



# 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 41<sup>ST</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st Annual General Meeting ('AGM') of the Members of Bharat Hotels Limited will be held on Thursday, December 22, 2022 at 11:00 A.M. through Video Conferencing ('VC')/ other Audio Visual means ("OAVM") facility to transact the 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, 2022, including the Audited Balance Sheet as at March 31, 2022 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, and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, including the Consolidated Audited Balance Sheet as at March 31, 2022 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. Keshav Suri (DIN:00005370), who retires by rotation as Executive Director of the Company

To appoint a Director in place of Mr. Keshav Suri (DIN: 00005370) who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) 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. Keshav Suri (DIN: 00005370) as Executive Director of the Company liable to retire by rotation."

#### 3. Re-Appointment of M/s Walker Chandio & Co. LLP, Chartered Accountants (FRN. 001076N/N500013) as Statutory Auditors 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactments thereof for time being in force therein) as amended from time to time, M/s. Walker Chandio & Co. LLP, Chartered Accountants (FRN: 001076N/N500013) be and is hereby re-appointed as Statutory Auditors of the Company to conduct audit of the books of Accounts of the Company and to hold office from the conclusion of this 41st Annual General Meeting ('AGM') till the conclusion of 46th Annual General Meeting to be held in the year 2027, at a remuneration as may be finalized by the Board of Directors of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors including any Committee thereof be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

### SPECIAL BUSINESS

#### 4. To approve the amendment in Article of Associations of the Company to enable certain actions proposed to be undertaken by the Company

# *Bharat Hotels Limited*

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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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder and other applicable laws (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company the approval of the members of the Company be and is hereby accorded to the amendment of the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the amendments in Articles of Association of the Company annexed as Schedule I to the resolution duly initialed by the Company Secretary for the purposes of identification be and are hereby approved and adopted. The said amendments be and are hereby incorporated in the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** a copy of this resolution may be provided to any person (including any authorised representatives, agents, consultants or officers of such person) under the signatures of any Director or Company Secretary of the Company.”

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

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

Date: 28th November, 2022  
Place: New Delhi

**Registered Office:**  
Barakhamba Lane, New Delhi – 110 001



## NOTES:

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business as 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 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, circular no. 02/2021 dated January 13, 2021, circular no. 19/2021 dated December 8, 2021, circular no. 21/2021 dated December 14, 2021, circular no. 02/2022 dated May 5, 2022 and circular no. 03/2022 dated May 5, 2022 (collectively known as "MCA Circulars") permitted companies to hold their Annual General Meeting through VC/ OAVM on or before 31st December, 2022 for the calendar year 2022 without physical presence of Members at a common place. In accordance with the MCA circulars and Companies Act, 2013, the 41st AGM of the Company shall be conducted through VC/ OAVM.
3. KFin Technologies Limited ('KFin Technologies' or 'RTA') 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 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/ 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.
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](mailto:evoting@kfintech.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
8. At the 36th AGM held on August 23, 2017, the Members had approved appointment of Walker Chandiook & 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 ensuing 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, resolution for re-appointment of said auditor to hold office for a second and final term of five consecutive years from the conclusion of this AGM till the conclusion of the 46th AGM is being proposed 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 2021-22 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 2021-22 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 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 [ris@kfintech.com](mailto: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

13. 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.
14. 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.
15. 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 Chairman 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 [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.
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 Sunday, December 18, 2022 to 5.00 p.m. on Wednesday, December 21, 2022. Members of the Company holding shares either in physical form or in dematerialised (Demat) form as on the cut-off date Thursday, December 15, 2022 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><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>i. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>i. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select "Register Online for IDeAS"</li> <li>iii. Proceed with completing the required fields.</li> </ol>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>i. URL: <a href="https://web.cdslindia.com/myeasinew/Home/Login">https://web.cdslindia.com/myeasinew/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System Myeasi</li> <li>iii. Login with user id and password.</li> <li>iv. Option will be made available to reach e-Voting page without any further authentication.</li> <li>v. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii. Proceed with completing the required fields.</li> </ol>



NSDL	CDSL
<p>3. User not registered for IDeAS e-Services can also access the direct link as given below:-</p> <ol style="list-style-type: none"> <li>i. To register click on link : <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>ii. Proceed with completing the required fields.</li> </ol> <p>4. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> <li>i. URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></li> <li>ii. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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.</li> </ol>	<p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> <li>i. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat Account Number and PAN No.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> 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) 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](mailto: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](mailto: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/ 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 Chairperson 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.
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, 2022.

### **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](mailto: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 2014-15 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") set up by Government of India.
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 five consecutive years for the financial years 2014-15 to 2018-2019 has been transferred to the IEPF. List of Members whose shares and dividends has already been transferred to IEPF and unpaid dividend for the financial year 2015-16 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 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.
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 41ST ANNUAL GENERAL MEETING (AGM) OF BHARAT HOTELS LIMITED

### A. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

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 AGM of the Company.

#### ITEM NO. 4

The Company is raising funds from Financial Institutions, Foreign Portfolio Investors, alternate investment fund, Group companies/entities or otherwise to be used to repay the existing debt of the Company from its Consortium of Lenders.

These funds would be obtained in the form of Debentures (Convertible/ Non-Convertible) or other instrument as may be feasible and will be secured by mortgage/charge over certain identified assets of the Company and pledge over certain percentage of shares held by the Promoters, Promoter Group, Group or Associate Companies.

To create pledge over such shares, the Articles of Association of the Company is required to be amended as per enclosed Schedule I to remove the restrictive covenants with respect to transfer, sale or disposal of the shares. The Board of Directors has through resolution by circulation approved the said amendment in the Articles and recommended such amendment to the shareholders for approval by Special Resolution.

Hence, the Special Resolution at item No. 4 is placed before the members for approval.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

Dr. Jyotsna Suri, Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, Directors of the Company may pledge their shares in the Company, directly or through the Group or Associate companies where they are directors or shareholders.

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

<b>Name</b>	<b>Mr. Keshav Suri (DIN: 00005370)</b>
<b>Designation</b>	Executive Director
<b>Age</b>	37 Years (13.04.1985)
<b>Qualification</b>	<ul style="list-style-type: none"><li>• Graduated in Law and Business from the University of Warwick.</li><li>• Master's Degree in International Management from Kings College, London followed by an LLM Degree from School of African &amp; Oriental Studies (SAOS), London.</li></ul>
<b>Date of appointment</b>	August 26, 2009
<b>Experience and Expertise</b>	Mr. Keshav Suri has been Director of the Company since 2009. He is involved in the developing strategies for expansion at The Lalit Suri Hospitality Group. Specifically he spearheads the chain's Operation, Food & Beverage, Quality Management and Marketing divisions. He has won several international awards and honours such as Attitude Pride Award, LGBT+ Future Role Model in 2019 and Top 100 LGBT+ Executive in 2020 and 2021 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. He has also 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.





<b>Name</b>	<b>Mr. Keshav Suri (DIN: 00005370)</b>
<b>Directorship and Committee memberships held in other companies</b>	<b>Directorship :</b> <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>• Lalit Great Eastern Kolkata Hotel 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><li>• Kronokare Cosmetics Private Limited</li></ul> <b>Committee(s) Membership:</b> <b>Bharat Hotels Limited</b> <ul style="list-style-type: none"><li>➤ Management Committee</li><li>➤ NCD Issuance Committee</li></ul> <b>Lalit Great Eastern Kolkata Hotel Limited</b> <ul style="list-style-type: none"><li>➤ Audit Committee</li><li>➤ Nomination and Remuneration Committee</li></ul>
<b>Inter-se relationships between Directors &amp; Key Managerial Personnel</b>	Son of Dr. Jyotsna Suri, Chairperson and Managing Director of the Company. Brother of Ms. Divya Suri Singh and Ms. Deeksha Suri, Executive Directors.
<b>Shareholding in the Company as on 31st March, 2022</b>	38,80,596 (Thirty Eight Lakhs Eighty Thousand Five Hundred and Ninety Six) Equity Shares
<b>Number of Board Meetings attended during the last year (2021-22)</b>	3 (Three)
<b>Details of remuneration last drawn *(basis last shareholders' approval)</b>	*Rs. 93.00 lakh per annum (plus perquisites) – as approved by shareholder's in the last meeting held on 28th November, 2020. Actual amount received is Rs. 27.59 lakh per annum (plus perquisites) for the FY 2021-22.
<b>Terms and conditions including remuneration sought to be paid</b>	As per the terms and conditions of re-appointment as Executive Director for a term of 3 years basis Resolution No. 7 as approved by shareholders in the 39th AGM held on 28th November, 2020.

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

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

**Date:** 28th November, 2022  
**Place:** New Delhi

**Registered Office:**  
Barakhamba Lane, New Delhi – 110 001

## Schedule I

1. To insert Article 39B after Article 39A of the Articles of Association, namely: -

“39B. Notwithstanding anything contained contrary in these articles (including but not limited to Article 36, Article 37, Article 38 and Article 39), the Shareholder(s) of the Company may, in its sole discretion, pledge / encumber / transfer / sale / dispose of such number of shares held by it (“Pledged Shares”) as a security for and in connection with

- a. any financial indebtedness availed by the Company or by any other body corporate or person (including its holding, subsidiary, associate, or group company or any of its affiliates) (“Financial Indebtedness”)
- b. any convertible, non-convertible debentures or bonds issued by the Company or by any other body corporate (including its holding, subsidiary, associate, or group company or any of its affiliates), whether secured / unsecured, listed / unlisted, rated / un-rated and issued in terms of the Act and the rules made thereunder, and other applicable laws (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company (“Debentures/Bonds”).

Further, in the event of any default howsoever described, as set out in the terms and conditions in relation to such Financial Indebtedness availed or the Debentures/Bonds issued by the Company or any other body corporate or person (including its holding, subsidiary, associate, or group company or any of its affiliates)(as the case may be), the lenders and/or the pledgee and/or its trustee(s) (including the debenture trustee) and/or its agent(s) shall have the unconditional right to sell, dispose, transfer the Pledged Shares to any person or entity (including itself, as per applicable law) or otherwise deal with such Pledged Shares, as it may deem fit, whether or not such person or entity is a member of the Company.

The transferee / pledgee and/or its trustee(s) (including the debenture trustee) and/or its agent(s) shall exercise its unconditional right (pursuant to this article) in connection with sale, disposal, dealing or transfer of the Pledged Shares to any person or entity or otherwise deal with such Pledged Shares, as it may deem fit, without any limitation, restriction, prohibition or condition whatsoever.”