

**FORM NO. MGT-7**

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U74899DL1981PLC011274

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACB1298E

(ii) (a) Name of the company

BHARAT HOTELS LIMITED

(b) Registered office address

BARAKHAMBA LANE, NA  
NEW DELHI  
Delhi  
110001  
India



(c) \*e-mail ID of the company

corpvpsecy@thelalit.com

(d) \*Telephone number with STD code

01144447777

(e) Website

www.thelalit.com

(iii) Date of Incorporation

22/01/1981

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

Annual General Meeting is to be held on 29th September, 2023.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	I	Accommodation and Food Service	I1	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel,	96.55
2	L	Real Estate	L1	Real estate activities with own or leased property	3.45

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JYOTI LIMITED	U55101JK1964PLC000286	Subsidiary	99.99
2	LALIT GREAT EASTERN KOLKATA	U36999WB2004PLC097656	Subsidiary	90
3	PCL HOTELS LIMITED	U55100DL1995PLC066703	Subsidiary	99.83
4	PRIMA HOSPITALITY PRIVATE LIMITED	U55100DL2006PTC149732	Subsidiary	100

5	KUJJAL HOTELS PRIVATE LIMITED	U55100DL2005PTC139829	Subsidiary	0
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#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	75,991,199	75,991,199	75,991,199
Total amount of equity shares (in Rupees)	1,000,000,000	759,911,990	759,911,990	759,911,990

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 10/- each				
Number of equity shares	100,000,000	75,991,199	75,991,199	75,991,199
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	759,911,990	759,911,990	759,911,990

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	255,767	75,735,432	75991199	759,911,990	759,911,990	
<b>Increase during the year</b>	0	26,032	26032	260,320	260,320	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Dematerialisation of shares	0	26,032	26032	260,320	260,320	
<b>Decrease during the year</b>	26,032	0	26032	260,320	260,320	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Dematerialisation of shares	26,032	0	26032	260,320	260,320	
<b>At the end of the year</b>	229,735	75,761,464	75991199	759,911,990	759,911,990	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE466A01015

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

22/12/2022

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	110,000	100000	11,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			11,000,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	11,000,000,000	0	11,000,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

7,061,373,722

**(ii) Net worth of the Company**

5,832,336,486

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,255,935	9.55	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	30,717,301	40.42	0	
10.	Others	0	0	0	
	<b>Total</b>	37,973,236	49.97	0	0

**Total number of shareholders (promoters)**

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,479,656	7.21	0	
	(ii) Non-resident Indian (NRI)	20,063,663	26.4	0	
	(iii) Foreign national (other than NRI)	3,999	0.01	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	



4.	Banks	99	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	8,298	0.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	10,553,459	13.89	0	
10.	Others Trust+IEPF	1,908,789	2.51	0	
	<b>Total</b>	38,017,963	50.03	0	0

**Total number of shareholders (other than promoters)**

5,590

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

5,592

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	5,873	5,590
Debenture holders	0	1

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	9.55	0
<b>B. Non-Promoter</b>	3	4	3	4	5.11	0
(i) Non-Independent	3	1	3	1	5.11	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	4	4	4	14.66	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 11

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DR. JYOTSNA SURI	00004603	Managing Director	7,255,935	
DIVYA SURI SINGH	00004559	Whole-time director	1	
DEEKSHA SURI	00005367	Whole-time director	1	
KESHAV SURI	00005370	Whole-time director	3,880,596	
VIVEK MEHRA	00101328	Director	0	
DHRUV PRAKASH	05124958	Director	0	
SHOVANA NARAYAN	07957359	Director	0	
MOHMMAD YOUSUF K	00570339	Director	0	
HIMANSHU PANDEY	AHSP8305J	Company Secretary	0	
AMIT GUPTA	AKRPG4563B	CFO	0	
VIVEK SHUKLA	ALKPS8449Q	CEO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DR. JYOTSNA SURI	00004603	Managing Director	20/07/2022	CONTINUATION OF HER DIRECTORSHIP
VIVEK MEHRA	00101328	Director	21/07/2022	RE-APPOINTED AS INDEPENDENT
DHRUV PRAKASH	05124958	Director	21/07/2022	RE-APPOINTED AS INDEPENDENT
SHOVANA NARAYAN	07957359	Director	16/10/2022	RE-APPOINTED AS INDEPENDENT
AMIT GUPTA	AKRPG4563B	CFO	24/09/2022	APPOINTED AS CHIEF FINANCIAL
VIVEK SHUKLA	ALKPS8449Q	CEO	13/03/2023	APPOINTED AS CHIEF EXECUTIVE

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA-ORDINARY GENERAL MEETING	21/09/2022	5,830	77	52.03
ANNUAL GENERAL MEETING	22/12/2022	5,681	83	59.17

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	8	7	87.5
2	26/08/2022	8	7	87.5
3	24/09/2022	8	6	75
4	19/12/2022	8	8	100
5	13/03/2023	8	8	100

### C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Management Committee	18/04/2022	4	4	100
2	Nomination and Remuneration Committee	30/05/2022	3	3	100
3	Audit Committee	30/05/2022	3	3	100
4	Stakeholders Forum	15/06/2022	3	3	100
5	Nomination and Remuneration Committee	26/08/2022	3	2	66.67
6	Nomination and Remuneration Committee	24/09/2022	3	2	66.67
7	Audit Committee	24/09/2022	3	2	66.67
8	Management Committee	26/09/2022	4	4	100
9	Stakeholders Forum	10/10/2022	3	3	100
10	Stakeholders Forum	26/11/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	DR. JYOTSNA	5	5	100	10	10	100	
2	DIVYA SURI S	5	5	100	10	10	100	
3	DEEKSHA SU	5	4	80	6	5	83.33	
4	KESHAV SUR	5	5	100	6	6	100	
5	VIVEK MEHR	5	5	100	4	4	100	
6	DHRUV PRAK	5	4	80	11	9	81.82	
7	SHOVANA NA	5	3	60	5	4	80	
8	MOHMMAD Y	5	5	100	8	8	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dr. Jyotsna Suri	Chairperson & M +	9,195,210	0	0	4,063,000	13,258,210
2	Ms. Divya Suri Sing +	Whole-time Dire +	7,231,605	0	0	661,000	7,892,605
3	Ms. Deeksha Suri	Whole-time Dire +	7,231,605	0	0	661,000	7,892,605
4	Mr. Keshav Suri	Whole-time Dire +	7,231,605	0	0	661,000	7,892,605
	Total		30,890,025	0	0	6,046,000	36,936,025

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Himanshu Pand +	Company Secre +	3,880,320	0	0	435,000	4,315,320
2	Mr. Amit Gupta	Chief Financial C +	2,958,388	0	0	65,000	3,023,388
3	Mr. Vivek Shukla	Chief Executive +	4,921,716	0	0	380,000	5,301,716
	Total		11,760,424	0	0	880,000	12,640,424

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Dhurv Prakash	Independent Dir +	0	0	0	380,000	380,000
2	Mr. Vivek Mehra	Independent Dir +	0	0	0	330,000	330,000
3	Ms. Shovana Naray +	Independent Dir +	0	0	0	230,000	230,000
4	Dr. Mohmmad Yous +	Non-Executive C +	0	0	0	410,000	410,000
	Total		0	0	0	1,350,000	1,350,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

CS RAVI SHARMA

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3666

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

17

dated

07/08/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DIN of the director

00004603

To be digitally signed by

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

13531

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

BHL Secretarial Audit Report\_BHL-2023.pdf

BHL Shareholding transaction data during

BHL Details of Committee Meetings for the

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2023**

**FORM NO. MR-3**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

The Members

Bharat Hotels Limited

(CIN: U74899DL1981PLC011274)

Barakhamba Lane,

New Delhi-110001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BHARAT HOTELS LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board - processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

1. The Companies Act, 2013("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings;
5. The Securities of the Company are not listed with any stock exchange, therefore Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) are not applicable.





6. We further report that, on the representation made by the Company and its officers and having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the Company has complied with the following laws as applicable specifically to the Company based on their sector/industry are:

- i) Food Safety and Standards Act, 2006 and Food Safety and Standards Rules, 2011; and
- ii) Food Safety and Standards (Packing & Labeling) Regulations, 2011.

Beside above, the Company has complied with the applicable central and state laws, including those related to Environment, Legal Metrology Act laws pertaining to the hotels of the Company. The Company has also obtained the necessary licenses/registrations/approvals from respective authorities which are mandatory to run activities related to hotel(s).

We have also examined compliance with the applicable clauses of Secretarial Standard with regard to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda were sent at least seven days in advance (except for meeting conducted at shorter notice after complying with necessary provisions) and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the following event occurred which has bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard etc.

- (i) The Board of Directors of the Company at its meeting held on August 26, 2022, December 19, 2022 and Extra Ordinary General Meeting held on September 21, 2022, had approved the issuance of redeemable Non Convertible Debentures aggregating to INR 1250,00,00,000 (One Thousand Two Hundred Fifty Crores) by way of Private Placement basis for the purpose of refinancing and pre-paying the



Company's entire existing debts. The NCD Issuance Committee of the Board of Directors of the Company at its meeting held on January 30, 2023 had made an allotment of 1,10,000 (One Lakh Ten Thousand) Redeemable Non Convertible Debentures having face value of INR 1,00,000 (Rupees One Lakh Only) aggregating to INR 1100,00,00,000 (One Thousand One Hundred Crore) at par to Kotak Real Estate Fund X, Registered as an 'Alternate Investment Fund' with Securities and Exchange Board of India (SEBI).

- (ii) The revision petition filed by the Company with Hon'ble Court of Jodhpur against the order passed by the CBI court and the Writ Petitions filed by the Company with Hon'ble High Court of Delhi against the notice issued by NDMC for termination of license arrangement, as reported, remains pending.

This report is to be read with our letter of even date which is annexed as "**Annexure-1**" and form an integral part of this report.

For RSM & Co.  
Company Secretaries



**CS RAVI SHARMA**

Partner

FCS: 4468 | COP No.: 3666

Peer Review No. 978/2020

UDIN : F004468E000740467



Date : 07.08.2023

Place : Delhi

**ANNEXURE A**

The Members  
Bharat Hotels Limited  
(CIN: U74899DL1981PLC011274)  
Barakhamba Lane,  
New Delhi -110 001

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, rule and regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For RSM & Co.**  
Company Secretaries



**CS RAVI SHARMA**  
Partner  
FCS: 4468 | COP No.: 3666  
Peer Review No. 978/2020  
UDIN : F004468E000740467



Date : 07.08.2023  
Place : Delhi



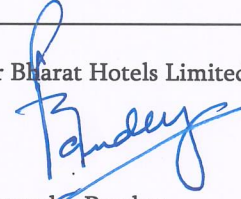
**BHARAT HOTELS LIMITED**  
Regd. Office: BARAKHAMBHA LANE, NEW DELHI - 110001  
CIN NO: U74899DL1981PLC011274

**Details of Share Transactions**  
for the FY ended 31st March 2023

S. No.	Date of Registration of Transfer of Shares	Type of Security	No. of Shares	Nominal Value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name	Type of Transaction
1	04-04-2022	Equity	15	10	BHL0015157	Rajiv Goel Bimla Gupta	BHL0027096	Rajiv Goel	Deletion of name from their joint shareholders
2	04-04-2022	Equity	15	10	BHL0015032	Veena Goel Bimla Gupta	BHL0027097	Veena Goel	
3	10-10-2022	Equity	267	10	BHL0000108	Kalsank Kamalaksha Pai	BHL0027098	T Satish U Pai	Transmission
4	26-11-2022	Equity	798	10	BHL0003942	Mahendra Singh Verma and Nirmala Devi Verma	BHL0027099	Sangita Rajput	Transmission



For Bharat Hotels Limited

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



# BHARAT HOTELS LIMITED

List of Committee Meetings held in FY 2022-23 Number of Meetings held-18					
SN	Type of Meeting	Date of Meeting	Total number of members as on the date of meeting	Attendance	
				Number of members attended	As % of total members
1	Audit Committee	30.05.2022	3	3	100.00%
2	Audit Committee	24.09.2022	3	2	66.67%
3	Audit Committee	19.12.2022	3	3	100.00%
4	Audit Committee	13.03.2023	3	3	100.00%
5	Nomination and Remuneration Committee	30.05.2022	3	3	100.00%
6	Nomination and Remuneration Committee	26.08.2022	3	2	66.67%
7	Nomination and Remuneration Committee	24.09.2022	3	2	66.67%
8	Nomination and Remuneration Committee	13.03.2023	3	3	100.00%
9	Management Committee	18.04.2022	4	4	100.00%
10	Management Committee	26.09.2022	4	4	100.00%
11	Management Committee	05.12.2022	4	4	100.00%
12	Management Committee	11.01.2023	4	4	100.00%
13	Management Committee	01.02.2023	4	4	100.00%
14	Stakeholders Relationship Committee	15.06.2022	3	3	100.00%
15	Stakeholders Relationship Committee	10.10.2022	3	3	100.00%
16	Stakeholders Relationship Committee	26.11.2022	3	3	100.00%
17	Corporate Social Responsibility Committee	28.03.2023	3	3	100.00%
18	NCD Issuance Committee	30.01.2023	4	3	75.00%

For Bharat Hotels Limited

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



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CIN: U74899DL1981PLC011274

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