



BHARAT HOTELS LIMITED

(CIN: U74899DL1981PLC011274)

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

Tel.: 91-11-4444 7777, Email:corporate@thelalit.com, Website: www.thelalit.com

NOTICE OF THE 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting ('AGM') of the Members of **Bharat Hotels Limited** will be held on **Wednesday, December 22, 2021 at 11:30 A.M.** through Video Conferencing ('VC') facility to transact following:

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, 2021, including the Audited Balance Sheet as at March 31, 2021 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, 2021, including the Consolidated Audited Balance Sheet as at March 31, 2021 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 Ms. Deeksha Suri (DIN:00005367), who retires by rotation as Executive Director of the Company

To appoint a Director in place of Ms. Deeksha Suri (DIN: 00005367) who retires by rotation and, being eligible, offers herself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modification(s), 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. Deeksha Suri (DIN: 00005367) as Executive Director liable to retire by rotation."

SPECIAL BUSINESS

3. Appointment of Dr. Mohmmad Yousuf Khan (DIN: 00570339) as Non-Executive, Non-Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactments thereof), and provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment and regularization of Dr. Mohmmad Yousuf Khan (DIN: 00570339) as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation with effect from September 27, 2021.

RESOLVED FURTHER THAT Dr. Jyotsna Suri, Chairperson & Managing Director, Mr. Gopal Jagwan, Chief Financial Officer or Mr. Himanshu Pandey, Company Secretary & Head Legal of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, proper or desirable for the purpose of giving effect to this resolution."

4. Approval of Loans, Guarantee or Security under Section 185 of the Companies Act, 2013

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

Bharat Hotels Limited

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013, including any statutory modification, amendment thereof, read with relevant rules framed thereunder and subject to approval, consents, sanction and permissions as may be necessary, approval of members of the Company be and is hereby accorded to the Company to give any loan, including any loan represented by book debts or give guarantee or provide any security in connection with any amount taken or to be taken by the entities covered under the provisions of Section 185(2) of the Companies Act, 2013 in whom any of the Director(s) of the Company are either directly or indirectly interested, up to an amount not exceeding in aggregate Rs. 1200 Crores (Rupees One Thousand Two Hundred Crores Only) including existing loans guarantees and securities; as may be decided by Board of Directors from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to finalize, approve, decide, vary, modify or agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient including to delegate or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise and to do all things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

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

Date: October 08, 2021
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 no. 3 & 4 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; circular no.17/2020 dated April 13, 2020 and circular no. 02/2021 dated January 13, 2021 (collectively known as "MCA Circulars") permitted companies to hold their Annual General Meeting through VC for the calendar year 2021 without physical presence of Members at a common place. In accordance with the MCA circulars and Companies Act, 2013, the 40th AGM of the Company shall be conducted through VC.
3. KFin Technologies Private Limited ('KFin Technologies') will provide the facility for voting through remote e-voting, participation in the AGM through VC facility and e-voting during AGM. The instructions for participating in the meeting and voting are given in the subsequent paragraphs.
4. 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 as stated in subsequent paragraphs, should treat the Notice for information purpose only.
5. 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.
6. Since the AGM is being held through VC, 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.
7. 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 or einward.ris@kfintech.com.
8. At the 36th AGM held on August 23, 2017, the Members had approved appointment of Walker Chandio & 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 41st 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 Email

9. In compliance with the MCA Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are duly registered with the Company or Depository Participant(s) or RTA of the Company.
10. The Notice of the AGM along with the Annual Report 2020-21 has also been uploaded on the website of the Company at <https://www.thelalit.com> in its Investor Relations section and the website of KFin Technologies Private Limited (RTA) at their website address <https://evoting.kfintech.com>.
11. 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.
12. In order to receive Notice of e-AGM and Annual Report, Members may temporarily get their email address and mobile number provided with KFin Technologies, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Alternatively Members may send e-mail request at the email

id einward.ris@kfintech.com and bhshare@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

13. The Members may attend the AGM through VC 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 will be available in shareholder/members login where AGM event of Bharat Hotels Limited will be displayed.
14. Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. The facility of participation at the AGM through VC 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

16. 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 bhshare@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.
17. 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.

Procedure for Remote E-voting - Before AGM

18. The e-voting facility is available from 9.00 a.m. on Saturday, December 18, 2021 to 5.00 p.m. on Tuesday, December 21, 2021. Members of the Company holding shares either in physical form or in dematerialised (Demat) form as on the **cut-off date Wednesday, December 15, 2021** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFin Technologies thereafter.
19. The Members can exercise their right to vote through e-voting by following instructions herein below:

A. Login method for Individual shareholders holding securities in demat mode:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none">i. URL: https://eservices.nsdl.comii. Click on the "Beneficial Owner" icon under 'IDeAS' section.iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none">i. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.comii. Click on New System Myeasiiii. Login with user id and password.iv. Option will be made available to reach e-Voting page without any further authentication.v. Click on e-Voting service provider name to cast your vote.



NSDL	CDSL
<p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com ii. Select “Register Online for IDeAS” iii. Proceed with completing the required fields. <p>3. User not registered for IDeAS e-Services can also access the direct link as given below:-</p> <ul style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Proceed with completing the required fields. <p>4. By visiting the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i. URL: https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. v. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ul style="list-style-type: none"> i. URL: www.cdslindia.com ii. Provide demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) can login through their Demat Accounts/ Website of Depository Participant.</p> <ul style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. II. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider name (‘KFin Technologies’) and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period without any authentication. <p>Important note:</p> <p>Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.</p> <p>Help for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL</p>	
NSDL	CDSL
<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.</p>

B. Login method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and for shareholders holding security in physical mode:

- a) If you are already registered with 'KFin Technologies' 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.
- b) 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.
- c) 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.
- d) 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, members 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.
- e) 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 Technologies' 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.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- f) Member may call on KFin Technologies Phone No.: +91 040-6716 2222, Toll-free No.: 1800 309 4001 (from 9:00 a.m. to 6:00 p.m.) or send an e-mail request to evoting@kfintech.com.
- g) 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.kfintech.com> or contact RTA Phone No.: +91 040-6716 2222, Toll-free No.: 1800 309 4001, E-mail: evoting@kfintech.com. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

Procedure for Remote E-voting for all shareholders - During AGM

20. The Members can join the AGM in the VC 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 and have not casted their vote through remote e-voting shall be eligible to vote through e-voting system during the AGM.
21. 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.



22. 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

23. 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.
24. The results of e-voting along with Scrutinizers' report shall be placed on the Company's website at <https://www.thelalit.com> within 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. December 22, 2021.

Procedure for Inspection of Documents

25. 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 stating their DP ID-CL ID or Folio Nos.

Dividend related Information

26. Pursuant to the provisions of Section 124 of the Companies Act, 2013 unpaid/unclaimed dividends up to the financial year 2012-13 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 2013-14 is being transferred to IEPF.
27. 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 which was remitted in the last six consecutive years for the financial years 2013-14 to 2018-2019 are 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 2014-15 to 2018-19 are posted on the website of the Company i.e. <https://www.thelalit.com> at Investor Relations section. Those members who have not so far, encashed the dividend warrants may claim or approach the Company or RTA of the Company.
28. The Members whose dividend or the shares are transferred to IEPF can now claim their shares from the IEPF Authority by following the procedure given on its website i.e. <http://www.iepf.gov.in/IEPF/refund.html>.
29. 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 for any assistance required in this regard.
30. 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.
31. As per the provisions of Section 72 of the Companies Act, 2013, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the prescribed Form No. SH-13. Members are requested to submit these details to the Depository Participant in case the shares are held by them in electronic form, and to the Company/RTA, in case the shares are held in physical form.

ANNEXURE TO THE NOTICE FOR THE 40TH 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 40th AGM of the Company.

ITEM NO. 3

Dr. Mohmmad Yousuf Khan is a veteran in the field of finance, banking and accounting with skill sets that immensely aid in the overall effectiveness of the Board.

The tenure of Dr. Khan as Independent Director of the Company for second consecutive term has expired on 26th September, 2021. To enable his continued strategic guidance and independent oversight as member of the Board and its Committees; it is proposed to consider the transitioning of Dr. Khan as Non-Executive Non-Independent Director of the Company, subject to applicable provisions of the Companies Act, 2013 and approval of the Members of the Company.

Considering the schedule of the AGM being convened after the expiry of term of office of Dr. Khan, the Nomination & Remuneration Committee of the Company has recommended his appointment as Additional Director of the Company with effect from 27th September, 2021 and subsequently as Non-Executive Non-Independent Director with Members' approval in the AGM.

The appointment of Dr. Khan as Additional Director has accordingly been approved by circulation by the Directors on 25th September, 2021. The Board of Directors in its meeting held on 8th October, 2021 has also approved and recommended the appointment of Dr. Khan as Non-Executive Non-Independent Director of the Company for Members' approval in the AGM as per the provisions of Section 161 and 152 of the Companies Act, 2013.

Members' approval is therefore, required for the appointment of Dr. Khan as Non-Executive Non Independent Director of the Company, liable to retire by rotation, with effect from the date of this AGM.

None of the Directors or KMPs of the Company, except Dr. Khan, is considered as concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 3 for approval of the Members.

ITEM NO. 4

In terms of the section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company, either directly or indirectly, are interested subject to terms and condition of the section 185 and other applicable provisions and with the approval of the shareholders of the Company by way of Special Resolution.

The Company has to provide financial support, guarantee and security to its subsidiary (ies) / associates ('entities') for their principal business activities. In the current Covid-19 situation and the sluggish market conditions in Hospitality Industry, these borrowing entities require support to tide over the difficult time.

The Board seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act for an aggregate limit not exceeding Rs. 1200 Crores (Rs. One Thousand Two Hundred Crores Only) including existing loans, guarantees and securities subject to the condition that the amounts are used by the borrowing entities for their principal business activities only.

The Board of Directors of the Company shall be authorized to decide the quantum of loan, guarantee or security to respective entity and terms and conditions thereof. The entities covered under the provisions



of Section 185(2) of the Companies Act, 2013 shall include the entities presently registered and the entities registered after the date of this resolution.

Indicative list of such entities at present is as follows:

1. Lalit Great Eastern Kolkata Hotel Limited (Subsidiary)
2. Kujjal Hotels Private Limited (Subsidiary)
3. PCL Hotels Limited (Subsidiary)
4. Jyoti Limited (Subsidiary)
5. The Lalit Suri Educational and Charitable Trust (Associate)

Disclosure in terms of the provisions of Section 185(2) of the Companies Act, 2013:

- a) Particulars of Loan, guarantee or security proposed to be given:
 - i. Loan amount: The Board of Directors of the Company would evaluate proposals and grant loan, guarantee or security, from time to time within overall limit of Rs. 1200 Crores;
 - ii. Interest rate: The interest rate on the loan shall be decided by the Board after carefully evaluation of the proposal. Pursuant to section 186(11) of the Companies Act, 2013 the provisions relating to limits of loan and rate of interest as prescribed under sub-section (2) and (7) respectively thereof are not applicable to the Company being engaged in the business of providing infrastructural facilities (i.e. tourism, including hotels).
 - iii. Tenure: The tenure of the loan shall be decided by the Board after carefully evaluation of the proposal, however in no situation shall be exceeding twenty five years;
 - iv. Security: Secured or unsecured as decided by the Board after carefully evaluation of the proposal;
- b) Permitted utilization: Principal business activities of borrowing entities.

Dr. Jyotsna Suri, Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, Directors of the Company, are considered concerned or interested, in this resolution being common directors or relatives of the Directors in the borrowing entities. None of the Directors or KMPs of the Company, except the abovementioned Directors, is concerned or interested, financially or otherwise in this resolution.

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

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

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

Date: October 08, 2021
Place: New Delhi

Registered Office:
Barakhamba Lane, New Delhi – 110 001

Bharat Hotels Limited

B. DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Name	Ms. Deeksha Suri (DIN: 00005367)
Designation	Executive Director
Age	42 Years
Qualification	Diploma in business studies from The London School of Economics and Political Science
Date of appointment	26.08.2009
Experience and Expertise	Ms. Deeksha Suri has been Director of the Company since August 26, 2009 and is responsible for manpower planning, human resource development and general administration functions of our Company. She has been featured in GQ's list of the 50 Most Influential Young Indians and Best Woman Leader of the year in Hospitality Sector by ASSOCHAM India.
Directorship and Committee memberships held in other companies	Directorship <ul style="list-style-type: none">• Deeksha Holding Limited• Deeksha Human Resource Initiatives Limited• Jyotsna Holding Private Limited• Mangar Hotels & Resorts Limited• Premium Exports Limited• Premium Farm Fresh Produce Limited• PCL Hotels Limited• Responsible Holding Private Limited• Special Protection Services Private Limited Committee(s) Membership: Bharat Hotels Limited <ul style="list-style-type: none">➤ Management Committee
Inter-se relationships between Directors & Key Managerial Personnel	Daughter of Dr. Jyotsna Suri, Chairperson and Managing Director of the Company. Sister of Ms. Divya Suri Singh and Mr. Keshav Suri, Executive Directors.
Shareholding in the Company as on 31st March, 2021	1 (One) Equity Share
Number of Board Meetings attended during the last year (2020-21)	4 (Four)
Details of remuneration last drawn (basis last shareholders' approval)	Rs.93.00 Lakh Per Annum (plus perquisites)
Terms and conditions including remuneration sought to be paid	As per the terms and conditions of re-appointment as Executive Director for a term of 3 years basis Resolution No. 6 as approved by shareholders in the 39 th AGM held on 28 th November, 2020

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

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

Date: October 08, 2021
Place: New Delhi

Registered Office:
Barakhamba Lane, New Delhi – 110 001