



BHARAT HOTELS LIMITED

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

(CIN: U74899DL1981PLC011274)

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

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of **Bharat Hotels Limited** will be held on **Wednesday, August 31, 2016 at 12:00 Noon** at the **Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001** to transact the following businesses:

ORDINARY BUSINESS :

1. Adoption of Financial Statements

To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016, including the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon; and,
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, including the Consolidated Audited Balance Sheet as at March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon.

2. Declaration of Dividend

To declare dividend of Rs. 0.75 per equity Share for the Financial Year 2015-16.

3. Appointment of Ms. Divya Suri Singh as Director

To appoint a Director in place of Ms. Divya Suri Singh (DIN 00004559), who retires by rotation and, being eligible, offers herself for re-appointment.

4. Appointment of Ms Deeksha Suri as Director

To appoint a Director in place of Ms Deeksha Suri (DIN 00005367), who retires by rotation and, being eligible, offers herself for re-appointment.

5. Appointment of Statutory Auditors

To re-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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS :

6. Adoption of new set of Articles of Association

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 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), and subject to the necessary registrations, approvals, consents, permissions and sanctions required, if any, from the Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, consent of the members of the Company be and is hereby accorded for adoption of the new set of Articles of Association in place and entire exclusion and substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers, as may be necessary in this regard, including but not limited to:

- i. to sign and submit the various Forms / E-Forms and other papers/documents to be filed with the Registrar of Companies, Ministry of Corporate Affairs, Government of India or any other Competent Authority.
- ii. delegate all or any of the authorities conferred above to director(s) or executive(s) / officer(s) of the Company as may be necessary to give effect to the aforesaid resolution."

7. Re-appointment of Dr. Mohmmad Yousuf Khan (DIN 00751929) as an Independent 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Dr. Mohmmad Yousuf Khan (DIN 00751929), who was appointed as an Independent Director of the Company for a period of 2 years with effect from 27th September, 2014 by Members of the Company and whose term of office expires this year on 26th September, 2016 and who has submitted a declaration that he continues to meet out the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a consecutive term of 5 years commencing with effect from 27th September, 2016 to 26th September, 2021.

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."

8. Re-appointment of Mr. Vinod Kishanchand Khanna (DIN 01743492) as an Independent 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Vinod Kishanchand Khanna (DIN 01743492), who was appointed as an Independent Director of the Company for a period of 2 years with effect from 27th September, 2014 by Members of the Company and whose term of office expires this year on 26th September, 2016 and who has submitted a declaration that he continues to meet out the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a consecutive term of 5 years commencing with effect from 27th September, 2016 to 26th September, 2021.

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."

9. Re-appointment of Mr. Lalit Bhasin (DIN 01743492) as an Independent 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Lalit Bhasin (DIN 01743492), who was appointed as an Independent Director of the Company for a period of 2 years with effect from 27th September, 2014 by Members of the Company and whose term of office expires this year on 26th September, 2016 and who has submitted a declaration that he continues to meet out the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be



and is hereby re-appointed as an Independent Director of the Company for a consecutive term of 5 years commencing with effect from 27th September, 2016 to 26th September, 2021.

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."

10. Appointment of Mr. Hanuwant Singh (DIN 00131026) as a Director, liable to retire by rotation.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules framed there under, as amended from time to time, Mr. Hanuwant Singh (DIN 00131026), who was appointed as an Independent Director of the Company for a period of 2 years with effect from 27th September, 2014 by Members of the Company and whose term of office expires this year on 26th September, 2016 and who is eligible for appointment as a director and in respect of whom the Company has received a notice in writing from a Members of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from 27th September, 2016, whose term of office shall be subject 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"

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

Sd/-
(HIMANSHU PANDEY)
COMPANY SECRETARY
(M. No. ACS-13531)

Dated : 21th July, 2016
Place : New Delhi
Regd. Office: Barakhamba Lane, New Delhi – 110 001

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 BARAKHAMB A 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 24th August, 2016 to Wednesday, the 31st August, 2016** (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 operations 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 205A of the Companies Act, 1956 read with Section 205C of the Companies Act, 1956:
 - a) Pursuant to the provisions of Section 205A(5) read with provisions of Section 205C of the Companies Act, 1956 unclaimed dividends upto the financial year 2007-08 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 2008-2009 to 2014-2015 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 2008-2009 is due for transfer to the IEPF.
 - b) Members who have not yet encashed their dividend warrant(s) for the financial year 2008-2009 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,**
Bharakhamba Lane, New Delhi - 110 001 or email at bhshare@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 communications 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 u/s 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. **INSTRUCTIONS 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 27th August, 2016 to 6:00 P.M. (IST) on 30th August, 2016. Members holding shares of the Company either in physical form or dematerialized form, as on the cut-off date (record date) i.e. 24th August, 2016 may cast their votes electronically.
 - ii. To vote through remote e-voting, type the following URL of Karvy website: <https://evoting.karvy.com>.
 - iii. 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 for the first time, please enter the User ID and password provided separately.
 - iv. After Login you will reach the Password change menu wherein you are required to mandatorily change your password.
 - v. On successful login, the system will prompt you to select the EVENT i.e. Bharat Hotels Limited.
 - vi. 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 shares "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN".
 - vii. Shareholders holding multiple folios/demat accounts have to cast their votes separately for each folio/demat account.
 - viii. 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.
 - ix. 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 30, 2016.
 - x. The Company has appointed Mr. Ravi Sharma, Practicing Company Secretary (FCS4468; C.P. No. 3666) as Scrutinizer to scrutinize the remote e-voting process in fair and transparent manner and the scrutinizer has communicated his willingness to be appointed and will be available for the said purpose.
 - xi. 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.
 - xii. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 31st August, 2016.
 - xiii. 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.
 - xiv. 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

The Company had executed a Subscription and Shareholders Agreement (“Agreement”) with Dubai Ventures Limited (“DVL”) on 21st May, 2007, wherein DVL has subscribed 41,00,00,000 equity shares of the Company and to reflect the understanding between the Company and DVL certain clauses were inserted in the Articles of Association of the Company.

DVL has now sold their share holding in the Company and therefore the Subscription and Shareholders Agreement has been terminated by the Company and DVL, under mutual consent. In view of the exit of DVL and termination of the Agreement, the clauses that were inserted in the Articles of Association of the Company, pursuant to the subscription of shares by DVL are required to be removed.

Further, upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. Accordingly, it is proposed to adopt a new set of Articles of Association of the Company in place of the existing Articles of Association.

By virtue of Section 5 and 14 of the Companies Act, 2013, approval of Members is required by way of Special Resolution in General Meeting to amend the Articles of Association of the Company.

A copy of the amended Articles of Association of the Company shall be placed at the meeting and is also available for the inspection at the Registered Office of the Company during business hours on all working days except Sundays and holidays, up to the date of Annual General Meeting. The entire set of proposed new Articles of Association is also available in the website (www.thelalit.com) of the Company.

None of the Directors and/or Key Managerial Persons of the Company and their relatives except to the extent of their shareholding in the Company is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

The Board of Directors of the Company recommends approval of the members of the Company for the aforesaid alteration of Articles of Association of Company, by way of a **Special Resolution**.

ITEM NOs.7, 8 and 9

In terms of the provisions of Sections 149 and 152 of the Companies Act, 2013, every Public Limited Company is required to have at least two directors as Independent Directors on the Board of the Company.

In the year 2014, the Company has appointed Mr. Hanuwant Singh, Dr. Mohmmad Yousuf Khan, Mr. Vinod Kishanchand Khanna, Mr. Lalit Bhsain, Mr. Chakor Lalchand Doshi and Mr. Abhay Kumar Navalmal Firodia as an Independent Directors of the Company for a period of 2 years with effect from 27th September, 2014.

Mr. Chakor Lalchand Doshi and Mr. Abhay Kumar Navalmal Firodia have ceased to hold office of director of the Company.

The Nomination and Remuneration Committee of the Board has recommended that Mr. Hanuwant Singh be appointed as a Director of the Company, liable to retire by rotation and Dr. Mohmmad Yousuf Khan, Mr. Vinod Kishanchand Khanna & Mr. Lalit Bhasin be re-appointed as Independent Directors of the Company for a term of 5 years with effect from 27th September, 2016 up to 26th September, 2021.

Dr. Mohmmad Yousuf Khan, Mr. Vinod Kishanchand Khanna and Mr. Lalit Bhasin, have given have given their consent to the Board to act as a Director and also given declarations that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in the opinion of the Board, each of these directors are independent of the management and fulfill the conditions specified in the Act and the Rules framed there under for their re-appointment as Independent Directors of the Company. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Dr. Mohmmad Yousuf Khan, Mr. Vinod Kishanchand Khanna and Mr. Lalit Bhasin for the office of Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of these Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during business hours on all working days except Sundays and holidays up to the date of Annual General Meeting.

A brief profile of Independent Directors to be appointed is given below:

Dr. Mohmmad Yousuf Khan:

Dr. M. Y. Khan is the former Chairman of the Jammu and Kashmir Bank Limited. He was appointed as Director of the Company on 22nd December, 2005. His previous positions include Managing Director, Jammu and Kashmir Agro



Industries Development Corporation, Managing Director, Jammu and Kashmir Tourism Development Corporation and Managing Director, Jammu and Kashmir State Industrial Development Corporation. He is a recipient of the Pride of India and IMM Award for excellence as a top professional manager in the field of banking. He has also received the Indira Gandhi Priyadarshini Award presented by Dr. Manmohan Singh and the Jammu and Kashmir Award for outstanding work in Jammu and Kashmir Bank presented by the Governor of the State in 2001.

Mr. Vinod Kishanchand Khanna:

Mr. Vinod Khanna an eminent film actor personality and a politician. He was appointed as Director on the Board of the Company on 6th September, 2004. Mr. Vinod Khanna is one of the leading film actors in the country. Presently, Mr. Khanna is a Member of the Parliament of India.

Mr. Lalit Bhasin:

Mr. Lalit Bhasin is a seasoned lawyer and head of law firm Bhasin and Co., Advocates. The said law firm was established in New Delhi in 1970 and has associate offices in Chennai, Kolkata, Bangalore and Chandigarh. He has BA. Honour's and LL.B. degree. He was appointed Director of the Company on 19th February, 1988. He has in the past been elected Chairman of the Bar Council of Delhi, appointed member of the Government's Advisory Committee on Company Law, held the position of Deputy Secretary General (Asia) of the International Bar Association and Regional Secretary (Asia-Pacific) of the Union Internationale des Avocats. He has also received many awards in recognition of his professional achievements including the Award for Excellence in Professionalism from the Institute of Marketing Management, the Award of Distinction, 1994 from the International Bar Association and an Award of Honour from the Prime Minister of India for Services to the Legal Profession and Commitment to the Rule of Law in December 2001.

The Board considers that their vast experience and knowledge will help the Company and its management in long term for its growth and development and it is desirable to continue to avail services of Dr. Mohmmad Yousuf Khan, Mr. Vinod Kishanchand Khanna and Mr. Lalit Bhasin as Independent Directors.

Accordingly, the Board recommends the re-appointment of Dr. Mohmmad Yousuf Khan, Mr. Vinod Kishanchand Khanna and Mr. Lalit Bhasin as Independent Directors of the Company.

Except, Dr. Mohmmad Yousuf Khan, Mr. Vinod Kishanchand Khanna and Mr. Lalit Bhasin, being the proposed appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 7 to 9.

The Directors recommend the aforesaid Resolutions for the approval by the Members as **Special Resolutions**.

ITEM NO. 10

Mr. Hanuwant Singh is the director of the Company since the year 1982. He was appointed as Independent Director by the Members of the Company for a period of 2 years with effect from 27th September, 2014. His office as an independent director of the Company expires this year on 26th September, 2016.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. Hanuwant Singh as a Director of the Company, liable to retire by rotation, with effect from 27th September, 2016.

Mr. Hanuwant Singh has given his consent to act as a Director of the Company. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Hanuwant Singh for the office of Director of the Company.

Mr. Hanuwant Singh holds a B.A. Honours Degree and has 34 years of experience in the finance and service sectors. The Board considers that the continued association of Mr. Hanuwant Singh would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Singh. Accordingly, the Board recommends the appointment of Mr. Hanuwant Singh as a Director of the Company with effect from 27th September, 2016, whose term of office shall be subject to retirement by rotation.

Except, Mr. Hanuwant Singh, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10.

The Directors recommend the aforesaid Resolution for the approval by the Members as **Special Resolution**.

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

Sd/-
(HIMANSHU PANDEY)
COMPANY SECRETARY
(M. No. ACS-13531)

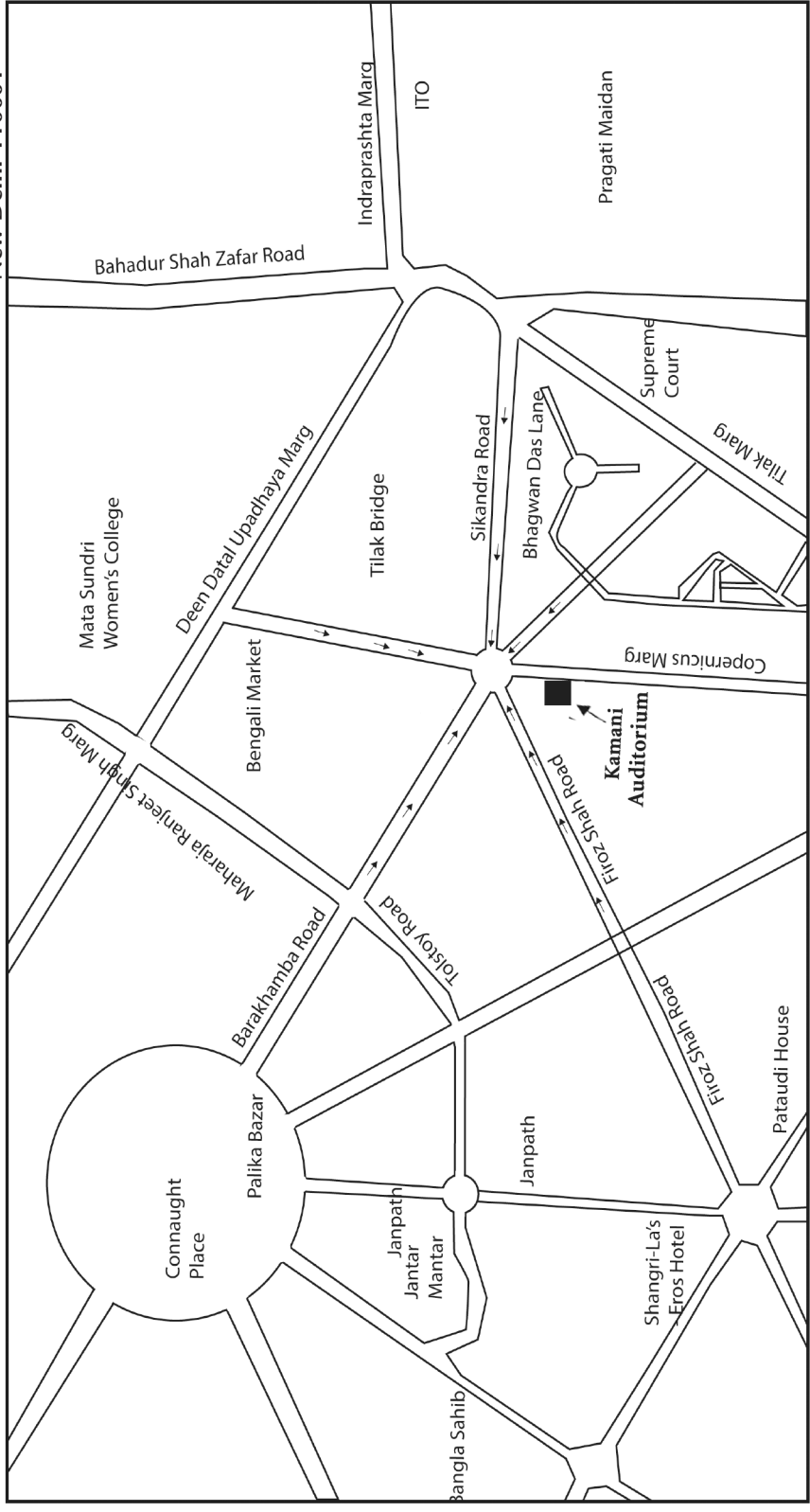
Dated : 21st July, 2016

Place : New Delhi

Regd. 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 35th Annual General Meeting of the Company, to be held on Wednesday, the 31st August, 2016 at 12:00 Noon at the Kamani Auditorium, 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 for the financial year ended March 31, 2016 and reports of the Board of Directors and the Auditors thereon
 - (b) Adoption of consolidated audited Financial Statements for the financial year ended March 31, 2016 and reports of the Auditors thereon.

Bharat Hotels Limited

- Resolution No. 2:** To consider and declare Dividend on Equity Shares.
- Resolution No. 3:** Re-appointment of Ms. Divya Suri Singh, who retires by rotation.
- Resolution No. 4:** Re-appointment of Ms. Deeksha Suri, who retires by rotation.
- Resolution No. 5:** Re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors.
- Resolution No. 6:** Special Resolution for adoption of new set of Articles of Association.
- Resolution No. 7:** Special Resolution for re-appointment of Dr. Mohmmad Yousuf Khan, as an Independent Director.
- Resolution No. 8:** Special Resolution for re-appointment of Mr. Vinod Kishanchand Khanna, as an Independent Director.
- Resolution No. 9:** Special Resolution for re-appointment of Mr. Lalit Bhasin, as an Independent Director.
- Resolution No. 10:** Special Resolution for appointment of Mr. Hanuwant Singh, as a Director, liable to retire by rotation.

Signed this _____ day of August, 2016

Signature of Shareholder(s) _____

Affix One
Rupee
Revenue
Stamp

Signature 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

Regd. Office: Barakhamba Lane, New Delhi – 110 001
(CIN: U74899DL1981PLC011274)

ATTENDANCE SLIP

Venue of the meeting : Kamani Auditorium, 1, Copernicus Marg, New Delhi-110 001

Date & Time : Wednesday, the 31st August, 2016 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 35th Annual General Meeting of Members of Bharat Hotels Limited held on Wednesday, the 31st August, 2016 at 12:00 Noon at the Kamani Auditorium, 1, Copernicus Marg, New Delhi-110 001

Signature of Member / Proxy

Notes:

1. Electronic copy of the Annual Report for 2015-2016 and Notice of the 35th 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 2015-2016 and Notice of the 35th 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.

