the key verticals of Sales & Revenue Optimisation, Human Relations, People Management and Learning & Development for the Group. Apart from this, also heads the Internal Audit functions of the Group. | Appointed as Executive Director of the Company in the year 2009. Involved in developing strategies for expansion at The Lalit Suri Hospitality Group. Specifically spearheads the chain's Operation, Food & Beverage, Quality Management, and Marketing divisions. |

### ii). PAST REMUNERATION DURING THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020:

| Name                | Dr. Jyotsna Suri | Ms. Divya Suri Singh | Ms. Deeksha Suri | Mr. Keshav Suri |
|---------------------|------------------|----------------------|------------------|-----------------|
| Annual Remuneration | Rs.77.00 lakh    | Rs.66.00 lakh        | Rs.66.00 lakh    | Rs.66.00 lakh   |

## iii). RECOGNITION OR AWARDS:

### a). Dr Jyotsna Suri

Dr Suri holds various portfolios with Industry Associations – Past President FICCI; Chairperson FICCI Tourism Committee; Chairperson, Creative Industries Committee, FICCI; Executive Member of HAI; Council Member of World Travel & Tourism Council, India Initiative; Member of Board of Governors for National Council for Hotel Management and Catering Technology and Member of Board of Governors of Indian Institute of Corporate Affairs.

She has been recipient of over 30 National and International awards and recognitions nationally and internationally. She was conferred the Order of the Rising Sun, Gold and Silver Star by the Government of Japan in 2019; listed amongst the 50 Most Powerful Women in Business by Fortune India in 2019; listed amongst 100 UK India Most Influential in UK-India Relations by India Inc. in London in 2018 & 2019; declared most Influential Woman of India by Business World in 2019 and Most Powerful Women in Indian Business by Business Today in 2015 & 2018. She was listed amongst the Top 50 Powerful Women in India by Harper's Bazaar in 2018.

### b). Ms. Divya Suri Singh

Listed amongst the 'Blackbook Top 50 – Indian Luxury's Most Powerful Women' in 2017, Member of Young Presidents' Organisation.

### c). Ms. Deeksha Suri

Best Woman Leader of the Year in Hospitality Sector by ASSOCHAM India in November, 2019, GQ 50 Most Influential Young Indians Award in November, 2019, Listed amongst the 'Blackbook Top 50 – Indian Luxury's Most Powerful Women' in 2017.

### d). Mr. Keshav Suri

Won several international awards and honours such as Attitude Pride Award and LGBT+ Future Role Model by Yahoo Finance Outstanding and about 15 national honours including Change Maker by Hindu Businessline, Culture Icon of NewHood by Mens XP and Agent of Social Change by GQ and Tycoons of Tomorrow by Forbes India, to name a few.

## iv). JOB PROFILE AND THEIR SUITABILITY:

Dr. Jyotsna Suri has been associated with the Company as Joint Managing Director since the year 1989. She was appointed as Chairperson & Managing Director of the company in the year 2006. She has been entrusted with substantial power of the management of the company. On November 19, 2008 she charted a path breaking and highly successful brand change for the company. Today, under The Lalit Suri Hospitality Group, all its luxury hotels are operated under 'THE LaLiT' banner.

The challenging business environment requires review of all operations, monitoring and decision making on day to day basis besides strategic guidance and advice on ongoing basis for modernization, technological up gradation and expansion activities in which the company would be immensely benefited by her matured and timely advice.

Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri are Executive Directors of the Company since 2009. They are responsible for the operations and the affairs of the Company. Taking into consideration qualifications and expertise Directors in relevant fields, the Executive Directors are very much suited to their assigned to them by the Board of Directors.

## v). REMUNERATION PROPOSED:

As specified in the respective Resolution.



vi) **COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON**

(IN CASE OF EXPATRIATES THE RELEVANT DETAILS WOULD BE WITH RESPECT TO THE COUNTRY OF HIS ORIGIN):

Taking into consideration the size of the Company, the profile of Chairperson & Managing Directors and all Executive Directors, the responsibilities shouldered by them and the industry benchmarks, the remuneration proposed to be paid is in line with the remuneration packages paid to similar senior level counterpart(s) in other companies.

vii) **PECUNIARY RELATIONSHIP(S) DIRECTLY OR INDIRECTLY WITH THE COMPANY, OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY:**

Besides the remuneration proposed to be paid to all, the Chairperson & Managing Director and Executive Directors, their pecuniary relationship with the Company have been mentioned in note 51 forming part of the financial statement for the year ended as on 31<sup>st</sup> March, 2020 under the head Related Party Transactions.

Dr. Jyotsna Suri is related to Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri being their mother. Mr. Ramesh Suri the non-executive Director of the Company is the paternal uncle of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri.

Dr. Jyotsna Suri, Chairperson & Managing Director, Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, Executive Directors of the Company also hold equity shares of the Company.

III. **OTHER INFORMATION:**

(i) **Reasons of loss or inadequate profits:**

The Company has been earning profits from operations. However there was a drop in turnover and profitability of the Company due to Corona pandemic. The Company has started witnessing cancellations and drop in business since January 2020. The hospitality industry has been the worst hit from the pandemic. In addition, stiff market conditions and competitions may also impact the business of the hotels of the Company. As such, the remuneration to the Managing Director and Executive Directors is sought to be fixed also under Schedule V to the Companies Act, 2013.

(ii) **Steps taken or proposed to be taken for improvement:**

The management is taking all relevant steps to ensure that business picks up in the post lock down. That the inadequacy of profits is mainly on account of increased interest cost, and expenses owing to the development and construction activities of the Company in past few years. However, the Company is working towards restructuring of loans/ borrowed funds in order to reduce its interest burden and increase its business.

(iii) **Expected increase in productivity and profits in measurable terms:** Not Applicable

(iv) **Disclosures:**

The information and disclosures of the remuneration package of the managerial personnel have been duly mentioned in the Annual Report under in note 51 of the notes forming part of the financial statement for the year ended as on 31<sup>st</sup> March, 2020.

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

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

Date : October 20, 2020  
Place : New Delhi

## C. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

|                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                        |
|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name</b>                     | <b>Dr. Jyotsna Suri</b><br>(DIN:00004603)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>Mr. Ramesh Suri</b><br>(DIN:00176488)                                                                                                                                                                                                     | <b>Ms. Divya Suri Singh</b><br>(DIN:00004559)                                                                                                                                                                                                                                                                          |
| <b>Designation</b>              | Chairperson & Managing Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Non-Executive Director                                                                                                                                                                                                                       | Executive Director                                                                                                                                                                                                                                                                                                     |
| <b>Age</b>                      | 67 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 80 years                                                                                                                                                                                                                                     | 46 years                                                                                                                                                                                                                                                                                                               |
| <b>Qualification</b>            | Graduated in English honours from Miranda House College, Delhi University.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Bachelor's Degree in Science from Punjab University                                                                                                                                                                                          | 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.                                                                                                                                                                           |
| <b>Date of appointment</b>      | November 2, 1989                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | January 22, 1981                                                                                                                                                                                                                             | August 26, 2009                                                                                                                                                                                                                                                                                                        |
| <b>Experience and Expertise</b> | <p>Dr. Jyotsna Suri is associated with the Company as Joint Managing Director since the year 1989. Appointed as Chairperson &amp; Managing Director of the Company in the year 2006.</p> <p>She holds various portfolios with Industry Associations – Past President FICCI; Chairperson FICCI Tourism Committee; Chairperson, Creative Industries Committee, FICCI; Executive Member of HAL; Council Member of World Travel &amp; Tourism Council, India Initiative; Member of Board of Governors for National Council for Hotel Management and Catering Technology and Member of Board of Governors of Indian Institute of Corporate Affairs.</p> | <p>Mr. Ramesh Suri is the Director of the Company since January 22, 1981. He was awarded the Corporate Excellence Award 2005 for 'Best Industrialist of the Year' by the Foundation of Indian Industry &amp; Economists in January 2006.</p> | <p>Practiced as Corporate lawyer for 8 years in Delhi High Court and Supreme Court. Associated with the Company as Legal Advisor since the year 2001.</p> <p>Appointed as Executive Director of the Company in the year 2009.</p> <p>She was the Chairperson of the Young FICCI Ladies Organization in 2012- 2013.</p> |

|                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>Directorship and Committee memberships held in other companies</b></p> | <p><b>Directorship</b></p> <ul style="list-style-type: none"> <li>• Deeksha Holding Limited</li> <li>• Rohan Motors Limited</li> <li>• Responsible Holding Private Limited</li> <li>• Prima Telecom Limited</li> <li>• Jyoti Limited</li> <li>• Lalit Great Eastern Kolkata Hotel Limited</li> <li>• Prima Realtors Private Limited</li> <li>• Prima Hospitality Private Limited</li> <li>• Jyotsna Holding Private Limited</li> <li>• Special Protection Services Private Limited</li> <li>• Subros Limited</li> <li>• Bharat Hotels Aviation Private Limited</li> <li>• Cavern Hotels &amp; Resort FZCO</li> </ul> <p><b>Committee(s) Membership:</b></p> <ol style="list-style-type: none"> <li>1. <b>Bharat Hotels Limited</b> <ul style="list-style-type: none"> <li>➤ Management Committee</li> <li>➤ Stakeholders Relationship Committee</li> <li>➤ Corporate Social Responsibility Committee</li> <li>➤ IPO Committee</li> </ul> </li> <li>2. <b>Lalit Great Eastern Kolkata Hotel Limited</b> <ul style="list-style-type: none"> <li>➤ Investment Committee</li> </ul> </li> </ol> | <p><b>Directorship</b></p> <ul style="list-style-type: none"> <li>• Subros Limited</li> <li>• Global Autotech Limited</li> <li>• Globalydk Electric Private Limited</li> <li>• Lalit Great Eastern Kolkata Hotel Limited</li> <li>• Deeksha Holding Limited</li> <li>• Jyotsna Holding Private Limited</li> <li>• R.R. Holdings Private Limited</li> <li>• Hemkunt Service Station Private Limited</li> <li>• S.H.S. Transport Private Limited</li> <li>• Rohan Motors Limited</li> <li>• Fibcom India Limited</li> <li>• Mercantile Capitals and Financial Services Private Limited</li> <li>• Prima Telecom Limited</li> <li>• Tempo Automobiles Private Limited</li> </ul> <p><b>Committee(s) Membership:</b></p> <ol style="list-style-type: none"> <li>1. <b>Bharat Hotels Limited</b> <ul style="list-style-type: none"> <li>➤ Stakeholders Relationship Committee</li> </ul> </li> <li>2. <b>Subros Limited</b> <ul style="list-style-type: none"> <li>➤ Stakeholders Relationship Committee</li> <li>➤ Corporate Social Responsibility Committee</li> <li>➤ Debenture Committee</li> <li>➤ Allotment Committee</li> </ul> </li> <li>3. <b>Global Autotech Limited</b> <ul style="list-style-type: none"> <li>➤ Audit Committee</li> <li>➤ Nomination &amp; Remuneration Committee</li> <li>➤ Corporate Social Responsibility Committee</li> </ul> </li> </ol> | <p><b>Directorship</b></p> <ul style="list-style-type: none"> <li>• Deeksha Holding Limited</li> <li>• Deeksha Human Resource Initiatives Limited</li> <li>• Jyoti Limited</li> <li>• Global Autotech Limited</li> <li>• Jyotsna Holding Private Limited</li> <li>• Premium Exports Limited</li> <li>• Mangar Hotels &amp; Resorts Limited</li> <li>• Premium Farm Fresh Produce Limited</li> <li>• Prima Hospitality Private Limited</li> <li>• Prima Realtors Private Limited</li> <li>• Bharat Hotels Aviation Private Limited</li> <li>• PCL Hotels Limited</li> <li>• Responsible Holding Private Limited</li> <li>• Special Protection Services Private Limited</li> </ul> <p><b>Committee(s) Membership:</b></p> <ol style="list-style-type: none"> <li>1. <b>Bharat Hotels Limited</b> <ul style="list-style-type: none"> <li>➤ Management Committee</li> <li>➤ Stakeholders Relationship Committee</li> <li>➤ Corporate Social Responsibility Committee</li> <li>➤ IPO Committee</li> </ul> </li> <li>2. <b>Premium Farm Fresh produce Limited</b> <ul style="list-style-type: none"> <li>➤ Audit Committee</li> <li>➤ Nomination &amp; Remuneration Committee</li> </ul> </li> <li>3. <b>PCL Hotels Limited</b> <ul style="list-style-type: none"> <li>➤ Audit Committee</li> <li>➤ Nomination &amp; Remuneration Committee</li> </ul> </li> </ol> |
|------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

# Bharat Hotels Limited

|                                                                                |                                                                                                                                         |                                                                                                                                                                                                               |                                                                                                                                                                                                                                        |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Inter-se relationships between Directors &amp; Key Managerial Personnel</b> | Sister in law of Mr. Ramesh Suri, Director of the Company.<br><br>Mother of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri. | Brother in law of Dr. Jyotsna Suri, Chairperson and Managing Director of the Company.<br><br>Paternal uncle of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, Executive Directors of the Company | Daughter of Dr. Jyotsna Suri, Chairperson and Managing Director of the Company.<br><br>Sister of Ms. Deeksha Suri and Mr. Keshav Suri, Executive Directors and<br><br>Niece of Mr. Ramesh Suri, Non-Executive Director of the Company. |
| <b>Shareholding in the Company as on 31<sup>st</sup> March, 2020</b>           | 72,55,935 Equity Shares                                                                                                                 | 13,79,997 Equity Shares                                                                                                                                                                                       | 1 Equity Share                                                                                                                                                                                                                         |
| <b>Number of Board Meetings attended during the last year (2019-20)</b>        | 4                                                                                                                                       | 4                                                                                                                                                                                                             | 4                                                                                                                                                                                                                                      |
| <b>Details of remuneration last drawn</b>                                      | Rs.77.00 Lakh Per Annum                                                                                                                 | NIL (Only sitting fees paid for attending meetings of the Board and Committee of the Board)                                                                                                                   | Rs.66.00 Lakh Per Annum                                                                                                                                                                                                                |
| <b>Terms and conditions including remuneration sought to be paid</b>           | In accordance with the terms and conditions of Resolution No.4 above.                                                                   | Not Applicable                                                                                                                                                                                                | In accordance with the terms and conditions of Resolution No.5 above.                                                                                                                                                                  |

|                            |                                                                                                                |                                                                                                                                                                                                                          |
|----------------------------|----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name</b>                | <b>Ms. Deeksha Suri<br/>(DIN:00005367)</b>                                                                     | <b>Mr. Keshav Suri<br/>(DIN:00005370)</b>                                                                                                                                                                                |
| <b>Designation</b>         | Executive Director                                                                                             | Executive Director                                                                                                                                                                                                       |
| <b>Age</b>                 | 40 Years                                                                                                       | 35 Years                                                                                                                                                                                                                 |
| <b>Qualification</b>       | B.Com (H) from Delhi University and Post Graduate Diploma in Business Studies from London School of Economics. | Graduated in Law and Business from the University of Warwick. Master's Degree in International Management from Kings College, London followed by an LLM Degree from School of African & Oriental Studies (SAOS), London. |
| <b>Date of appointment</b> | August 26, 2009                                                                                                | August 26, 2009                                                                                                                                                                                                          |



|                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>Experience and Expertise</b></p>                                                | <p>Ms. Deeksha Suri has been appointed as Executive Director of the Company in the year 2009. Spearheads the key verticals of Sales &amp; Revenue Optimisation, Human Relations, People Management and Learning &amp; Development for the Group. Apart from this, also heads the Internal Audit functions of the Group.</p> <p>She was included in the 'Power Rangers', a list of the 25 most influential women professionals in India, by India Today in 2012.</p>                                                                                                                                                                                                 | <p>Mr. Keshav Suri has been appointed as Executive Director of the Company in the year 2009. Involved in developing strategies for expansion at The Lalit Suri Hospitality Group. Specifically spearheads the chain's Operation, Food &amp; Beverage, Quality Management, and Marketing divisions.</p> <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <p><b>Directorship and Committee memberships held in other companies</b></p>          | <p><b>Directorship</b></p> <ul style="list-style-type: none"> <li>• Deeksha Holding Limited</li> <li>• Deeksha Human Resource Initiatives Limited</li> <li>• Jyotsna Holding Private Limited</li> <li>• Mangar Hotels &amp; Resorts Limited</li> <li>• Premium Exports Limited</li> <li>• Premium Farm Fresh Produce Limited</li> <li>• Prima Telecom Limited</li> <li>• PCL Hotels Limited</li> <li>• Responsible Holding Private Limited</li> <li>• Special Protection Services Private Limited</li> </ul> <p><b>Committee(s) Membership:</b></p> <p><b>1. Bharat Hotels Limited</b></p> <ul style="list-style-type: none"> <li>➤ Management Committee</li> </ul> | <p><b>Directorship</b></p> <ul style="list-style-type: none"> <li>• Lalit Great Eastern Kolkata Hotel Limited</li> <li>• Deeksha Holding Limited</li> <li>• Deeksha Human Resource Initiatives Limited</li> <li>• Jyotsna Holding Private Limited</li> <li>• KronoKare Cosmetics Private Limited</li> <li>• Mangar Hotels &amp; Resorts Limited</li> <li>• Premium Exports Limited</li> <li>• PCL Hotels Limited</li> <li>• Responsible Holding Private Limited</li> <li>• Special Protection Services Private Limited</li> </ul> <p><b>Committee(s) Membership:</b></p> <p><b>1. Bharat Hotels Limited</b></p> <ul style="list-style-type: none"> <li>➤ Management Committee</li> <li>➤ Audit Committee</li> <li>➤ IPO Committee</li> </ul> <p><b>2. Lalit Great Eastern Kolkata Hotel Limited</b></p> <ul style="list-style-type: none"> <li>➤ Audit Committee</li> <li>➤ Nomination and Remuneration Committee</li> </ul> |
| <p><b>Inter-se relationships between Directors &amp; Key Managerial Personnel</b></p> | <p>Daughter of Dr. Jyotsna Suri, Chairperson and Managing Director of the Company.</p> <p>Sister of Ms. Divya Suri Singh and Mr. Keshav Suri, Executive Directors and Niece of Mr. Ramesh Suri, Non-Executive Director of the Company</p>                                                                                                                                                                                                                                                                                                                                                                                                                           | <p>Son of Dr. Jyotsna Suri, Chairperson and Managing Director of the Company.</p> <p>Brother of Ms. Divya Suri Singh and Ms. Deeksha Suri, Executive Directors and Nephew of Mr. Ramesh Suri, Non-Executive Director of the Company</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

## *Bharat Hotels Limited*

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|------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------|
| Shareholding in the Company as on 31 <sup>st</sup> March, 2020   | 1 Equity Share                                                        | 3,880,596 Equity Shares                                               |
| Number of Board Meetings attended during the last year (2019-20) | 4                                                                     | 4                                                                     |
| Details of remuneration last drawn                               | Rs.66.00 Lakh Per Annum                                               | Rs.66.00 Lakh Per Annum                                               |
| Terms and conditions including remuneration sought to be paid    | In accordance with the terms and conditions of Resolution No.6 above. | In accordance with the terms and conditions of Resolution No.7 above. |

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

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

Date : October 20, 2020  
Place : New Delhi