



BHARAT HOTELS LIMITED

(CIN: U74899DL1981PLC011274)

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

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

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (“EGM”) of Bharat Hotels Limited (“the Company”) will be held on Wednesday, 10th day of June, 2026 at 11.30 A.M. through Video Conferencing (“VC”) facility to transact the following business:

SPECIAL BUSINESS

Item No. 1

Approval of Scheme of Amalgamation of PCL Hotels Limited, Eila Holding Limited, Kujjal Hotels Private Limited with and into Bharat Hotels Limited in terms of Section 233 of Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution in terms of Section 233 of Companies Act, 2013 thereby according consent to the proposed Scheme of Amalgamation by way of a specified majority:

“RESOLVED THAT pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and subject to the approval of the creditors of the Company and such other approvals, permissions and sanctions as may be necessary, consent of the members of the Company be and is hereby accorded to the Scheme of Amalgamation (“Scheme”) providing for the amalgamation of:

- PCL Hotels Limited (“Transferor Company – 1”);
- Eila Holding Limited (“Transferor Company – 2”); and
- Kujjal Hotels Private Limited (“Transferor Company – 3”)

with and into Bharat Hotels Limited (“Transferee Company”) with effect from the Appointed Date being 1 April 2025, on such terms and conditions as set out in the draft Scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the aforesaid Scheme and to accept any modifications,

amendments or conditions that may be imposed or suggested by the Registrar of Companies, Official Liquidator, Regional Director, or any other regulatory authority, while sanctioning or approving the Scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to file necessary forms, applications and documents including Form CAA-11 and Form RD-1 with the appropriate authorities and to do all such acts, deeds and things as may be required to implement the Scheme.”

**By Order of the Board
For Bharat Hotels Limited**

sd/-

**Dr. Jyotsna Suri
Chairperson & Managing Director
DIN: 00004603**

Date: 14th March, 2026

Place: New Delhi

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

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.
2. The copies of the following documents as prescribed under Rule 25(3) of The Companies (Compromises, Arrangements And Amalgamations) Rules, 2016 are being circulated along with this notice and the same formulates an integral part of the notice:-
 - a) Proposed Scheme of Amalgamation;
 - b) Declaration of Solvency in Form CAA-10;
 - c) Statement with prescribed disclosures under Rule 25(3)(a) read with Rule 6(3) of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as a part of Explanatory Statement.
3. The Scheme, if approved, shall be subject to approval of creditors of the respective companies and confirmation by the Regional Director, Ministry of Corporate Affairs.
4. The Ministry of Corporate Affairs ('MCA'), Government of India, vide General Circular nos. 14/2020 dated April 8, 2020 and subsequent circulars, the latest being General Circular no. 03/2025 dated September 22, 2025, ("MCA Circulars"), permitted conduct of Extra-Ordinary General Meeting ('EGM') through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the Members at the EGM and prescribed the specified procedures to be followed for conducting the EGM through VC/OAVM. Accordingly, in accordance with the MCA Circulars, applicable provisions of the Companies Act, 2013 ("the Act"), the EGM of the Members of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.
5. KFin Technologies Limited ('KFin Technologies' or 'RTA') will provide the facility for voting through remote e-voting, participation in the EGM through VC facility and e-voting during EGM. The instructions for participating in the meeting and voting are given in the subsequent paragraphs.
6. 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.
7. The proceedings of the EGM 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 EGM.

8. Since the EGM is being held through VC, the facility to attend the meeting through Proxy will not be available for this EGM. Therefore the proxy form, attendance slip and route map have not been annexed to this notice.
9. 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 or contact@csrsm.com

Dispatch of the Notice of EGM by Email

10. In compliance with the MCA Circulars, the Notice of the EGM along 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.
11. The Notice of the EGM has also been uploaded on the website of the Company at <https://www.thelalit.com> in its Investor Relations section and on the website of KFin Technologies at their website address <https://evoting.kfintech.com>.
12. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the EGM and all other correspondences through electronic mode. Hence, 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.

Procedure for joining the EGM through VC

13. The Members may attend the EGM through VC at <https://emeetings.kfintech.com> under shareholders/members login by using the e-voting credentials (i.e., User ID and Password). The link for VC will be available in shareholder/members login where EGM event of Bharat Hotels Limited will be displayed.
14. Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. The facility of participation at the EGM through VC will be made available to at least 1000 Members on a ‘first come first served’ basis as per the MCA Circulars. There will be no restrictions on account of ‘first come first served’ entry into e-EGM to the Members holding 2% or more shareholding, Directors, Key Managerial Personnel, the Chairpersons of the Audit

Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors of the Company.

Procedure to raise questions /seek clarification with respect to Agenda item

16. Members who would like to express their views or ask questions during the EGM 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. Members are requested to follow this procedure and wait for their turn to be called by the Chairperson of the Meeting during the Question and Answer Session.
17. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time for smooth conduct of the EGM.





Procedure for Remote E-voting - Before EGM

18. The e-voting facility is available from 9.00 a.m. on Sunday, June 7, 2026 to 5.00 p.m. on Tuesday, June 9, 2026. Members of the Company holding shares either in physical form or in dematerialised (Demat) form as on the **cut-off date Thursday, June 4, 2026** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFin Technologies thereafter.
19. The Members can exercise their right to vote through e-voting by following instructions herein below:
 - A. **Login method for Individual shareholders holding securities in demat mode:**

Individual shareholders holding securities in demat mode with NSDL	Individual shareholders holding securities in demat mode with CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under “Login” 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 (i.e. KFinTech) and 	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password.

Individual shareholders holding securities in demat mode with NSDL	Individual shareholders holding securities in demat mode with CDSL
<p>you will be re-directed to e-Voting service provider website for casting 1.</p> <p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under ‘Value 	<ol style="list-style-type: none"> Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered for Easi/ Easiest</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> Visit www.cdslindia.com. Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘XXXXXXXX’ or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.

Individual shareholders holding securities in demat mode with NSDL	Individual shareholders holding securities in demat mode with CDSL
<p>Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</p> <p>iv. Click on company name i.e. 'XXXXXXXXXX' or ESP i.e. KFin.</p> <p>v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.</p> <p>3. Those not registered under IDeAS:</p> <p>i. Visit https://eservices.nSDL.com for registering.</p> <p>ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-voting website of NSDL https://www.evoting.nSDL.com.</p> <p>iv. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.</p> <p>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</p> <p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name i.e. XXXXXXXXXXXX or ESP name i.e. KFin after which the Member will be redirected to ESP website for</p>	

Individual shareholders holding securities in demat mode with NSDL	Individual shareholders holding securities in demat mode with CDSL
<p>casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>	

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.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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 EGM

20. The Members can join the EGM in the VC mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting. The Chairman shall, at the EGM, 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 EGM. However only those Members, who will be present in the EGM through VC and have not casted their vote through remote e-voting shall be eligible to vote through e-voting system during the EGM.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
22. The remote e-Voting module during the EGM shall be disabled by KFin Technologies for voting 15 minutes after the conclusion of the Meeting.

Scrutiniser

23. Mr. Ravi Sharma, Practicing Company Secretary (FCS 4468 C.P.No.3666) as the Scrutinizer or failing him Ms. Suman Pandey, Practicing Company Secretary (FCS 7606 C.P.No.8404) has been appointed as Scrutinizer to scrutinize the e-voting process and voting at the e-EGM in a fair and transparent manner.
24. The results of e-voting along with Scrutinizers’ report shall be placed on the Company’s website at <https://www.thelalit.com> within two days from the conclusion of the EGM. 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. June 10, 2026.

Procedure for Inspection of Documents

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

26. The copies of the following documents will be available for inspection by the members at the Registered Office of the Company during business hours up to the date of the meeting:
 - a) Scheme of Amalgamation
 - b) Statement of Assets and Liabilities as at 31 March 2025
 - c) Declaration of Solvency in Form CAA-10
 - d) Valuation Report dated 12 March 2026 issued by Mr. Sujit Sethia, Registered Valuer (IBBI Regn. No. IBBI/RV/05/2018/10198)

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 Board of Directors of the Company at its meeting held on 14th March, 2026 approved the Scheme of Amalgamation between:

- PCL Hotels Limited (Transferor Company – 1) (PHL)
- Eila Holding Limited (Transferor Company – 2) (EHL)
- Kujjal Hotels Private Limited (Transferor Company – 3) (KHPL)

(collectively referred to as the “Transferor Companies”) with Bharat Hotels Limited (“Transferee Company”) (BHL).

The Scheme is proposed under Section 233 of the Companies Act, 2013 which provides a fast-track merger process for certain classes of companies.

All the applicant companies are engaged in same line of business and therefore in order to consolidate the operations in the Transferee Company as well as eliminate the duplication of various processes it is proposed to amalgamate the Transferor Companies by way of the present Scheme of Amalgamation into the Transferee Company. The rationale is further dealt with in detail in the proposed Scheme of Amalgamation, a copy of which is enclosed along with the present notice and statement.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company and that the Transferor Companies are subsidiaries of Transferee Company.

This statement is being furnished as required under Section 233 of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 (“the Act”) and further read with Rule 25(3)(a) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “Rules”).

I. Details of the Company

- **PCL Hotels Limited (Transferor Company – 1)**

1.	CIN	U55100DL1995PLC066703
2.	PAN	AACCP1015H
3.	Date of Incorporation	24 March 1995
4.	Type of Company	Public Limited Company

5.	Registered Office Address	401, World Trade Tower, Barakhamba Lane, Central Delhi, New Delhi, India – 110001.		
6.	Email Address	corpvpsecy@thelalit.com		
7.	Main Object as per Memorandum of Association of the Company	To enterprise, undertake, and carry on the business of hotelier, motelier, road-house, auto-court, holiday-camps, resorts, restaurant owners, refreshment room contractors, refreshment room proprietors, apartment house keepers and to appropriate any part or parts of the property of the company for the purpose of inn, hotel, tavern, caravansary, apartment, mansion, bungalow, flat, lodge, hermitage, villa, cottage, hut, cabin, castle, kiosk, suite, chalets, cafeteria, saloon, club, club-house, grill room, coffee house, canteen, cafe, bar, ale-house, discotheque and other like places for the accommodation of customers, tourists, pilgrims, visitors and guests.		
8.	Details of change of name, registered office and objects of the company during the last five years	There is no change of name, registered office and objects of the Company during the last five years of the company		
9.	Share Capital of the Company	Particulars		Amount (Rs. in Lakhs)
		Authorized Share Capital		
		50,00,000 Equity Shares of Rs. 100/- each		5,000.00
		Issued, Subscribed and Fully Paid-up Share Capital		
		47,90,000 Equity Shares of Rs. 100/- each		4,790.00
10.	Name of the Promoters and Directors along with their Address	S.N.	Name of Director/ Promoter	Address
		1.	Bharat Hotels Limited (Promoter)	Barakhamba Lane, New Delhi – 110001
		2.	Ms. Divya Suri Singh (Director)	A1/21, Safdar Jang Enclave, New Delhi – 110029

		DIN: 00004559	
		3. Ms. Deeksha Suri, (Director) DIN: 00005367	C-5/5, First Floor, Vasant Vihar, New Delhi – 110057
		4. Mr. Keshav Suri, (Director) DIN: 00005370	B-19, Third Floor Maharani Bagh, Srinivaspuri PO East of Kailash Phase 1 New Delhi-110065
		5. Ms. Prachi Vij, (Managing Director) DIN: 07611806	F-182, Vikas Puri, New Delhi- 110018

- **Eila Holding Limited (Transferor Company – 2)**

1.	CIN	U70101DL2006PLC144365
2.	PAN	AABCE6225F
3.	Date of Incorporation	2 January 2006
4.	Type of Company	Public Limited Company
5.	Registered Office Address	51 & 52, Ground Floor, World Trade Centre, Barakhamba Lane, Central Delhi, New Delhi, India – 110001
6.	Email Address	eilabuildersdlt@gmail.com
7.	Main Object as per Memorandum of Association of the Company	To carry on and undertake the business of finance and to invest or otherwise employ moneys belonging to the Company upon any shares, securities issued or guaranteed by any government, public body, authority or firm or any individual and to lend money, either with or without security, upon such terms as may be thought fit & proper and vary such investment in such manner as the Company may think fit and to raise or borrow loans or inter-corporate deposits either from Directors or from elsewhere and secure the payment of any sums or sum of money for the purposes of the Company from time to time.
8.	Details of change of name, registered office and objects of the company during the last five years	There is no change of name, registered office and objects of the Company during the last five years of the company

9.	Share Capital of the Company	Particulars		Amount (Rs. in Lakhs)
		Authorized Share Capital		
		4,50,00,000 Equity Shares of Rs. 10/- each		4,500.00
		Issued, Subscribed and Fully Paid-up Share Capital		
		4,45,00,000 Equity Shares of Rs. 10/- each		4,450.00
10.	Name of the Promoters and Directors along with their address	S.N.	Name of Director/ Promoter	Address
		1.	Bharat Hotels Limited (Promoter)	Barakhamba Lane, New Delhi – 110001
		2.	Deeksha Holding Limited (Promoter)	26 & 27, Ground Floor, World Trade Centre, Barakhamba Lane, Central Delhi, New Delhi, Delhi, India, 110001
		3.	Deeksha Human Resource Initiatives Limited (Promoter)	25, Ground Floor, World Trade Centre, Barakhamba Lane, Central Delhi, New Delhi, Delhi, India, 110001
		4.	Mr. Rocky Kalra (Director) DIN: 03584991	Y-95, Regency Park-2, DLF Phase-4, Sector-27, Gurgaon, Haryana -122002
		5.	Mr. Ashwani Kumar Rajput, (Director) DIN: 08517207	E-1,119, Sector-11, Rohini, Delhi-110085
		6.	Mr. Sameer Anand, (Independent Director) DIN: 07427224	B-803, Pearl Court, Ramprastha Greens, Vaishali, Ghaziabad, Uttar Pradesh -201010
		7.	Mr. Vineet Maheshwari	G-2, 618A, Sector-1, Vaishali, Ghaziabad,

		(Independent Director) DIN: 09073476	Uttar Pradesh -201010
		8. Ms. Prachi Vij, (Managing Director) DIN: 07611806	F-182, Vikas Puri, New Delhi- 110018

• **Kujjal Hotels Private Limited (Transferor Company – 3)**

1.	CIN	U55100DL2005PTC139829
2.	PAN	AACCK6835A
3.	Date of Incorporation	22 August, 2005
4.	Type of Company	Private Limited Company
5.	Registered Office Address	51 & 52, Ground Floor, World Trade Centre, Barakhamba Lane, Central Delhi, New Delhi, India – 110001.
6.	Email Address	corpvpsecy@thelalit.com
7.	Main Object as per Memorandum of Association of the Company	To enterprise, undertake and carry on the business of hotelier, motelier, road-house, auto-court, holiday-camps, restaurant owners, refreshment room contractors, refreshment room proprietors, apartment house keepers and to appropriate any part or/parts of the property of the company for the purpose of inn, hotel, tavern, caravansary, apartment, pension, bungalow, flat, lodge, hermitage, villa, cottage, hut cabin, castle, kiosk, suite, chalets, cafeteria, saloon, club, club-house, grill room, coffee house, canteen, cafe, bar, alehouse, discotheque and other like places for the accommodation of customers, tourists, pilgrims, visitors and guests.
8.	Details of change of name, registered office and objects of the company during the last five years	There is no change of name, registered office and objects of the Company during the last five years of the company

9.	Share Capital of the Company	Particulars		Amount (Rs. in Lakhs)
		Authorized Share Capital		
		8,00,00,000 Equity Shares of Rs. 10/- each		8,000.00
		Issued, Subscribed and Fully Paid-up Share Capital		
		8,00,00,000 Equity Shares of Rs. 10/- each		8,000.00
10.	Name of the Promoters and Directors along with their address	S.N.	Name of Director/ Promoter	Address
		1	PCL Hotels Limited (Promoter)	401, World Trade Tower, Barakhamba Lane, Central Delhi, New Delhi, India – 110001
		2	Eila Holding Limited (Promoter)	51 & 52, Ground Floor, World Trade Centre, Barakhamba Lane, Central Delhi, New Delhi, India – 110001
		3	Mr. Rocky Kalra (Managing Director) DIN: 03584991	Y-95, Regency Park-2, DLF Phase-4, Sector-27, Gurgaon, Haryana -122002
		4	Mr. Vivek Shukla (Director) DIN: 08147944	D-95, Panchsheel Enclave, New Delhi – 110017
		5	Ms. Poonam Tyagi (Director) DIN: 07138568	I-602, Mayurdhwaj Apartments, I P Extension, New Delhi – 110092
		6	Mr. Rakesh Mitra (Director) DIN: 08147363	Block A, Flat No. 4/1, 316- Fartabad (EM by Pass extension) Sonarpur, Garia, South 24 Parganas, West Bengal – 700084
		7	Mr. Ravinder Suri (Independent Director) DIN: 07617240	E-24, 1st Floor, Lajpat Nagar 2, New Delhi – 110024

		8	Mr. Kirat Singh (Independent Director) DIN: 00131100	6, Panchsheel Marg, Chanakyapuri, NDMC, New Delhi – 110021
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- **Bharat Hotels Limited (Transferee Company)**

1.	CIN	U74899DL1981PLC011274		
2.	PAN	AAACB1298E		
3.	Date of Incorporation	22 January 1981		
4.	Type of Company	Public Limited Company		
5.	Registered Office Address	Barakhamba Lane, New Delhi – 110001, India.		
6.	Email Address	corpvpsecy@thelalit.com		
7.	Main Object as per Memorandum of Association of the Company	To enterprise, undertake and carry on the business of hotelier, motelier, roadhouse, auto court, holiday camps, restaurant owners, refreshment room contractors, refreshment room proprietors, apartment house keepers and to appropriate any part or/parts of the property of the company for the purpose of inn, hotel, tavern, caravansary, apartment, pension, bungalow, flat, lodge, hermitage, villa, cottage, hut cabin, castle, kiosk, suite, chalets, cafeteria, saloon, club, clubhouse, grill room, coffee house, canteen, cafe, bar, ale house, discotheque and other like places for the accommodation of customers, tourists, pilgrims, visitors and guests.		
8.	Details of change of name, registered office and objects of the company during the last five years	There is no change of name, registered office and objects of the Company during the last five years of the company		
9.	Share Capital of the Company	Particulars	Amount (Rs. in Lakhs)	
		Authorized Share Capital		
		10,00,00,000 Equity Shares of Rs. 10/- each	10,000.00	
		Issued, Subscribed and Fully Paid-up Share Capital		
		7,59,91,199 Equity Shares of Rs. 10/- each	7,599.12	

10.	Name of the Promoters and Directors along with their address	S.N.	Name of Director/ Promoter	Address
		1	Dr. Jyotsna Suri (Promoter and Chairperson & Managing Director) DIN: 00004603	N-119, Panchsheel Park, New Delhi – 110017
		2	Deeksha Holding Limited (Promoter)	26 & 27, Ground Floor, World Trade Centre, Barakhamba Lane, Central Delhi, New Delhi, Delhi, India, 110001
		3	Ms. Divya Suri Singh (Whole Time Director) DIN: 00004559	A1/21, Safdar Jang Enclave, New Delhi – 110029
		4	Ms. Deeksha Suri, (Whole Time Director) DIN: 00005367	C-5/5, First Floor, Vasant Vihar, New Delhi – 110057
		5	Mr. Keshav Suri, (Whole Time Director) DIN: 00005370	B-19, Third Floor Maharani Bagh, Srinivaspuri PO East of Kailash Phase 1 New Delhi-110065
		6	Dr. Mohmmad Yousuf Khan (Non-Executive Director) DIN: 00570339	4-Gupkar Road, Shehjar Sonwar, Srinagar, Jammu & Kashmir - 190001
		7	Mr. Dhruv Prakash (Independent Director) DIN: 05124958	A 14, Sector 26, Noida, Uttar Pradesh – 201301
		8	Mr. Vivek Mehra (Independent Director) DIN: 00101328	B- 314, New Friends Colony, New Delhi – 110025
		9	Ms. Shovana Narayan (Independent Director) DIN: 07957359	G-9, Shahi Road, Bijwasan, Pushpanjali Farms, Bijwasan, South West Delhi, Delhi - 110061

II. The fact and details of any relationship subsisting between such companies which are Parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies

S. No.	Name of the Company	Relationship
1.	PCL Hotels Limited (Transferor Company – 1)	Wholly owned subsidiary of Bharat Hotels Limited and Holding Company of Kujjal Hotels Private Limited
2.	Eila Holding Limited (Transferor Company – 2)	Subsidiary of Bharat Hotels Limited
3.	Kujjal Hotels Private Limited (Transferor Company – 3)	Subsidiary of a) Bharat Hotels Limited and b) PCL Hotels Limited
4.	Bharat Hotels Limited (Transferee Company)	Holding Company of a) PCL Hotels Limited, b) Eila Holding Limited and c) Kujjal Hotels Private Limited

III. The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in Favor of the resolution, who voted against the resolution and who did not vote/ participate on such resolution

The Board of Directors of the Transferor Companies and the Transferee Company unanimously approved and adopted the proposed Scheme of Amalgamation, respectively. The details of the meetings held and vote cast by the directors are as under:

PCL Hotels Limited (Transferor Company – 1) Dated: 13th March, 2026

S.N.	Name of the Directors	IN	Voted in Favor/Against
1	Ms. Divya Suri Singh	00004559	Favor
2	Ms. Deeksha Suri	00005367	Favor
3	Mr. Keshav Suri	00005370	Favor
4	Ms. Prachi Vij	07611806	Favor

Eila Holding Limited (Transferor Company – 2) Dated: 12th March, 2026

S.N.	Name of the Directors	DIN	Voted in Favor/Against
1	Mr. Rocky Kalra	03584991	Favor
2	Mr. Ashwani Kumar Rajput	08517207	Favor
3	Mr. Sameer Anand	07427224	Favor
4	Mr. Vineet Maheshwari	09073476	Favor
5	Ms. Prachi Vij	07611806	Favor
6	Mr. Rocky Kalra	03584991	Favor

Kujjal Hotels Private Limited (Transferor Company – 3) Dated: 12th March, 2026

S.N.	Name of the Directors	DIN	Voted in Favor/Against
1	Mr. Rocky Kalra	03584991	Favor
2	Mr. Vivek Shukla	08147944	Favor
3	Ms. Poonam Tyagi	07138568	Favor
4	Mr. Rakesh Mitra	08147363	Could not attend the meeting
5	Mr. Ravinder Suri	07617240	Favor
6	Mr. Kirat Singh	00131100	Could not attend the meeting

Bharat Hotels Limited (“Transferee Company”) Dated: 14th March, 2026

S.N.	Name of the Directors	DIN	Voted in Favor/Against
1	Dr. Jyotsna Suri	00004603	Favor
2	Ms. Divya Suri Singh	00004559	Favor
3	Ms. Deeksha Suri	00005367	Favor
4	Mr. Keshav Suri	00005370	Could not attend the meeting
5	Dr. Mohmmad Yousuf Khan	00570339	Favor
6	Mr. Dhruv Prakash	05124958	Favor
7	Mr. Vivek Mehra	00101328	Favor
8	Ms. Shovana Narayan	07957359	Favor

IV. Disclosing details of the scheme of Arrangement including:

a) Parties involved in such compromise or arrangement;

The parties involved in the present scheme of amalgamation are PCL Hotels Limited (Transferor Company – 1), Eila Holding Limited (Transferor Company – 2), Kujjal Hotels Private Limited

(Transferor Company – 3) and Bharat Hotels Limited (“Transferee Company”) (BHL) as mentioned in the enclosed Scheme of Amalgamation.

- b) **In case of amalgamation, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;**

"Appointed Date" means 1st April, 2025.

"Effective Date" means the last date on which certified copies of the order of the Central Government sanctioning this Scheme are filed with the Registrar of Companies. References to “upon coming into effect of the Scheme” or “effectiveness of the Scheme” shall mean the Effective Date.

“Share Exchange Ratio”

- **Eila Holding Limited (“EHL”) and Bharat Hotels Limited (“BHL”):**

The share exchange ratio works out to “**0.001448**”, based on the book values of EHL & BHL. The same shall be applied for determining the number of equity shares of BHL to be issued to the shareholders of EHL pursuant to the proposed Amalgamation as a consideration

- **PCL Hotels Limited (“PHL”) and Bharat Hotels Limited (“BHL”):**

The share exchange ratio works out to “**0.002625**”, based on the book values of PHL & BHL. Since, PHL is a wholly owned subsidiary of BHL. Consequently, upon the proposed Amalgamation, the existing intercompany shareholdings shall stand cancelled as part of the mutual shareholding cancellation. No fresh equity shares of BHL are required to be issued in this regard.

- **Kujjal Hotels Private Limited (“KHPL”) and Bharat Hotels Limited (“BHL”):**

The share exchange ratio works out to “**Nil**”, based on the book values of KHPL & BHL. KHPL is jointly held by PHL & EHL. Consequently, upon the proposed Amalgamation, the existing intercompany holdings shall stand cancelled as part of the mutual shareholding cancellation. No fresh equity shares of BHL are required to be issued in this regard.

- c) **Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company;**

Mr. Sujit Sethia (IBBI Registration No. IBBI/RV/05/2018/10198) had been appointed as the Registered Valuer by the members of the Audit Committee of the Company through “resolution

passed by circulation” on 5th March, 2026 to undertake the valuation of the applicant Company for the said purpose.

The Valuation has been prepared on the basis of the principles of Determination of Book value of Equity Shares as per the Net Asset Valuation Method. As per the Valuation Report, the book value per equity share of the Company is “**Rs. 102.60**” as on 12th March, 2026 based on the Audited Balance Sheet of the company as at 31st March, 2025.

The copy of Valuation report of all the applicant companies are available for inspection at the registered office of the Company.

d) Details of capital/debt restructuring, if any;

The entire paid up capital of the Transferor Companies shall stand cancelled upon the Scheme of Amalgamation becoming effective.

Consequent to the transfer and reclassification of the authorized share capital of the Transferor Companies, Clause V of the Memorandum of Association of the Transferee Company shall be substituted as follows:

“The Authorized Share Capital of the Company is Rs. 275,00,00,000/- (Rupees Two Hundred and Seventy Five Crores only) divided into 27,50,00,000 (Twenty Seven Crores and Fifty Lakhs) equity shares of Rs. 10/- each.”

Apart from the above, no capital or debt restructuring, is proposed in the subject Scheme of Amalgamation.

e) Rationale of the Scheme

The amalgamation is proposed with the following objectives:

- consolidation of group entities;
- simplification of the corporate structure;
- reduction in administrative and operational costs;
- efficient utilisation of resources;
- improved management focus and operational synergies;
- benefit in terms of reduction of tax liability

The rationale is well defined in detail under Clause 3 of the enclosed scheme of Amalgamation.

f) Benefits of the amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable)

Kindly refer Clause 3.4 of the Scheme as enclosed herewith.

g) Amount due to unsecured creditors –

Kindly refer to the list of creditors as on Close of business of 28th February 2026, duly certified by the Statutory Auditors of the respective Transferor and Transferee Companies, enclosed herewith for your kind perusal and record.

V. Disclosure about the effect of the scheme of amalgamation on:

(a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the company:

Upon the coming into effect of the Scheme of Amalgamation of PCL Hotels Limited (Transferor Company-1), EILA Holding Limited (Transferor Company-2) and Kujjal Hotels Private Limited (Transferor Company-3) with Bharat Hotels Limited (Transferee Company), the effect on various stakeholders shall be as under:

(a) Key Managerial Personnel (KMPs):

There shall be no adverse effect on Key Managerial Personnel of the Transferor Companies as they will be transferred to the Transferee Company.

(b) Directors:

There shall be no adverse effect on the Directors. The existing common directorship, if any, shall continue in accordance with applicable laws and the governance structure of the Transferee Company. Independent Directors and other Directors of Transferor Companies will be ceased from the directorship.

(c) Promoters:

There shall be no change in the promoter shareholding or control of the Transferee Company pursuant to the Scheme.

(d) Non-Promoter Members:

There shall be no change in the shareholding of the non-promoter shareholders of the Transferee Company as a result of the Scheme.

(e) Depositors:

There shall be no effect on depositors, as no deposits have been accepted by the Transferor Companies.

(f) Creditors:

All creditors of the Transferor Companies shall, upon the Scheme becoming effective, become creditors of the Transferee Company and shall be paid in the ordinary course of business without any prejudice to their rights.

(g) Debenture Holders:

There are no Debenture holders in the Transferor and Transferee Companies.

(h) Deposit Trustee and Debenture Trustee:

There are no Deposit Trustee and Debenture Trustee in the Transferor and Transferee Companies.

(i) Employees:

All employees of the Transferor Companies shall become employees of the Transferee Company without any break or interruption in service and on terms and conditions not less favorable than those presently applicable to them.

VI. Disclosure about the effect of the Scheme on the material interests of directors and Key Managerial personnel and debenture trustee.

The Scheme of amalgamation has no impact on the material interests of Directors and Key Managerial Personnel of the Company and Company does not have any debenture trustee.

VII. Investigation or proceedings, if any, pending against the Company under the Act-

There are no pending Investigation or proceedings against the Company under the Companies Act.

VIII. Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members:

The following documents will be open for obtaining extract or for making or obtaining copies of or for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on any working day of the Company except Saturday and Sunday upto the date of the meeting:

- a) Latest audited financial statements of the company including consolidated financial Statements;
- b) Copy of proposed Scheme of Amalgamation;
- c) Declaration of Solvency in Form CAA-10
- d) Valuation Report dated 12th March, 2026 issued by Mr. Sujit Sethia, Registered Valuer (IBBI Regn. No. IBBI/RV/05/2018/10198)
- e) Statement of Assets and Liabilities of the Company as at 31st March, 2025
- f) The certificate issued by Auditor for the Companies to the effect that the accounting treatment, if any, proposed in the scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
- g) Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme.

IX. Details of approvals, sanctions or no-objection(s), if any, form regulatory or any other government authorities required, received or pending for the purpose Scheme of Amalgamation.

The Copies of the Scheme of Amalgamation has already submitted with the following regulatory and governmental authorities and sought their approval:

1. Registrar of Companies, Delhi II
2. Official Liquidator, Delhi
3. Income Tax department.

The members to whom this notice is sent may attend and vote at the meeting through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') or through electronic voting facilities, wherever applicable. Since the meeting is being held through VC/OAVM, the facility for appointment of proxies is not available.

The Company had also served Notices in Form CAA-9 along with the proposed Scheme to Registrar of Companies, Delhi II and Official Liquidator, Ministry of Corporate Affairs and Income Tax department vide letter dated 25th March, 2026, seeking their objections / suggestions to the said scheme as required under section 233(1)(a) of the Act and rules made thereunder. The Company has not received any objections and suggestions to the proposed scheme from the said authorities till the date of this Notice.

The Company has also filed their Declaration of Solvency in Form CAA-10 and notice in Form CAA 9 before the office of Registrar of Companies, Delhi II in electronic mode through form GNL 1 having SRN AC2804544 dated 30th March, 2026.

The Scheme once approved by the members will be subject to approval of the Hon'ble Regional Director, Northern Region and Ministry of Corporate Affairs.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors. No other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

The Board recommends the above resolution for approval of the members.

By Order of the Board

For Bharat Hotels Limited

sd/-

Dr. Jyotsna Suri

Chairperson & Managing Director

DIN: 00004603

Date: 14th March, 2026

Place: New Delhi

Registered Office:

Barakhamba Lane, New Delhi – 110 001, India