



BHARAT HOTELS LIMITED

(CIN: U74899DL1981PLC011274)

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

Tel.: 91 11 44447777, Fax: 91 11 44441234, Email: corporate@thelalit.com. Website: www.thelalit.com

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting (**AGM**) of **BHARAT HOTELS LIMITED** will be held on **Wednesday, August 23, 2017 at 12:00 Noon** at the Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS

Item No. 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, 2017, including the Audited Balance Sheet as at March 31, 2017 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.
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017, including the Consolidated Audited Balance Sheet as at March 31, 2017 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare dividend of Rs. 1.00 per equity Share (Rs. 10/- each) for the Financial Year 2016-17.

Item No. 3 – Appointment of Mr. Keshav Suri as Director liable to retire by rotation

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the members of the company be and is hereby accorded to the re-appointment of Mr. Keshav Suri (DIN: 00005370) as Director liable to retire by rotation.”

Item No. 4 – Appointment of Mr. Dharam Vir Batra as Director liable to retire by rotation

To appoint a Director in place of Mr. Dharam Vir Batra (DIN 00713012), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the members of the company be and is hereby accorded to the re-appointment of Mr. Dharam Vir Batra (DIN: 00713012) as Director liable to retire by rotation.”

Item No. 5 – Appointment of Statutory Auditors and fixation of their remuneration

To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Walker Chandiook & Co LLP, Chartered Accountants, Firm Registration No. 001076N/N500013, be appointed as Statutory Auditors of the Company for a period of 5 years, subject to ratification by members each year at the AGM, for auditing the accounts of the Company from Financial Year 2017-18 to Financial Year 2021-22, in place of retiring auditors M/s. S R Batliboi & Co. LLP, Chartered Accountants and to hold office from the conclusion of 36th AGM which will be held in the current year i.e. 2017 till the conclusion of the 41st AGM which will be held in the year 2022 at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company through the Chairperson and Managing Director or any other committee of the Board.”

SPECIAL BUSINESS

Item No. 6 – Appointment of Mr. Dhruv Prakash (DIN 05124958) as an Independent Director

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

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualification of Directors] Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Dhruv Prakash (DIN 05124958), being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years w.e.f. 21st July, 2017, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to the above Resolution and to do all such acts, deeds and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, letter and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary forms and returns with the appropriate authorities.”

Item No. 7 – Appointment of Mr. Vivek Mehra (DIN 00101328), as an Independent Director

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

“RESOLVED THAT pursuant to provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualification of Directors] Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Vivek Mehra (DIN 00101328), being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years w.e.f. 21st July, 2017, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to the above Resolution and to do all such acts, deeds and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, letter and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary forms and returns with the appropriate authorities.”



Item No. 8 – Re-appointment of Dr. Jyotsna Suri (DIN 00004603), as Chairperson & Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment of Dr. Jyotsna Suri (DIN 00004603), as Chairperson & Managing Director of the Company 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 for a period of 3 (Three) years with effect from 16th October, 2017, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

I) **SALARY**

Salary upto Rs. 7,75,000/- (Rupees Seven lakhs Seventy Five Thousand only) per month 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.

II) **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 and such other applicable provisions of the Companies Act, 2013.

III) **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 REIMBURSEMENT**

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 three months’ salary over a period of three 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 policy shall be taken as per the Rules of the Company. Premium not to exceed Rs.4,000/- per annum.

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, the above remuneration will be considered and shall be paid to Dr. Jyotsna Suri as a minimum remuneration, pursuant to the provisions of and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Central Government, if required.

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 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."



Item No. 9 – Re-appointment of Ms. Divya Suri Singh (DIN 00004559), as Executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment of Ms. Divya Suri Singh (DIN 00004559), as Executive Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 26th August, 2017, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

I) **SALARY**

Salary upto Rs. 7,75,000/- (Rupees Seven lakhs Seventy Five 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.

II) **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 and such other applicable provisions of the Companies Act, 2013.

III) **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 REIMBURSEMENT**

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 three months' salary over a period of three 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 policy shall be taken as per the Rules of the Company. Premium not to exceed Rs.4,000/- per annum.

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 and 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, the above remuneration will be considered and shall be paid to Ms. Divya Suri Singh as a minimum remuneration, pursuant to the provisions of and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Central Government, if required.

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 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."

Item No. 10 – Re-appointment of Ms. Deeksha Suri (DIN 00005367), as Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules and guidelines for managerial remuneration



issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment of Ms. Deeksha Suri (DIN 00005367), as Executive Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 26th August, 2017, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

I) **SALARY**

Salary upto Rs. 7,75,000/- (Rupees Seven lakhs Seventy Five 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.

II) **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 and such other applicable provisions of the Companies Act, 2013.

III) **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 REIMBURSEMENT**

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 three months' salary over a period of three 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 policy shall be taken as per the Rules of the Company. Premium not to exceed Rs.4,000/- per annum.

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 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, the above remuneration will be considered and shall be paid to Ms. Deeksha Suri as a minimum remuneration, pursuant to the provisions of and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Central Government, if required.

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 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."

Item No. 11 – Re-appointment of Mr. Keshav Suri (DIN 00005370), as Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment of Mr. Keshav Suri (DIN 00005370), as Executive Director of



the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 26th August, 2017, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

I) **SALARY**

Salary upto Rs. 7,75,000/- (Rupees Seven lakhs Seventy Five 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.

II) **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 and such other applicable provisions of the Companies Act, 2013.

III) **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 REIMBURSEMENT**

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 three months' salary over a period of three 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 policy shall be taken as per the Rules of the Company. Premium not to exceed Rs.4,000/- per annum.

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 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, the above remuneration will be considered and shall be paid to Mr. Keshav Suri as a minimum remuneration, pursuant to the provisions of and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Central Government, if required.

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 he functions as the 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/-
(SANDEEP CHANDNA)
Company Secretary
M. No. FCS-6345

Dated : 21-07-2017

Place : New Delhi

Registered Office: Barakhamba Lane, New Delhi – 110 001



THE STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER PROVISOR (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 primarily 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.
- (iv) **Financial performance:** Based on the Audited financial results for the year ended 31st March, 2017:-

Particulars	(Rupees in Lakh)
Turnover & Other Income	58,312.60
Gross Profit before Interest, Depreciation & Tax	17,813.08
Net Profit after Tax	3,669.23
Net Comprehensive Income	3,662.15

- (v) **Foreign investments or collaborators, if any:** At present, there are no foreign investments or any collaboration abroad.

II. INFORMATION ABOUT THE APPOINTEE(S):

(i) Background details:

Name of Director	Dr.Jyotsna Suri	Ms. Divya Suri Singh	Ms. Deeksha Suri	Mr. Keshav Suri
Designation	Chairperson & Managing Director	Executive Director	Executive Director	Executive Director
Education	Graduated in English honours from Miranda House College, Delhi University.	Master in Law from Kings College London	B.com (H) from D.U.& Post Graduate Diploma in Business Studies from London School of Economics.	MSC in International Management & Masters in Law from Kings College, London

Past Experience	Associated with the company as Joint Managing Director since the year 1989 and appointed as Chairperson & Managing Director of the Company in the year 2006.	Practiced as Corporate lawyer for 8 years in Delhi High Court and Supreme Court and associated with the Company as Legal Advisor since the year 2001 and appointed as Executive Director of the Company in the year 2009.	Associated with the Company as General Manager-Corporate since the year 2002 and has been looking after manpower planning and Human Resource Development besides other general administration of the Company at Corporate level. She was appointed as Executive Director of the Company in the year 2009.	Associated with the Company as General Manager-Corporate w.e.f. 01.07.2007 and has been looking after operations and projects of the Company at Corporate level. He was appointed as Executive Director of the Company in the year 2009.
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(ii) **Past remuneration during the financial year ended 31st March, 2017:**

Name of Director	Dr.Jyotsna Suri	Ms. Divya Suri Singh	Ms. Deeksha Suri	Mr. Keshav Suri
Remuneration	Rs.84 lacs	Rs.72 lacs	Rs.72 lacs	Rs.72 lacs

(iii) **Recognition or Awards:**

Dr Jyotsna Suri has been holding various portfolios with the Industry Associations namely – Past President of the FICCI (Federation of Indian Chambers of Commerce and Industry). The only Indian member on the International Executive Committee of the World Travel and Tourism Council (WTTC), Executive Member of Hotel Association of India.

During her tenure of over 11 years as the CMD of Bharat Hotels, she has already got the following recognitions:-

1. Honorary Degree of “Doctor of Laws” from the University of Warwick, UK
2. Business Today’s list of 20 most powerful women in India 2009
3. Leading Hotelier 2010 – Enterprising daring and determined
4. XXIII IATO 2007- For her valuable contribution and support to the sector (during the 25th celebration year of IATO)
5. Society for the Promotion of Indian Classical Music Culture amongst Youth.
6. India Travel Award 2015.
7. Amity Corporate Excellence Award for Social and Industry Leadership (2015).
8. PHD Chamber Outstanding Businesswoman of the Year (2016).

(iv) **Job Profile and their suitability:** Dr. Jyotsna Suri associated with the Company as Joint Managing Director since the year 1989 and appointed as Chairperson & Managing Director of the company in the year 2006. She has been entrusted with substantial power of the management of the company. On November 19, 2008 she charted a path breaking and highly successful brand change for the company. Today, under The Lalit Suri Hospitality Group, all its luxury hotels are operated under ‘THE LaLiT’ banner.

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 advise.

Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri are Executive Directors of the Company since 26th August, 2009. All are responsible for the operations and the affairs of the Company. Taking into consideration qualifications and expertise of all above Executive Directors in relevant fields, these Executive Directors are best suited for the responsibilities currently assigned to them by the Board of Directors.

(v) **Remuneration proposed:** As specified in the Resolutions.

(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.



(vii) **Pecuniary relationship(s) directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Besides the remuneration proposed to be paid to all, the Chairperson & Managing Director and Executive Directors do not have any other pecuniary relationship with the Company other than what has been mentioned in note 46 of the notes forming part of the financial statement for the year ended as on 31st March, 2017 under the head Related Party Disclosures. Dr. Jyotsna Suri is related to Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri being as mother and Mr. Ramesh Suri is related being Paternal Uncle of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri.

Further, Dr. Jyotsna Suri, Chairperson & Managing Director, Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, Executive Directors are also holding equity share(s) of the Company.

III. OTHER INFORMATION:

(i) **Reasons of loss or inadequate profits:** For the time being, the Company is earning profits from operations. However, looking to the stiff market conditions and competitions in the hotel business, there may be an impact on the operations of the Company bringing down margins to some extent in future. As such, out of abundant caution, the remuneration to the Managing Director and Executive Directors is sought to be fixed also under Schedule V to the Companies Act, 2013.

(ii) **Steps taken or proposed to be taken for improvement :** That the inadequacy of profits is mainly on account of increased interest cost, and operating expenses which went up drastically in previous year and owing to the development and ongoing construction activities of the Company. However, the Company is working towards restructuring of loans/ borrowed funds in order to reduce its interest burden.

(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 under in note 46 of the notes forming part of the financial statement for the year ended as on 31st March, 2017.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT BARAKHAMBA LANE, NEW DELHI-110001 NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies shall be required to be provided to the Company.
4. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, the 16th August, 2017 to Wednesday, the 23rd August, 2017 (both days inclusive)**, for the purpose of Annual General Meeting and to take record of the shareholders of the Company, entitled for dividend on Equity Shares.
5. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form. For any change in address or bank particulars or bank mandates, such changes are to be advised only to the Depository Participant of the Members.
6. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents:

M/s Karvy Computershare Private Limited,
305 New Delhi House,
27, Barakhamba Road, New Delhi - 110 001
7. The members/proxies should bring their attendance slips sent herewith, duly filled in for attending the meeting.
8. Entry in the meeting hall shall be strictly restricted only to the members/valid proxies, carrying the attendance slip.
9. Members desirous of obtaining any information concerning accounts or operation of the Company are requested to write to the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
10. Information under Section 124 (6) of the Companies Act, 2013 :

Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof, as the same will be credited to DEMAT Account of the Investor Education and Protection Fund Authority ("IEPFA") pursuant to Section 124(6) of the Companies Act, 2013 ("Act") read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time) ("Rules") and



- a) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ("Act") read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time) unclaimed dividends upto the financial year 2008-09 have been transferred to the Investor Education and Protection Fund ("IEPF") set up by Govt. of India. The amount of dividend for the financial years 2009-10 to 2015-16 remaining unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account shall be transferred to the IEPF and no payments shall be made in respect of any such claims after the transfer. Members may note that this year the dividend for the financial year 2009-10 is due for transfer to the IEPF.
 - b) In accordance with the procedure laid down in the rules, if a member does not claim the dividend amount for a consecutive period of seven years or more, then the shares held by him/her shall be transferred to the DEMAT Account of IEPFA. The details of the Members whose shares are liable to be transferred are also posted on the website of the Company i.e. www.thelalit.com. The unclaimed or unpaid dividend which have already been transferred or the shares which are due to be transferred, if any, can be claimed back by the Members from IEPFA by following the procedure given on its website i.e. <http://iepf.gov.in/IEPFA/refund.htm>,
 - c) Members who have not yet encashed their dividend warrant(s) for the financial year 2009-10 and onwards are requested to claim the amount forthwith from the Company.
11. Members may note that the Companies Act, 2013 and Rules there under, allow the Company to send notices and documents, including Annual Report to the shareholders through electronic mode to the registered e-mail addresses of members.

Keeping in view the green initiatives taken by the MCA and to save the cost involved in printing and dispatch, we propose to send all communications including Notice of Annual General Meeting, Financial Statements, Postal Ballot, Notice etc. in electronic mode. In order to facilitate the same, we request you to furnish your consent with e-mail ID quoting your folio number to the Registrar & Share Transfer Agent:

Karvy Computershare Pvt. Ltd.

Unit: Bharat Hotels Limited,
305 New Delhi House, 27,
Barakhamba Road, New Delhi - 110 001 or email at
einward.ris@karvy.com or at

Bharat Hotels Limited,

Barakhamba Lane, New Delhi - 110 001 or email at
bhlshare@thelalit.com.

Any changes in your email address may be communicated immediately at any of the above address. If you are holding shares in electronic form, please update your e-mail ID with your depository participant.

Please note that as a member of the Company, you will always be entitled to receive all communication in physical form, upon request.

12. The Register of Directors, Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements in which the Directors are interested, maintained under section 189, of the Companies Act, 2013 and Memorandum and Articles of Association of the Company etc. will be available for inspection by the members at the AGM of the Company.
13. Route map to the venue of the AGM is appended to the Notice of AGM.

14. INSTRUCTION FOR E-VOTING

The Members may vote on all agenda items of the meeting from any place through e-voting facility ('remote e-voting') provided by Karvy Computershare Private Limited (Karvy). The facility for voting through ballot

paper will also be available at the venue of the AGM. Members who have decided not to vote electronically may vote at the Annual General Meeting. Members who have voted through remote e-voting, may attend the AGM, but shall not be entitled to vote at the AGM.

The procedure and instructions for e-voting are as hereunder:

- i. The e-voting shall be open from 9:00 A.M (IST) on 19th August, 2017 to 5:00 P.M. (IST) on 22nd August, 2017. Members holding shares of the Company either in physical form or dematerialized form, as on the cut-off date (record date) i.e. 16th August, 2017 may cast their votes electronically.
- ii. To vote through remote e-voting, type the following URL of Karvy website:
- iii. <https://evoting.karvy.com>.
- iv. If you are already registered with Karvy 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.
- v. After Login you will reach the Password change menu wherein you are required to mandatorily change your password.
- vi. On successful login, the system will prompt you to select the EVENT i.e. Bharat Hotels Limited.
- vii. 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.
- viii. Shareholders holding multiple folios/demat account have to cast their votes separately for each folio/demat account.
- ix. 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, shareholders can login any number of times till they have voted on the resolution. Once vote on a resolution is casted, it cannot be changed subsequently.
- x. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution /Authority Letter etc., to the scrutinizer through email at rsmco121@gmail.com with a copy marked to bhlshare@thelalit.com. File naming convention should be 'Corporate Name EVSN'. The documents should reach the Scrutinizer on or before the close of working hours on August 22, 2017.
- xi. The Company has appointed Mr. Ravi Sharma, Practicing Company Secretary as Scrutinizer and Ms. Suman Pandey, Practicing Company Secretary as Alternate Scrutinizer to scrutinize the remote e-voting process in fair and transparent manner and both scrutinizers have communicated their willingness to be appointed and will be available for the said purpose.
- xii. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holds shares on the cut-off date may obtain the User ID and password in the manner as mentioned below:
 - a. 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>1202345612345678

Example for Physical: MYEPWD<space>XXXXMSS123456



- b. If e-mail address or mobile number of the member is registered against Folio No/DP ID - Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID - Client ID and PAN to generate a password.
 - xiii. 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. 23rd August, 2017.
 - xiv. The results of the remote e-voting along with the scrutinizer's report will be placed on the Company's website "www.thelalit.com" and on Karvy website within two days of the AGM of the Company.
 - xv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the download section of <https://evoting.karvy.com> or contact Karvy at Tel. No. 1800 345 4001 (toll free).
15. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

Mr. Dhruv Prakash was appointed on the Board of Directors of the Company on July 21, 2017 as a Non Executive Director.

Mr. Dhruv Prakash has a rich experience of more than 40 years in the areas of finance and allied matters and has worked in several important positions. Mr. Dhruv Prakash is presently holding position of directorship in SBI Mutual Fund Trustee Company Limited and Indiamart Intermesh Limited.

Mr. Dhruv Prakash has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Companies Act, 2013. Keeping in view his rich knowledge and experience which could be utilised to put appropriate strategies for growth of business activities of the Company, it was thought fit to appoint Mr. Dhruv Prakash as Independent Director on the Board.

The Board of Director at its meeting held on July 21, 2017 upon recommendation by the Nomination and Remuneration Committee of the Board, subject to the approval of the shareholders proposes appointment of Mr. Dhruv Prakash as Independent Director for term of five (05) years w.e.f. 21st July, 2017 subject to review of performance every year. In the opinion of the Board, Mr. Dhruv Prakash fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and he is independent of Management.

In compliance with the provision of Section- 149 read with Schedule IV of the Companies Act, 2013, appointment of Mr. Dhruv Prakash as Independent Director is required to be placed before the members in General Meeting for their approval.

Copy of the draft letter of appointment which includes terms and conditions of appointment of Mr. Dhruv Prakash will be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

In view of above, approval of shareholders is being obtained at the Annual General Meeting for appointment of Mr. Dhruv Prakash as Independent Director for a period of 5 years w.e.f. 21st July, 2017.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Dhruv Prakash (i.e Director proposed for appointment), are in any way concerned or interested, financially or otherwise in the Resolution.

The Board recommends resolution for approval of the members. The members are requested to approve the resolution.

ITEM NO. 7

Mr. Vivek Mehra was appointed on the Board of Directors of the Company on July 21, 2017 as a Non Executive Director.

Mr. Vivek Mehra is a Chartered Accountant by profession and having 38 years of experience in the field of tax, regulatory and M&A tax structuring. Mr. Mehra was Partner in the Pricewaterhouse Coppers Private Limited (PwC) from 1997 to 2016. Currently he is holding position of Executive Director in PwC and holding position of directorship in Grassroot Trading Network for Women, Coopers and Lybrand Private Limited, Support Services Management (India) Private Limited and Independent Director in Jubilant Life Science Limited.

Mr. Vivek Mehra has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Companies Act, 2013. Keeping in view his rich knowledge and experience which could be utilised to put appropriate strategies for growth of business activities of the Company, it was thought fit to appoint Mr. Vivek Mehra as Independent Director on the Board.

The Board of Director at its meeting held on July 21, 2017 upon recommendation by the Nomination and Remuneration Committee of the Board, subject to the approval of the shareholders proposes appointment of Mr. Vivek Mehra as Independent Director for term of five (05) years w.e.f. 21st July, 2017 subject to review of performance every year. In the opinion of the Board, Mr. Vivek Mehra fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and he is independent of Management.

In compliance with the provision of Section- 149 read with Schedule IV of the Companies Act, 2013, appointment of Mr. Vivek Mehra as Independent Director is required to be placed before the members in General Meeting for their approval.

Copy of the draft letter of appointment which includes terms and conditions of appointment of Mr. Vivek Mehra will be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

In view of above, approval of shareholders is being obtained at the Annual General Meeting for appointment of Mr. Vivek Mehra as Independent Director for a period of 5 years w.e.f. 21st July, 2017.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vivek Mehra (i.e Director proposed for appointment), are in any way concerned or interested, financially or otherwise in the Resolution.

The Board recommends resolution for approval of the members. The members are requested to approve the resolution.

ITEM NO. 8

Members may kindly note that the present term of Dr. Jyotsna Suri as Chairperson & Managing Director of the Company shall expire on 15th October, 2017.

The Board of Directors of the Company at the meeting held on July 21, 2017 and as recommended by the Nomination and Remuneration Committee of the Board has, subject to the approval of the members, unanimously approved the re-appointment of Dr. Jyotsna Suri as Chairperson & Managing Director of the Company w.e.f. 16th October, 2017 for a further period of 3 (three) years, including payment of remuneration.



Dr. Jyotsna Suri is also Managing Director of Apollo Zipper India Limited, a subsidiary of the Company and she is not drawing any remuneration from the said subsidiary.

Dr. Jyotsna Suri has been associated with the Company since the year 1989, as the Joint Managing Director and appointed as Chairperson & Managing Director 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.

Members' approval is required for the re-appointment of Dr. Jyotsna Suri as Chairperson & Managing Director of the Company w.e.f. 16th October, 2017 and payment of remuneration as set out in the accompanying resolution.

The Board recommends the resolution set out at item no. 8 of the notice for your approval as a Special 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.

None of the Directors except Dr. Jyotsna Suri herself, Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri being relatives of Dr. Jyotsna Suri and Key Managerial Personnel of the Company or their respective relatives may be considered as concerned or interested, financially or otherwise in this Resolution.

ITEM NOs. 9, 10 & 11

Members may kindly note that the present terms of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri as Executive Directors of the Company shall expire on 25th August, 2017.

Taking into consideration the prevalent norms in the industry, qualifications, experience and the significant contributions made by Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, the Board of Directors of the Company at the meeting held on 21st July, 2017 and as recommended by the Nomination and Remuneration Committee of the Board has, subject to the approval of the members, unanimously approved the re-appointment of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri as Executive Directors of the Company w.e.f. 26th August, 2017 for a further period of 3 (three) years, including payment of remuneration.

Members' approval is required for the re-appointment of Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri as Executive Directors of the Company w.e.f. 26th August, 2017 and payment of remuneration as set out in the accompanying resolutions.

The Board recommends the resolutions set out at item nos. 9, 10 & 11 of the notice for your approval as Special Resolutions.

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.

None of the Directors except Ms. Divya Suri Singh, Ms. Deeksha Suri and Mr. Keshav Suri, themselves and Dr. Jyotsna Suri being relative and Key Managerial Personnel of the Company or their respective relatives may be considered as concerned or interested, financially or otherwise in these Resolutions.

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

Sd/-
(SANDEEP CHANDNA)
Company Secretary
M. No. FCS-6345

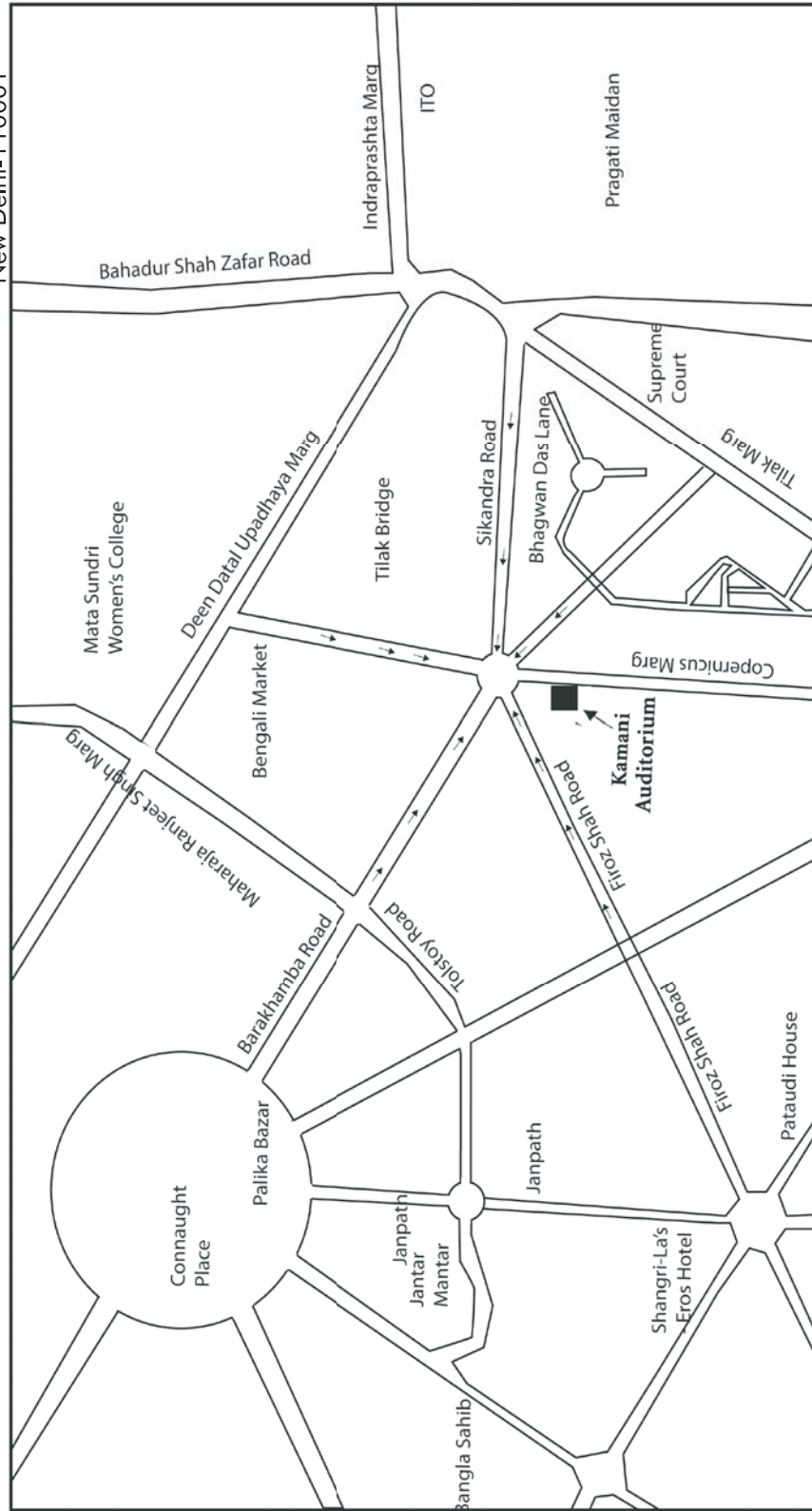
Dated : 21-07-2017

Place : New Delhi

Registered Office: Barakhamba Lane, New Delhi – 110 001

Route map to the venue of the Annual General Meeting

The Kamani Auditorium,
1, Copernicus Marg,
New Delhi-110001





FORM OF PROXY
Form No. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: U74899DL1981PLC011274

Name of Company : Bharat Hotels Limited

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

Name of the Member(s)	
Registered Address	
Email ID	
Folio No	
Client ID*	
DP ID*	
Nos. of shares held	

*Applicable for Member(s) holding shares in dematerialized form.

I / We, being the member(s) of Bharat Hotels Limited, hereby appoint:

1. Name : _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

2. Name : _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

3. Name : _____

Address: _____

E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 36th Annual General Meeting of the Company, to be held on Wednesday, the 23rd August, 2017 at 12:00 Noon at the Kamani Auditorium, No. 1, Copernicus Marg, New Delhi-110 001 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No. 1:

- a) Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and reports of the Board of Directors and the Auditors thereon.

Bharat Hotels Limited

b) Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and reports of the Auditors thereon.

Resolution No. 2:

To consider and declare Dividend of Rs. 1.00 per equity Share (Rs. 10/- each) for the Financial Year 2016-17.

Resolution No. 3:

Re-appointment of Mr. Keshav Suri (DIN 00005370), who retires by rotation.

Resolution No. 4:

Re-appointment of Mr. Dharam Vir Batra (DIN 00713012), who retires by rotation.

Resolution No. 5:

Appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, Firm Registration No. 001076N/N500013, as Statutory Auditors.

Resolution No. 6:

Appointment of Mr. Dhruv Prakash (DIN 05124958) as an Independent Director.

Resolution No. 7:

Appointment of Mr. Vivek Mehra (DIN 00101328), as an Independent Director.

Resolution No. 8:

Special Resolution for Re-appointment of Dr. Jyotsna Suri (DIN 00004603), as Chairperson & Managing Director.

Resolution No. 9:

Special Resolution for Re-appointment of Ms. Divya Suri Singh (DIN 00004559), as Executive Director.

Resolution No. 10:

Special Resolution for Re-appointment of Ms. Deeksha Suri (DIN 00005367), as Executive Director.

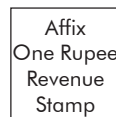
Resolution No. 11:

Special Resolution for Re-appointment of Mr. Keshav Suri (DIN 00005370), as Executive Director.

Signed this _____ day of _____ 2017.

Signature of Shareholder(s) _____

of Proxy holder(s) _____



Notes:

1. The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
5. The Proxy-holder shall prove his/her identity at the time of attending the Annual General Meeting.



BHARAT HOTELS LIMITED

(CIN: U74899DL1981PLC011274)

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

Tel.: 91 11 44447777, Fax: 91 11 44441234, Email: corporate@thelalit.com. Website: www.thelalit.com

ATTENDANCE SLIP

Venue of the meeting: Kamani Auditorium, No. 1, Copernicus Marg, New Delhi-110 001.

Date and Time of meeting: Wednesday, the 23rd August, 2017 at 12:00 Noon

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No	
No. of Shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder(s) of the Company.

I hereby record my presence at the 36th Annual General Meeting of Members of Bharat Hotels Limited held on Wednesday, the 23rd August, 2017 at 12:00 Noon at the Kamani Auditorium, No. 1, Copernicus Marg, New Delhi-110 001.

Signature of Member / Proxy

Notes:

1. Electronic copy of the Annual Report for 2016-17 and Notice of the 36th Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose E-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2016-17 and Notice of the 36th Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose E-mail id is not registered or have requested for a hard copy.