



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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s)/ Shareholder(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), General Circulars issued by the Ministry of Corporate Affairs, Government of India and other applicable laws, rules and regulations, the resolutions set out below are proposed to be passed by the Members of Bharat Hotels Limited (“the Company”) by means of Postal Ballot, only by way of e-voting (“e-voting”) process.

The proposed resolutions and explanatory statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder are annexed hereto.

Pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Ravi Sharma, a practicing Company Secretary, as the scrutinizer (“Scrutinizer”) and Ms. Suman Pandey, a practicing Company Secretary, as an alternate scrutinizer, for conducting the postal ballot / e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members are requested to carefully read the instructions mentioned in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on 9th day of July, 2022, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of M/s. KFin Technologies Limited (hereinafter referred “KFin Technologies” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms.

In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members whose email addresses are not registered with their Depository Participant or the Registrar (RTA) to register their e-mail address by following the procedure set out in this Postal Ballot Notice. The postal ballot results will be submitted within two working days from conclusion of the e-voting period.

The Scrutinizer will submit the results of the e-voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer’s Report will also be displayed on the website of the Company at <https://www.thelalit.com/> and of the RTA at <https://evoting.kfintech.com>

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. 9th day of July, 2022.

SPECIAL BUSINESS

Item No. 1: Approval for re-appointment of Mr. Vivek Mehra as Independent Director of the Company

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV to the Act, Mr. Vivek Mehra (DIN: 00101328), who was appointed as an Independent Director of the Company, and holds office up to July 20, 2022 and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 along with the rules frame thereunder and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, to hold office for a second term of five consecutive years commencing from July 21, 2022 till July 20, 2027 not liable to retire by rotation.

RESOLVED FURTHER THAT Dr. Jyotsna Suri, Chairperson & Managing Director 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.”

Item No. 2: Approval for re-appointment of Mr. Dhruv Prakash as Independent Director of the Company

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV to the Act, Mr. Dhruv Prakash (DIN: 05124958), who was appointed as an Independent Director of the Company, and holds office up to July 20, 2022 and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 along with the rules frame thereunder and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, to hold office for a second term of five consecutive years commencing from July 21, 2022 till July 20, 2027 not liable to retire by rotation.

RESOLVED FURTHER THAT Dr. Jyotsna Suri, Chairperson & Managing Director 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.”

Item No. 3: Approval for re-appointment of Ms. Shovana Narayan as Independent Director of the Company

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV to the Act, Ms. Shovana Narayan (DIN: 07957359), who was appointed as an Independent Director of the Company, and holds office up to October 15, 2022 and who is eligible for re-appointment and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 along with the rules frame thereunder and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, to hold office for a second term of five consecutive years commencing from October 16, 2022 till October 15, 2027 not liable to retire by rotation.

RESOLVED FURTHER THAT Dr. Jyotsna Suri, Chairperson & Managing Director 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.”

By order of the Board of Directors
For **Bharat Hotels Limited**

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

Date: 30th May, 2022

Place: New Delhi

Registered Office:

Barakhamba Lane,
New Delhi-110001

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
2. In view of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 , 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as (“MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose names would appear on the Register of Members/List of Beneficial Owners as on June 03, 2022 i.e. ("the cut-off date") and whose e-mail addresses is registered with the Company or depository/depository participants. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid Business Reply Envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting systems only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered.
3. In support of the “Green Initiative” members of the Company are requested to register their e-mail I'd with Company by making a specific request quoting their Folio No./Client ID & DP ID to the Company or to Registrar and Transfer Agent (RTA).
4. Members are requested to kindly mention their DP ID and Client Id number in all their correspondence with the Company's Registrar in order to reply to their queries promptly.
5. Members who have not registered their email addresses, may temporarily submit their email address by clicking on the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

6. It is clarified that for permanent registration of email address, the members are however requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent.
7. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on Friday, June 3, 2022 i.e. "the cut-off date". The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.
8. In Compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice. The e-voting shall commence on Friday, June 10, 2022 at 09.00 A.M. IST and end on Saturday, July 9, 2022 at 5.00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, June 3, 2022 may cast their vote electronically.
9. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/ authority letter/ power attorney, etc.) in favour of their authorised representatives to the Scrutinizer through e-mail to rsmco121@gmail.com or contact@csrsm.com with a copy marked to evoting@kfintech.com
10. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
11. The Scrutinizer will submit his report to the Chairperson or any person duly authorized by him in writing, after completion of scrutiny of postal ballot process. The Chairperson will, or in his absence, any Director duly authorized by the Chairperson, will announce the results of Voting by Postal Ballot within two working days. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results along with Scrutinizer's Report of the Postal Ballot will be displayed at the Registered Office, placed on the Website of the Company i.e. www.thelalit.com and shall also be intimated to KFin Technologies.
12. Members may note that this Postal Ballot Notice will also be available on the website of the Company viz., www.thelalit.com in its Investor Relations section and on the website of RTA at <https://evoting.kfintech.com>
13. All the documents referred to in explanatory statement, will be available for inspection at the

Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of notice through email up to the last date of e-voting i.e., Saturday, July 9, 2022.

14. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:

Company	Registrar & Share Transfer Agent
Mr. Himanshu Pandey, Company Secretary & Head Legal Bharat Hotels Limited, Barakhamba Lane, New Delhi - 110001 Tel no.: 91-11-4444-7777/ 7886 Email id : bhshare@thelalit.com	KFin Technologies Limited, (Unit: Bharat Hotels Limited) Selenium Tower B, Plot 31-32, Gachibowli, Financial, District, Nanakramguda, Hyderabad 500032, Telangana (India) Tel No. 040-6716 1517/ 2222 Email ID- einward.ris@kfintech.com

15. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Explanatory Statement through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper where the Registered Office of the Company is situated.

16. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.

17. The instructions for e-voting are as under:-

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>i. URL: https://eservices.nsdl.com</p> <p>ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>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> <p>2. User not registered for IDeAS e-Services</p> <p>i. To register click on link :</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>i. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with user id and password.</p> <p>iv. Option will be made available to reach e-Voting page without any further authentication.</p> <p>v. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>i. Option to register is available at</p>

<p>https://eservices.nsdl.com</p> <ul style="list-style-type: none"> 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>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <ul style="list-style-type: none"> 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.
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Individual Shareholders (holding securities in demat mode) can login through their Demat Accounts/Website of Depository Participant.

- 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.

Important note:
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.

Help for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

NSDL	CDSL
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	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.

- 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) 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.
 - 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.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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to bhlshare@thelalit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to bhlshare@thelalit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

By order of the Board of Directors
For **Bharat Hotels Limited**

-sd-

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

Date: 30th May, 2022

Place: New Delhi

Registered Office:

Barakhamba Lane, New Delhi-110001

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS 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 Postal Ballot Notice.

Item No. 1

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company.

Mr. Vivek Mehra was appointed as Independent Director of the Company with the approval of shareholders at the AGM held on August 23, 2017 for a term of five years. Accordingly, the tenure of Mr. Vivek Mehra as an Independent Director is due for expire on July 20, 2022.

After taking into account the performance evaluation, during his first term of five years and considering his knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Vivek Mehra during his tenure as an Independent Director since his appointment and upon recommendation of the Nomination and Remuneration Committee in its meeting held on May 30, 2022, the Board in its meeting held on May 30, 2022 and in line with the Company's policy on Director's appointment and remuneration, have approved and recommended to the Members of the Company the re-appointment of Mr. Vivek Mehra as an Independent Director for a second and final term of five years w.e.f. 21st July, 2022 up to 20th July, 2027.

The Company has received requisite consent/declarations for appointment of Mr. Vivek Mehra as an Independent Director as required under the Act and rules made thereunder.

A copy of the draft letter for the re-appointment of Mr. Vivek Mehra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of closure of e-voting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vivek Mehra as an Independent Director.

The Board of Directors recommends the resolution set forth in Item No. 1 relating to the re-appointment of Mr. Vivek Mehra as an Independent Director of the Company, who shall be not liable to retire by rotation, for your approval by way of Special Resolution.

Except Mr. Vivek Mehra, no other Director, Key Managerial Personnel and their relatives is concerned or interested financially or otherwise in the resolutions at Item no. 1 of this Notice.

Item No. 2

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company.

Mr. Dhruv Prakash was appointed as Independent Director of the Company with the approval of shareholders at the AGM held on August 23, 2017 for a term of five years. Accordingly, the tenure of Mr. Dhruv Prakash as an Independent Director is due for expire on July 20, 2022.

After taking into account the performance evaluation, during his first term of five years and considering his knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Dhruv Prakash during his tenure as an Independent Director since his appointment and upon recommendation of the Nomination and Remuneration Committee in its meeting held on May 30, 2022, the Board in its meeting held on May 30, 2022 and in line with the Company's policy on Director's appointment and remuneration have approved and recommended to the Members of the Company the re-appointment of Mr. Dhruv Prakash as an Independent Director for a second and final term of five years w.e.f. 21st July, 2022 up to 20th July, 2027.

The Company has received requisite consent/declarations for appointment of Mr. Dhruv Prakash as an Independent Director as required under the Act and rules made thereunder.

A copy of the draft letter for the re-appointment of Mr. Dhruv Prakash as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of closure of e-voting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Dhruv Prakash as an Independent Director.

The Board of Directors recommends the resolution set forth in Item No. 2 relating to the re-appointment of Mr. Dhruv Prakash as an Independent Director of the Company, who shall be not liable to retire by rotation, for your approval by way of Special Resolution.

Except Mr. Dhruv Prakash, no other Director, Key Managerial Personnel and their relatives is concerned or interested financially or otherwise in the resolutions at Item no. 2 of this Notice.

Item No. 3

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company.

Ms. Shovana Narayan was appointed as Independent Director of the Company with the approval of shareholders at the EGM held on January 8, 2018 for a term of five years. Accordingly, the tenure of Ms. Shovana Narayan as an Independent Director is due for expire on October 15, 2022

After taking into account the performance evaluation, during her first term of five years and considering her knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Ms. Shovana Narayan during her tenure as an Independent Director since her appointment and upon recommendation of the Nomination and Remuneration Committee in its meeting held on May 30, 2022, the Board in its meeting held on May 30, 2022 and in line with the Company's policy on Director's appointment and remuneration, have approved and recommended to the Members of the Company the re-appointment of Ms. Shovana Narayan as an Independent Director for a second and final term of five years w.e.f. 16th October, 2022 up to 15th October, 2027.

The Company has received requisite consent/declarations for appointment of Ms. Shovana Narayan as an Independent Director as required under the Act and rules made thereunder.

A copy of the draft letter for the re-appointment of Ms. Shovana Narayan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of up to the date of closure of e-voting.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Shovana Narayan as an Independent Director.

The Board of Directors recommends the resolution set forth in Item No. 3 relating to the re-appointment of Ms. Shovana Narayan as an Independent Director of the Company, who shall be not liable to retire by rotation, for your approval by way of Special Resolution.

Except Ms. Shovana Narayan, no other Director, Key Managerial Personnel and their relatives is concerned or interested financially or otherwise in the resolutions at Item no. 3 of this Notice.

By order of the Board of Directors
For **Bharat Hotels Limited**

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

Date: 30th May, 2022

Place: New Delhi

Registered Office:

Barakhamba Lane,

New Delhi-110001