



BHARAT HOTELS LIMITED

(CIN: U74899DL1981PLC011274)

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

Telephone no: 91-11-4444 7777, Email:corporate@thelalit.com, Website: www.thelalit.com

NOTICE OF THE 42ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting ('AGM') of the members of Bharat Hotels Limited will be held on Friday, September 29, 2023 at 11:30 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, 2023, including the Audited Balance Sheet as at March 31, 2023 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, 2023, including the Consolidated Audited Balance Sheet as at March 31, 2023 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon.

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

To appoint a Director in place of Ms. Divya Suri Singh (DIN: 00004559) who retires by rotation and being eligible, offers herself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without 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 shareholders of the Company be and is hereby accorded to the re-appointment of Ms. Divya Suri Singh (DIN: 00004559) as Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS

3. To approve re-appointment of Dr. Jyotsna Suri (DIN: 00004603) as Chairperson & Managing Director of the Company

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

“RESOLVED THAT based on the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the shareholders be and is hereby accorded for the re-appointment of Dr. Jyotsna Suri, who has attained the age of 70 years, as Chairperson & Managing Director of the Company for a period of 5 (Five) years commencing from 16th October, 2023 to 15th October, 2028, not liable to retire by rotation, with substantial powers of management to be exercised by her, subject to the superintendence, control and direction of the Board of Directors of the Company including payment of remuneration and on the terms & conditions set out below, with liberty to the Board of Directors to alter the terms & conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

1. SALARY

Rs. 15,50,000/- (Rupees Fifteen Lakh Fifty Thousand Only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the salary from time to time taking into account the performance of the Company.

2. COMMISSION

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

3. PERQUISITES

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

PART - A

i. MEDICAL EXPENSES

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

ii. **LEAVE TRAVEL CONCESSION**

For self and family once in a year in accordance with the rules of the company.

iii. **PERSONAL ACCIDENT INSURANCE**

Insurance premium as per the rules and policies of the Company.

iv. **CLUB FEES**

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

v. **ENTERTAINMENT EXPENSES**

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

vi. **CAR & TELEPHONE**

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

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

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

EXPLANATION

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

PART - B

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

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

PART - C

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

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, Dr. Jyotsna Suri shall be paid "minimum remuneration" as per the provisions and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

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

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

4. To approve re-appointment of Ms. Divya Suri Singh (DIN: 00004559) as Whole-time Executive Director of the Company

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

“**RESOLVED THAT** upon the recommendation of the Nomination and Remuneration Committee; and Board of Directors of the Company, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of shareholders be and is hereby accorded for the re-appointment of Ms. Divya Suri Singh, as Whole-time Executive Director of the Company, liable to retire by rotation, for a period of 5 (Five) years commencing from 26th August, 2023 to 25th August, 2028 on payment of remuneration; and on the terms and conditions set out below, with liberty to the Board of Directors to alter the terms & conditions; not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

1. SALARY

Rs. 12,50,000/- (Rupees Twelve Lakh Fifty Thousand only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company.

2. COMMISSION

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

3. PERQUISITES

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

PART - A

i. MEDICAL EXPENSES

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

ii. **LEAVE TRAVEL CONCESSION**

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

iii. **PERSONAL ACCIDENT INSURANCE**

Insurance premium as per the rules and policies of the Company.

iv. **CLUB FEES**

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

v. **ENTERTAINMENT EXPENSES**

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

vi. **CAR & TELEPHONE**

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

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

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

EXPLANATION

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

PART - B

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

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

PART - C

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

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, Ms. Divya Suri Singh shall be paid "minimum remuneration" as per the

provisions and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

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

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

5. To approve re-appointment of Ms. Deeksha Suri (DIN: 00005367) as Whole-time Executive Director of the Company

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

“**RESOLVED THAT** upon the recommendation of the Nomination and Remuneration Committee, and Board of Directors of the Company, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of shareholders be and is hereby accorded for the re-appointment of Ms. Deeksha Suri, as Whole-time Executive Director of the Company, liable to retire by rotation, for a period of 5 (Five) years commencing from 26th August, 2023 to 25th August, 2028 on payment of remuneration, and on the terms and conditions set out below, with liberty to the Board of Directors to alter the terms & conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

1. SALARY

Rs. 12,50,000/- (Rupees Twelve Lakh Fifty Thousand only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company.

2. COMMISSION

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

3. PERQUISITES

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

PART - A

i. MEDICAL EXPENSES

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

ii. LEAVE TRAVEL CONCESSION

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

iii. PERSONAL ACCIDENT INSURANCE

Insurance premium as per the rules and policies of the Company.

iv. CLUB FEES

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

v. ENTERTAINMENT EXPENSES

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

vi. CAR & TELEPHONE

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

vii. OTHER ALLOWANCES, BENEFITS AND PERQUISITES

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

EXPLANATION

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

PART - B

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

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

PART - C

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

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, Ms. Deeksha Suri shall be paid “minimum remuneration” as per the provisions and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

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

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

6. To approve re-appointment of Mr. Keshav Suri (DIN: 00005370) as Whole-time Executive Director of the Company

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

“**RESOLVED THAT** upon the recommendation of the Nomination and Remuneration Committee, and Board of Directors of the Company, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of shareholders be and is hereby accorded for the re-appointment of Mr. Keshav Suri, as Whole-time Executive Director of the Company, liable to retire by rotation, for a period of 5 (Five) years commencing from 26th August, 2023 to 25th August, 2028 on payment of remuneration and on the terms & conditions set out below, with liberty to the Board of Directors to alter the terms & conditions; not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

1. SALARY

Rs. 12,50,000/- (Rupees Twelve Lakh Fifty Thousand only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company.

2. COMMISSION

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

3. PERQUISITES

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

PART - A

i. **MEDICAL EXPENSES**

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

ii. **LEAVE TRAVEL CONCESSION**

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

iii. **PERSONAL ACCIDENT INSURANCE**

Insurance premium as per the rules and policies of the Company.

iv. **CLUB FEES**

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

v. **ENTERTAINMENT EXPENSES**

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

vi. **CAR & TELEPHONE**

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

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

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

EXPLANATION

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

PART - B

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

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

PART - C

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

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, Mr. Keshav Suri shall be paid "minimum remuneration" as per the provisions and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

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

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

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

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

Date: August 7, 2023

Place: New Delhi

Registered Office:

Barakhamba Lane, New Delhi – 110 001 (India)

Telephone No.-011 4444 7777/4444 7886

Email Id.-corporate@thelalit.com

Website :www.thelalit.com

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. 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, circular no. 03/2022 dated May 5, 2022 and the latest being 10/2022 dated December 28, 2022 (collectively known as "MCA Circulars") permitted companies to hold their Annual General Meeting through VC/ OAVM on or before 30th September, 2023 for the calendar year 2023 without physical presence of Members at a common place. In accordance with the MCA circulars and Companies Act, 2013, the 42nd 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 or einward.ris@kfintech.com.
8. At the 41st AGM held on December 22, 2022, the Members had approved re-appointment of Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company to hold office for second and final term of five consecutive years from the conclusion of 41st AGM till the conclusion of the 46th AGM.

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 2022-23 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 and physical copies, if any asked for it.
10. The Notice of the AGM along with the Annual Report 2022-23 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 get their email address and mobile number provided with KFin Technologies, by clicking the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> and downloading the ISR forms. Alternatively, Members may send e-mail request at the email id einward.ris@kfintech.com and 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 may join the AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 11:00 A.M. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled time to start the AGM.
15. 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.
16. 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

17. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Company's email address at bhlshare@thelalit.com at least 48 hours in advance before the start of the meeting. Such questions by the members shall be taken up during the meeting and replied by the Company suitably.
18. 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 at least 48 hours in advance before the start of the meeting. Only registered speakers shall be allowed to express their view/ask question during the meeting for a period of maximum 3 (three) minutes each, once the floor is open for shareholder queries.
19. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
20. 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. 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.

Procedure for Remote E-voting - Before AGM

21. The e-voting facility is available from 9.00 a.m. on Tuesday, September 26, 2023 to 5.00 p.m. on Thursday, September 28, 2023. Members of the Company holding shares either in physical form or in dematerialised (Demat) form as on the cut-off date Friday, September 22, 2023 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFin Technologies thereafter.
22. The Members can exercise their right to vote through e-voting by following instructions herein below:

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

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com ii. Select “Register Online for IDeAS” iii. Proceed with completing the required fields. <p>3. User not registered for IDeAS e-Services can also access the direct link as given below:-</p> <ul style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Proceed with completing the required fields. <p>4. By visiting the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i. URL: https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be redirected to NSDL 	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> i. URL:https://web.cdslindia.com/myeasinew/Home/Login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with user id and password. iv. Option will be made available to reach e-Voting page without any further authentication. v. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ul style="list-style-type: none"> i. URL: www.cdslindia.com ii. Provide demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.

<p>Depository site wherein you can see e-Voting page.</p> <p>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>	
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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) Any person who becomes a member of the Company after sending/dispatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and Password from ‘KFin Technologies’ in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space>E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
- | | |
|----------------------|----------------------------------|
| Example for NSDL | : MYEPWD<SPACE> IN12345612345678 |
| Example for CDSL | : MYEPWD<SPACE> 1402345612345678 |
| Example for Physical | : MYEPWD<SPACE> XXXX1234567890 |
- If e-mail address or mobile number of the member is not registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- f) Member may call on KFin Technologies Phone No.: +91 040-6716 2222, Toll-free No.: 1800 309 4001 (from 9:00 a.m. to 6:00 p.m.) or send an e-mail request to evoting@kfintech.com.
- g) In case of any queries, you may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFin Technologies website for e-voting: <https://evoting.kfintech.com> or contact RTA Phone No.: +91 040-6716 2222, Toll-free No.: 1800 309 4001, E-mail: evoting@kfintech.com. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

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

23. 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.
24. 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.
25. The remote e-Voting module during the AGM shall be disabled by KFin Technologies for voting after 15 minutes of the conclusion of the Meeting.

Scrutiniser

26. 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.
27. 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. September 29, 2023.

Procedure for Inspection of Documents

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

General information

29. 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. Unclaimed dividend for the financial year ended 31st March, 2016 and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on October 6, 2023.
30. The Company has been sending reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are

also uploaded on the website of the Company at www.thelalit.com. Members who have not encashed Dividend for the year 2015-2016 or any subsequent dividend(s) declared by the Company, are advised to write to the Company/RTA immediately.

31. 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>.
32. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
33. 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 for any assistance required in this regard.
34. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
35. 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, bank mandate & KYC details are requested to register the same by submitting the prescribed Forms. 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. The Company has been sending reminders to all physical members for register their Nomination, Bank mandate & KYC details.

ANNEXURE TO THE NOTICE FOR THE 42ND 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. 3

Dr. Jyotsna Suri was appointed as Chairperson & Managing Director of the Company for three years from 16th October, 2020 to 15th October, 2023 by the shareholders of the Company at the 39th Annual General Meeting of the Company. After attaining the age of 70 years, her continuation as Managing Director was approved by the shareholders of the Company by the way of Special Resolution in the Extra-Ordinary General Meeting held on 21st September, 2022. Her term as Chairperson & Managing Director of the Company shall expire on 15th October, 2023. It is now proposed to re-appoint Dr. Jyotsna Suri as Chairperson & Managing Director for a further period of five years effecting from 16th October, 2023 on the terms and conditions, *inter alia*, as set out in the proposed resolution which is in accordance with the provisions of Companies Act, 2013.

Dr. Jyotsna Suri is also the Chairperson & Managing Director of Lalit Great Eastern Kolkata Hotel Limited, a subsidiary of the Company. Dr. Jyotsna Suri is not drawing any remuneration from Lalit Great Eastern Kolkata Hotel Limited except sitting fees for attending the meetings of the Board of Directors of the said Company.

The Board of Directors in its meeting held on 27th May, 2023 upon the recommendation of the Nomination and Remuneration Committee in its meeting held on same day had unanimously approved the re-appointment of Dr. Jyotsna Suri as Chairperson & Managing Director of the Company, not liable to retire by rotation, with effect from 16th October, 2023 to 15th October, 2028 for a further period of 5 (five) years on payment of remuneration, subject to the approval of members of the Company.

Justification for the continuation of Dr. Jyotsna Suri as Managing Director of the Company

Dr. Jyotsna Suri, Chairperson and Managing Director, has been associated with the Company since the year 1989, as the Joint Managing Director. She was appointed as Chairperson & Managing Director of the Company in the year 2006. She has been instrumental in formulation of long-term vision and strategy of the Company. She is also known for her vociferous promotion of Indian tourism both nationally and internationally thus contributing to society a better opportunity to the client services, globally for the all-round development of better services.

Dr. Jyotsna Suri holds a bachelor's degree in English (Hons.) from Delhi University. She holds various portfolios with Industry Associations – Past President FICCI; Mentor, FICCI Tourism & Cultural Committee; Mentor, DEI Committee, FICCI; Executive Member of HAI; Council Member of World Travel & Tourism Council, India Initiative; Member of Board of Governors for National Council for Hotel Management and Catering Technology and Member of Board of Governors of Indian Institute of Corporate Affairs.

Dr. Suri has been recipient of many National and International awards and recognitions nationally and internationally. She was conferred the Order of the Rising Sun, Gold and Silver

Star by the Government of Japan in 2019; listed amongst the 50 Most Powerful Women in Business by Fortune India in 2019; listed amongst 100 UK India Most Influential in UK-India Relations by India Inc. in London in 2018 & 2019; declared most Influential Woman of India by Business World in 2019 and Most Powerful Women in Indian Business by Business Today in 2015 & 2018. She was listed amongst the Top 50 Powerful Women in India by Harper's Bazaar in 2018.

The Company has tremendously benefited from by her calculated and thoughtful advice in the challenging and versatile business scenario which requires review of all operations, monitoring and decision making on day to day basis besides strategic guidance and advice on ongoing basis for modernization, technological up gradation and expansion activities.

As Dr. Jyotsna Suri has crossed the age of 70 years, your Company proposes to obtain shareholder's approval by way of Special Resolution under the provisions of Section 196(3) of Companies Act, 2013 for her re-appointment as Chairperson & Managing Director of the Company on payment of remuneration as set out in the accompanying resolution.

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

Dr. Jyotsna Suri, herself and Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, Executive Directors of the Company are interested in the said resolution, being relatives of Dr. Jyotsna Suri.

Except above no other Director or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the resolution at Item No. 3 of this Notice.

The Board of Directors recommends the resolution at Item No. 3 of this Notice for your approval as a Special Resolution.

ITEM NO. 4, 5 and 6

The present term of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri as Whole-time Executive Directors of the Company is ending on 25th August, 2023.

Considering the qualifications, experience and contribution of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri towards the progress of the Company, the Board of Directors in its meeting held on 27th May, 2023 upon the recommendation of the Nomination and Remuneration Committee in its meeting held on same day had unanimously approved the re-appointment of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri as Whole-time Executive Directors of the Company for another period of 5 (five) years with effect from 26th August, 2023 to 25th August, 2028 on payment of remuneration, subject to the approval of members of the Company.

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

Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, themselves and Dr. Jyotsna Suri, Chairperson & Managing Directors, being relative, are interested in the said resolutions.

Except above no other Director or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the resolutions at Item No. 4, 5 and 6 of this Notice.

The Board of Directors recommends the resolutions at Item No. 4, 5 and 6 of this Notice for your approval as Special Resolutions.

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

I. GENERAL INFORMATION:

i.	Nature of Industry	The Company is in the business of hospitality.										
ii.	Date or expected date of commencement of commercial production	Not Applicable										
iii.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (Company is an existing Company)										
iv.	Financial performance:	Based on the Audited financial results for the year ended 31 st March, 2023:- <p align="right">(Rs. in lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Turnover & Other Income</td> <td>71,351.74</td> </tr> <tr> <td>Profit before Interest, Tax, Depreciation and amortization (EBITDA)</td> <td>32,859.38</td> </tr> <tr> <td>Net Profit/(Loss)</td> <td>3,944.59</td> </tr> <tr> <td>Net Comprehensive Income, net of tax</td> <td>3,890.31</td> </tr> </tbody> </table>	Particulars	Amount	Turnover & Other Income	71,351.74	Profit before Interest, Tax, Depreciation and amortization (EBITDA)	32,859.38	Net Profit/(Loss)	3,944.59	Net Comprehensive Income, net of tax	3,890.31
Particulars	Amount											
Turnover & Other Income	71,351.74											
Profit before Interest, Tax, Depreciation and amortization (EBITDA)	32,859.38											
Net Profit/(Loss)	3,944.59											
Net Comprehensive Income, net of tax	3,890.31											
v.	Foreign investments or collaborators, if any	At present, there are no foreign investments by the company or any collaboration abroad.										

II. INFORMATION ABOUT THE APPOINTEE(S):

(i) BACKGROUND DETAILS:

Name	Dr. Jyotsna Suri	Ms. Divya Suri Singh	Ms. Deeksha Suri	Mr. Keshav Suri
Designation	Chairperson & Managing Director	Whole-time Executive Director	Whole-time Executive Director	Whole-time Executive Director
Education	Graduated in English (Hons.) from Miranda House College, Delhi University.	<ul style="list-style-type: none"> Bachelor's Degree in Commerce from Shri Ram College of Commerce, Delhi University Bachelor's degree in law from King's College London. 	<ul style="list-style-type: none"> B. Com (Hons.) from Delhi University Post Graduate Degree in Business Management from London School of Economics. 	<ul style="list-style-type: none"> Graduated in Law and Business from the University of Warwick. Master's Degree in International Management from Kings College, London followed by an LL.M Degree

				from School of African & Oriental Studies (SAOS), London.
Past Experience	<p>Dr. Jyotsna Suri is associated with the Company as Joint Managing Director since the year 1989.</p> <p>She was appointed as Chairperson & Managing Director of the Company in the year 2006.</p>	<p>Ms. Divya Suri Singh practiced as Corporate lawyer for 8 years in Delhi High Court and Supreme Court.</p> <p>She was associated with the Company as Legal Advisor since the year 2001.</p> <p>In 2009, She was appointed as Director of the Company.</p> <p>She spearheads key verticals of Legal & Company Affairs across the Group.</p> <p>She also heads the Procurement function for the Group.</p>	<p>Ms. Deeksha Suri has been Director of the Company since 2009.</p> <p>She is involved in the key verticals of Sales & Revenue, Human Relations, People Management and Learning & Development for the Group.</p> <p>Apart from this, she also heads the Internal Audit functions across the Group.</p>	<p>Mr. Keshav Suri has been Director of the Company since 2009.</p> <p>He is involved in the developing strategies for expansion at The Lalit Suri Hospitality Group.</p> <p>He spearheads the chain's Operation, Food & Beverage, Quality Management and Marketing divisions.</p> <p>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.</p>

(ii) PAST REMUNERATION – IN THE FINANCIAL YEAR ENDED 31ST MARCH, 2023:

(in Lakhs)

Particulars	Dr. Jyotsna Suri	Ms. Divya Suri Singh	Ms. Deeksha Suri	Mr. Keshav Suri
FY 2022-23	Rs. 91.95 p.a. (plus perquisites)	Rs. 72.32 p.a. (plus perquisites)	Rs. 72.32 p.a. (plus perquisites)	Rs. 72.32 p.a. (plus perquisites)

(iii) RECOGNITION OR AWARDS:

a) Dr. Jyotsna Suri

Dr. Jyotsna Suri has been recipient of many National and International awards and recognitions nationally and internationally. She was conferred the Order of the Rising Sun, Gold and Silver Star by the Government of Japan in 2019; listed amongst the 50 Most Powerful Women in Business by Fortune India in 2019; listed amongst 100 UK India Most Influential in UK-India Relations by India Inc. in London in 2018 & 2019; declared most Influential Woman of India by Business World in 2019 and Most

Powerful Women in Indian Business by Business Today in 2015 & 2018. She was listed amongst the Top 50 Powerful Women in India by Harper's Bazaar in 2018.

b) Ms. Divya Suri Singh

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

c) Ms. Deeksha Suri

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

d) Mr. Keshav Suri

Won several international awards and honour such as LGBT+ Executive Role Model 2022 by Outstanding & Yahoo Finance, T+L Champions - Champion for LGBTQIA+ Rights by Travel + Leisure India's Best Awards 2022, Exceptional Leaders of Excellence by Women Economic Forum etc.

(iv) JOB PROFILE AND THEIR SUITABILITY:

Dr. Jyotsna Suri, Chairperson and Managing Director, has been associated with the Company since the year 1989, as the Joint Managing Director. Further, she was appointed as Chairperson & Managing Director of the Company in the year 2006. She has been instrumental in formulation of long-term vision and strategy of the Company. She is also known for her vociferous promotion of Indian tourism – both nationally and internationally thus contributing to society a better opportunity to the client services, globally for the all-round development of better services.

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

Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri are the Whole-time Executive Directors of the Company since 2009. They are responsible for the operations and the affairs of the Company.

(v) REMUNERATION PROPOSED:

As set out in the item no. 3, 4, 5 and 6 of the notice.

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

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

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

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

Besides the managerial remuneration proposed, the pecuniary relationship of the Chairperson & Managing Director and Executive Directors with the Company have been mentioned in note 40 forming part of the financial statement for the year ended as on 31st March, 2023 under the head Related Party Disclosures.

Dr. Jyotsna Suri is related to Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri being their mother.

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

III. OTHER INFORMATION:

- (i) Reasons of loss or inadequate profits:** Not applicable
- (ii) Steps taken or proposed to be taken for improvement:** Not applicable
- (iii) Expected increase in productivity and profits in measurable terms:** Not applicable
- (iv) Disclosures:** The information and disclosures of the remuneration package of the managerial personnel have been duly mentioned in the Annual Report in note 40 forming part of the financial statement for the year ended as on 31st March, 2023.

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

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

Date August 7, 2023
Place : New Delhi

Registered Office:
Barakhamba Lane, New Delhi – 110 001(India)
Telephone No.-011 4444 7777/4444 7886
Email Id.-corporate@thelalit.com
Website :www.thelalit.com

B. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED UNDER THE SECRETARIAL STANDARD - 2

Name	Dr. Jyotsna Suri (DIN: 00004603)	Ms. Divya Suri Singh (DIN:00004559)
Designation	Chairperson & Managing Director	Whole-time Executive Director
Age	72 years (20.07.1952)	49 years (16.07.1974)
Qualification	Graduated in English (Hons.) from Miranda House College, Delhi University.	<ul style="list-style-type: none"> • Bachelor's Degree in Commerce from Shri Ram College of Commerce, Delhi University • Bachelor's degree in law from King's College London.
Date of appointment	November 2, 1989	August 26, 2009
Experience and Expertise	<p>Dr. Jyotsna Suri is associated with the Company as Joint Managing Director since the year 1989.</p> <p>She was appointed as Chairperson & Managing Director of the Company in the year 2006.</p> <p>She has vast experience in hospitality and tourism. She has spearheaded the expansion of the group all across the country.</p>	<p>Ms. Divya Suri Singh practiced as Corporate lawyer for 8 years in Delhi High Court and Supreme Court.</p> <p>She was associated with the Company as Legal Advisor since the year 2001.</p> <p>In 2009, She was appointed as Director of the Company.</p> <p>She spearheads key verticals of Legal & Company Affairs across the Group.</p> <p>She also heads the Procurement function for the Group.</p>
Directorship and Committee memberships held in other companies	<p>Directorship</p> <ol style="list-style-type: none"> 1. Bharat Hotels Limited 2. Subros Limited 3. Lalit Great Eastern Kolkata Hotel limited 4. Deeksha Holding Limited 5. Jyoti Limited 6. Rohan Motors Limited 7. Prima Realtors Private Limited 8. Prima Hospitality Private Limited 9. Jyotsna Holding Private Limited 10. Special Protection Services Private Limited 11. Responsible Holding Private Limited <p>Committee(s) Membership: <u>Bharat Hotels Limited</u></p> <ol style="list-style-type: none"> 1. Management Committee 2. Stakeholders Relationship Committee 	<p>Directorship</p> <ol style="list-style-type: none"> 1. Bharat Hotels Limited 2. Deeksha Holding Limited 3. Deeksha Human Resource Initiatives Limited 4. Mangar Hotels & Resorts Limited 5. Premium Exports Limited 6. Premium Farm Fresh Produce Limited 7. Global Autotech Limited 8. Lalit Great Eastern Kolkata Hotel limited 9. Jyoti Limited 10. PCL Hotels Limited 11. Bharat Hotels Aviations Private Limited 12. Responsible Holding Private Limited 13. Jyotsna Holding Private Limited 14. Special Protection Services Private Limited

	<p>3. Corporate Social Responsibility Committee</p> <p>4. NCD Issuance Committee</p>	<p>15. Prima Realtors Private Limited</p> <p>Committee(s) Membership: <u>Bharat Hotels Limited</u></p> <p>1. Management Committee</p> <p>2. Stakeholders Relationship Committee</p> <p>3. Corporate Social Responsibility Committee</p> <p>4. NCD Issuance Committee</p> <p><u>Premium Farm Fresh Produce Limited</u></p> <p>1. Audit Committee</p> <p>2. Nomination & Remuneration Committee</p> <p><u>PCL Hotels Limited</u></p> <p>1. Audit Committee</p> <p>2. Nomination & Remuneration Committee</p>
Inter-se relationships between Directors & Key Managerial Personnel	Mother of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, Whole-time Executive Directors of the Company.	<p>Daughter of Dr. Jyotsna Suri, Chairperson & Managing Director of the Company.</p> <p>Sister of Ms. Deeksha Suri and Mr. Keshav Suri, Whole-time Executive Directors of the Company.</p>
Shareholding in the Company as on 31st March, 2023	72,55,935 Equity Shares	1 Equity Share
Number of Board Meetings attended during the last year (2022-23)	5 (Five)	5 (Five)
Details of remuneration last drawn *(basis last shareholders' approval)	<p>*Rs. 120.00 lakh per annum (plus perquisites) – as approved by shareholders in the last meeting held on 28th November, 2020.</p> <p>Actual amount received is Rs. 91.95 lakh per annum (plus perquisites) for the FY 2022-23.</p>	<p>*Rs. 93.00 lakh per annum (plus perquisites) – as approved by shareholders in the last meeting held on 28th November, 2020.</p> <p>Actual amount received is Rs. 72.32 lakh per annum (plus perquisites) for the FY 2022-23.</p>
Terms and conditions including remuneration sought to be paid	As set out in item no. 3 of the notice	As set out in item no. 4 of the notice

Name	Ms. Deeksha Suri (DIN: 00005367)	Mr. Keshav Suri (DIN: 00005370)
Designation	Whole-time Executive Director	Whole-time Executive Director
Age	43 Years (15.12.1979)	38 Years (13.04.1985)
Qualification	<ul style="list-style-type: none"> • B. Com (Hons.) from Delhi University • Post Graduate Degree in Business Management from London School of Economics. 	<ul style="list-style-type: none"> • Graduated in Law and Business from the University of Warwick. • Master's Degree in International Management from Kings College, London followed by an LLM Degree from School of African & Oriental Studies (SAOS), London.
Date of appointment	August 26, 2009	August 26, 2009
Experience and Expertise	<p>Ms. Deeksha Suri has been Director of the Company since 2009.</p> <p>She is involved in the key verticals of Sales & Revenue, Human Relations, People Management and Learning & Development for the Group.</p> <p>Apart from this, she also heads the Internal Audit functions across the Group.</p>	<p>Mr. Keshav Suri has been Director of the Company since 2009.</p> <p>He is involved in the developing strategies for expansion at The Lalit Suri Hospitality Group.</p> <p>He spearheads the chain's Operation, Food & Beverage, Quality Management and Marketing divisions.</p> <p>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.</p>
Directorship and Committee memberships held in other companies	<p>Directorship</p> <ol style="list-style-type: none"> 1. Premium Farm Fresh Produce Limited 2. Premium Exports Limited 3. PCL Hotels Limited 4. Mangar Hotels & Resorts Limited 5. Deeksha Holding Limited 6. Jyotsna Holding Private Limited 7. Special Protection Services Private Limited 8. Responsible Holding Private Limited 9. Deeksha Human Resource Initiatives Limited 10. Bharat Hotels Aviation Private Limited 	<p>Directorship</p> <ol style="list-style-type: none"> 1. Bharat Hotels Limited 2. Deeksha Holding Limited 3. Deeksha Human Resource Initiatives Limited 4. Lalit Great Eastern Kolkata Hotel Limited 5. Mangar Hotels & Resorts Limited 6. Premium Exports Limited 7. PCL Hotels Limited 8. Responsible Holding Private Limited 9. Jyotsna Holding Private Limited 10. Special Protection Services Private Limited 11. Kronokare Cosmetics Private Limited

	Committee(s) Membership: Bharat Hotels Limited 1. Management Committee 2. NCD Issuance Committee	Committee(s) Membership: Bharat Hotels Limited 1. Management Committee 2. NCD Issuance Committee Lalit Great Eastern Kolkata Hotel Limited 1. Audit Committee 2. Nomination and Remuneration Committee
Inter-se relationships between Directors & Key Managerial Personnel	Daughter of Dr. Jyotsna Suri, Chairperson & Managing Director of the Company. Sister of Ms. Divya Suri Singh and Mr. Keshav Suri, Whole-time Executive Directors of the Company	Son of Dr. Jyotsna Suri, Chairperson & Managing Director of the Company. Brother of Ms. Divya Suri Singh and Ms. Deeksha Suri, Whole-time Executive Directors of the Company
Shareholding in the Company as on 31st March, 2023	1 (One) Equity Share	3,880,596 (Thirty Eight Lakhs Eighty Thousand Five Hundred and Ninety Six) Equity Shares
Number of Board Meetings attended during the last year (2022-23)	4 (Four)	5 (Five)
Details of remuneration last drawn *(basis last shareholders' approval)	*Rs. 93.00 lakh per annum (plus perquisites) – as approved by shareholders in the last meeting held on 28 th November, 2020. Actual amount received is Rs. 72.32 lakh per annum (plus perquisites) for the FY 2022-23.	*Rs. 93.00 lakh per annum (plus perquisites) – as approved by shareholders in the last meeting held on 28 th November, 2020. Actual amount received is Rs. 72.32 lakh per annum (plus perquisites) for the FY 2022-23.
Terms and conditions including remuneration sought to be paid	As set out in item no. 5 of the notice	As set out in item no. 6 of the notice



BHARAT HOTELS LIMITED

(CIN: U74899DL1981PLC011274)

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

Telephone no.: 91-11-4444 7777, Email:corporate@thelalit.com, Website: www.thelalit.com

**Notice for candidature for appointment of Managing Director of the Company
under section 160(1) of the Companies Act, 2013**

27th May, 2023

To
The Shareholders,

Subject: Notice under Section 160(1) of the Companies Act, 2013

Dear Sir/ Ma'am,

Pursuant to Section 160 of the Companies Act, 2013 ("Act") read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Notice is hereby given that the Company has received a notice under Section 160 of the Act from a member proposing the candidature of Dr. Jyotsna Suri (DIN: 00004603) for election to the office as Managing Director at the ensuing 42nd Annual General Meeting of the Company Schedule to be held on Friday, 29th September, 2023 through Video Conferencing/OAVM deemed venue being the registered office of the Company situated at The Lalit, Barakhamba Lane, New Delhi - 110001.

As per the proviso to Section 160(1), there is no requirement of depositing the amount of Rs. 1 Lakh (Rupees One Lakh) in case of appointment of Managing Director recommended by Nomination and Remuneration Committee.

For BHARAT HOTELS LIMITED

Sd/-
Divya Suri Singh
Director
DIN: 00004559