



Sinclairs Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700 020
T: (033) 40310807 F : (033) 40310813
ir@sinclairshotels.com www.sinclairsindia.com
CIN : L55101WB1971PLC028152

Notice

Notice is hereby given that the 44th Annual General Meeting of the company will be held at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 on Friday, 23rd September 2016 at 10.30 am to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended March 31, 2016 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a director in place of Dr Niren Suchanti (DIN: 00909388), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Ms Preeti Khicha (DIN: 05108059), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Statutory Auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the Next AGM and to fix their remuneration and to pass the following Resolution as an Ordinary Resolution :
"RESOLVED that pursuant to the provision of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s S R Batliboi & Co. LLP (Member of Ernst & Young LLP), Chartered Accountants, Kolkata (Firm Reg. No 301003E/E300005) be and are hereby ratified for a year until the conclusion of the next AGM at such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS:

5. To appoint Mr Sumit Ratnakar Guha (DIN: 00492245) as Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, Mr Sumit Ratnakar Guha (DIN: 00492245) who was appointed as Additional Director with effect from 12th February, 2016, be and is hereby appointed as an Independent Director to hold the office for one year w.e.f. 12th February, 2016."

6. To re-appoint Mr Navin Suchanti (DIN: 00273663) as Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions 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) approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Navin Suchanti (DIN- 00273663) as Managing Director of the Company, for a period of 3 (three) years with effect from 1st April, 2016 on the terms and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Navin Suchanti, subject the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

7. To appoint Mr S C Sekhar (DIN: 00024780) as Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and Listing Regulations, Mr S C Sekhar (DIN: 00024780) who was appointed as Independent Director for the second consecutive term of 3 (three) years with effect from 11th April, 2016, be and is hereby appointed as an Independent Director to hold the office for 3 (three) years with effect from 11th April, 2016."

Registered Office
Pressman House
10A Lee Road, Kolkata 700 020
May 30, 2016

For and on behalf of the Board

Sangita Agarwal
Company Secretary

Notes

1. A member entitled to attend and vote may appoint a proxy to attend and on poll to vote in his stead. A proxy need not be a member of the company. Proxies to be effective should be deposited at the registered office not later than 48 hours before the commencement of the meeting.
2. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
 - II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 20.09.2016 (9.00 am) and ends on 22.09.2016 (5.00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 16.09.2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email-IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.:1800-222-990.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - (viii) Select "EVEN" (E-Voting Event Number) of **Sinclair's Hotels Ltd.** Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - (xii) Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to smd.deepak@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided in the enclosed Annexure with this AGM Notice.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
 - C. **Other Instructions:**
 - i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 16.09.2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
 - v. Notice of the AGM along with attendance slip and proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 - vi. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16.09.2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
 - vii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - viii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - ix. Mr Deepak Daga, Chartered Accountant, 11 Clive Row, Kolkata 700 001 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- xi. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xii. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sinclairsindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the listed stock-exchanges viz. BSE & CSE.
3. The Register of Members and the Share Transfer Register will remain closed from Saturday, 17.09.2016 to Friday, 23.09.2016 (both days inclusive).
4. Members holding shares in physical form are requested to intimate change in their address and bank particulars to the Company's Registrar and Share Transfer Agent and members holding shares in electronic form are requested to provide this information to their Depository Participant(s).
5. Members who are yet to register their email addresses with the company for receiving the Report and Accounts, Notices, etc. in electronic mode, are requested to register the same in support of Green Initiative. Registration can be done online at www.sinclairsindia.com
6. Members desirous of obtaining any information/clarification(s) concerning the accounts and operations or intending to raise any query at AGM are requested to forward the same at the registered office at least 10 days before the date of meeting, so that the same may be attended to appropriately.
7. A copy of Balance Sheet, Statement of Profit and Loss, Auditors' Report and every other document attached to the Annual Report shall be available for inspection at the Registered Office of the Company during working hours for a period of 21 days up to the date of Annual General Meeting and is also available on the website www.sinclairsindia.com
8. A 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.

**Statement pursuant to Section 102(1) of the Companies Act, 2013
Item No 5**

Mr Sumit Ratnakar Guha (DIN: 00492245) was appointed as an Independent Director on 12th February, 2016 for one year subject to approval of members at the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Mr Sumit Guha for appointment as an Independent Director.

He has given a declaration that he meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013.

Brief resume of Mr Sumit Guha

Mr Sumit Guha is a B.E from the Indian Institute of Technology, Kharagpur and holds a PGDM from the Indian Institute of Management, Ahmedabad having more than 25 years of experience across functions and companies of the TATA Group. He was a Member of the Tata Administrative Service. Mr Guha is a senior professional holding Director level position for the last 5 years.

Your Directors state that Mr Sumit Guha possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Copy of letter of appointment of Mr Sumit Guha as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Mr Sumit Guha does not hold any shares of the Company.

Save and except Mr Sumit Guha, none of the other Directors/Key Managerial Personnel of the Company are interested, in the resolution set out in Item No 5 of the Notice.

The Board recommends the Resolution for approval by the members.

Item No 6

The Board of Directors of the Company at its meeting held on 12th February, 2016 has, subject to the approval of members, re-appointed Mr Navin Suchanti as Managing Director, for a period of 3 (three) years with effect from 1st April, 2016 at a remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr Navin Suchanti as Managing Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr Navin Suchanti as Managing Director are as under:

Notice Period: Three months on either side

Remuneration: 2% of the Net Profit or ₹ 5,00,000 per annum, whichever is higher, payable quarterly, computed in the manner provided under section 198 and within the overall limit of Section 197 of the Companies Act, 2013.

In addition to above, he will be entitled to reimbursement of entertainment expenses, cost of fuel along with driver's salary, one mobile connection and one landline connection at residence, annual membership fees of 3 clubs, travelling, hotel and other expenses incurred by him during the course and in connection with business of the Company.

He will not be entitled to sitting fees for attending the meeting of the Board of Directors and committees thereof.

Minimum Remuneration

If in any financial year, during the tenure of Mr Navin Suchanti, there is a loss or inadequate profits, the Company shall pay ₹5,00,000/- per annum as minimum remuneration subject to limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including statutory modifications or re-enactments thereof, for the time being in force) or such limits as may be prescribed by the Government from time to time as minimum remuneration.

Mr Navin Suchanti holds 293738 shares in the Company. He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-Section (3) of Section 196 of the Act for being eligible for his appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Mr Navin Suchanti under Section 190 of the Act.

Save and except the above, Mr Navin Suchanti, Dr Niren Suchanti, Ms Preeti Khicha and their relatives, none of the other Directors/Key Managerial Personnel of the Company or their relatives are interested in this resolution.

The Board recommends the Special Resolutions set out at Item No. 6 of the Notice for approval by the members.

Item No 7

Mr S C Sekhar (DIN: 00024780) was appointed as an Independent Director on 11th April, 2016 for second consecutive term of 3 (three) years subject to the approval of members at the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Mr S C Sekhar for appointment as an Independent Director.

He has given a declaration that he meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013.

Your Directors state that Mr S C Sekhar possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Copy of the letter of appointment of Mr S C Sekhar as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Mr S C Sekhar does not hold any shares of the Company.

Save and except Mr S C Sekhar, none of the other Directors/Key Managerial Personnel of the Company are interested in the resolution set out in Item No 7 of the Notice.

The Board recommends the Special Resolution set out at Item No 7 of the Notice for approval by the members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT

Brief resume of the directors being appointed / re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and shareholding are furnished hereunder:

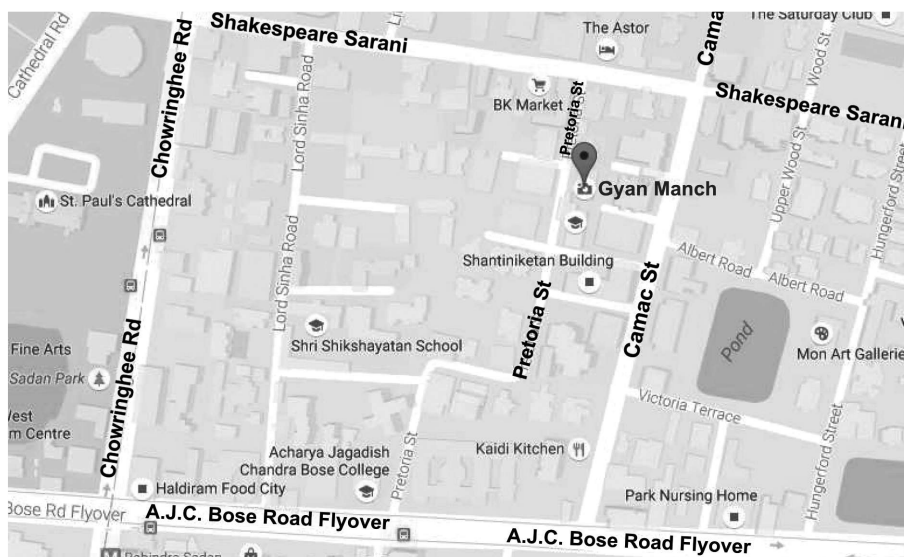
Particulars	Dr Niren Suchanti	Mr Navin Suchanti	Ms Preeti Khicha	Mr S C Sekhar	Mr Sumit Guha
Date of Birth	17.04.1949	15.10.1953	21.11.1981	27.01.1953	29.09.1966
Date of appointment/ Re-appointment	30.06.1990	01.04.2016	26.03.2015	11.04.2015	12.02.2016
Qualification	Ph.D in Operation Research and Industrial Management from University of Cincinnati, USA	B.Sc. (Hons)	Post Graduate in Management (specialization in Marketing) from University of Bath (UK)	Chartered Accountant	BE from IIT, Kharagpur and PGDM from IIM, Ahmedabad
Expertise in specific functional area	45 years experience in Advertising, Public Relations and investor relations. He is considered as an authority in Public and Investor Relations.	44 years experience in tourism and hospitality, public relations, advertising, finance and taxation.	10 years experience in journalism, public relations and hospitality.	38 years experience in hospitality industry with ITC Limited (Hotels Division) spanning project management and implementation, recruitment and training, designing appraisal systems to ensure transparency and good governance.	25 years of experience across functions and companies of the TATA Group.
Other listed entities in which Directorships held (excluding foreign companies, and section 8 Companies)	Pressman Advertising Limited	Pressman Advertising Limited	Nil	Tourism Finance Corporation of India Limited	Nil
Membership/ Chairmanship of Committee of the Other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Audit Committee- Pressman Advertising Limited Stakeholders Relationship Committee- Pressman Advertising Limited	Nil	Nil	Nil
No of shares held in the Company	313051	293738	Nil	Nil	Nil

Registered Office
Pressman House
10A Lee Road, Kolkata 700 020
May 30, 2016

For and on behalf of the Board

Sangita Agarwal
Company Secretary

Route map to the venue of the AGM : Gyan Manch, 11 Pretoria Street, Kolkata 700 071



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44TH ANNUAL GENERAL MEETING-23RD SEPTEMBER, 2016



**ATTENDANCE
SLIP**

1. Name and Registered Address of Sole/First Named Shareholder :
2. Registered Folio No./ DP ID & Client ID :
3. Number of Share(s) held :

I certify that I am a Member/Proxy for the Member of the Company, I hereby record my presence at the 44th Annual General Meeting of the Company to be held on Friday, 23rd September, 2016 at 10:30 am at Gyan Manch, 11 Pretoria Street, Kolkata 700 071.

Name of the Member / Proxy (BLOCK LETTERS)

Signature of Member/Proxy

Member /Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

REMOTE E-VOTING PARTICULARS:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
104483		

The E-voting facility will be available during the following voting period:

Commencing of E-Voting	End of E-Voting
20th September, 2016 at 09:00 A.M. (IST)	22nd September, 2016 at 05:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the Annual General Meeting before exercising your vote.

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PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name and Registered Address of Sole/First Named Member(s)	Registered Folio No./ DP ID & Client ID/ Email ID
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I/We, being the holder(s) of shares of Sinclairs Hotels Limited, hereby appoint :

- (1) _____ of _____ having email id _____ or failing him
- (2) _____ of _____ having email id _____ or failing him
- (3) _____ of _____ having email id _____

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company, to be held on Friday, 23rd September, 2016 at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 at 10:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	For	Against
1	To adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2	Re-appointment of Dr. Niren Suchanti who retires by rotation.		
3	Re-appointment of Ms. Preeti Khicha who retires by rotation.		
4	To ratify the appointment of the Statutory Auditor of the Company and to authorize the Board to fix their remuneration.		
5	Appointment of Mr. Sumit Guha as an Independent Director.		
6	Re appointment of Mr. Navin Suchanti as Managing Director.		
7	Appointment of Mr. S C Sekhar as an Independent Director.		

Signed this day of 2016

Signature of the Member

Signature of Proxy

Affix
Revenue
Stamp

- Note:**
- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - (2) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.