



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 45th Annual General Meeting of the company will be held at Gyan Manch, 11, Pretoria Street, Kolkata 700071 on Saturday, 16th September, 2017 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, 2017 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.
2. To declare dividend for the year ended on March 31, 2017.
3. To appoint a director in place of Mr Navin Suchanti (DIN: 00273663), who retires by rotation and being eligible, offers himself 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 is 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 Ms Bipasha Mukhopadhyay (DIN: 02686217) 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, Ms Bipasha Mukhopadhyay (DIN: 02686217) who was appointed as Additional Director with effect from 12th November, 2016, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a term of 3 (three) years w.e.f. 12th November, 2016."

6. To appoint Mr Dip Narayan Mittra (DIN: 05016332) 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 Dip Narayan Mittra (DIN: 05016332) who was appointed as Additional Director with effect from 23rd June, 2017, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a term of 3 (three) years w.e.f. 23rd June, 2017."

7. To appoint Mr Swajib Chatterjee as Chief Operating Officer (COO) of the Company. As COO, he will act as Manager of the Company as per the provisions of the Companies Act, 2013 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, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approval of Shareholders in the General Meeting Mr Swajib Chatterjee be and is hereby appointed as Chief Operating Officer (COO) of the Company. As COO, he will act as Manager of the Company as per the provisions of the Companies Act, 2013 for a term of 3 (three) years with effect from 26th May, 2017 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 appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Swajib Chatterjee, 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."

Registered Office
Pressman House
10A Lee Road, Kolkata 700 020
June 23, 2017

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 13.09.2017 (9 am) and ends on 15.09.2017 (5 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. 09.09.2017, 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.: 1800222990.
 - (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 Sinclairs 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.: 1800222990.
 - 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. 09.09.2017. 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. 09.09.2017, 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.: 1800222990
 - 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. 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.
 - x. 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.
 - 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 displayed on the website 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 BSE & CSE, the stock-exchanges where the shares are listed.
3. The Register of Members and the Share Transfer Register will remain closed from Monday, 11th September, 2017 to Saturday, 16th September, 2017 (both days inclusive).
4. Dividend, if declared, will be paid to those shareholders whose name will appear in the Register of Shareholders as at close of business on 09.09.2017.
5. 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).
6. 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
7. 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.
8. 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.
9. 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**

Ms Bipasha Mukhopadhyay (DIN: 02686217) was appointed as an Independent Director on 12th November, 2016 for 3 (three) years 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 Ms Bipasha Mukhopadhyay for appointment as an Independent Director.

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

Brief resume of Ms Bipasha Mukhopadhyay

Ms Bipasha Mukhopadhyay is an experienced professional in the hospitality industry. She holds a Post Graduate degree in English Literature from Calcutta University. She has over 20 years experience in Sales & Marketing, with 10 years extensive experience in Corporate Sales and Public relations. Her job responsibility included interaction with the Government – both executive and legislative, Business Interaction with Trade bodies, Associations and the Media.

She is presently a member of the Tourism Committee of CII - Eastern Region. Earlier she was in the Managing Committee of HRAEI- Eastern Region from 2012 till 2015, as well as The BCCI Tourism Committee. Your Directors state that Ms Bipasha Mukhopadhyay possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Copy of letter of appointment of Ms Bipasha Mukhopadhyay as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company. Ms Bipasha Mukhopadhyay does not hold any shares of the Company.

Save and except Ms Bipasha Mukhopadhyay, 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

Mr Dip Narayan Mittra (DIN: 05016332) was appointed as an Independent Director on 23rd June, 2017 for 3 (three) years 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 Dip Narayan Mittra 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 Dip Narayan Mittra

Mr Dip Narayan Mittra is a well known legal practitioner with over four decades of experience. He is the Senior Partner of Victor Moses & Co., a leading firm of Solicitor & Advocates. His field of practice encompasses Corporate Laws, Commercial Laws, Real Estate & Property Laws, Arbitration and Intellectual Property.

He is a member of Bar Association, High Court, Calcutta and Supreme Court Bar Association; Vice President of Incorporated Law Society, Calcutta.

He is also a Committee Member of the Bengal Chamber of Commerce and Industry.

With his vision and enthusiasm and his impressive accomplishments, Mr Mittra will bring in rich experience in Corporate Governance to the Board of Sinclairs Hotels Limited.

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

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

Mr Dip Narayan Mittra does not hold any shares of the Company.

Save and except Mr Dip Narayan Mittra, none of the other Directors/Key Managerial Personnel of the Company are interested, in the resolution set out in Item No 6 of the Notice.

The Board recommends the Resolution for approval by the members.
Item No 7

The Board of Directors of the Company at its meeting held on 26th May, 2017 has subject to the approval of members, appointed Mr Swajib Chatterjee as Chief Operating Officer (COO) of the Company. As COO, he will act as Manager of the Company as per the provisions of the Companies Act, 2013 for a period of 3 (three) years with effect from 26th May, 2017 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 appointment of and remuneration payable to Mr Swajib Chatterjee in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Mr Swajib Chatterjee are as under:

Notice Period: One month on either side

Remuneration: ₹1,344,000 per annum, payable monthly, computed in the manner provided under section 198 with annual increment as per the policy of the Company and within the overall limit of Section 197 of the Companies Act, 2013.

In addition to above, he will be entitled to provident fund, gratuity, and reimbursement of one mobile connection, conveyance incurred on duty and cost of fuel and other expenses incurred by him during the course and in connection with business of the Company.

Mr Swajib Chatterjee does not hold any 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.

Save and except the above, Mr Swajib Chatterjee, 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. 7 of the Notice for approval by the members.

DETAILS OF DIRECTORS/KEY MANAGERIAL PERSONNEL SEEKING APPOINTMENT/ REAPPOINTMENT

Brief resume of the directors/key managerial personnel 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:

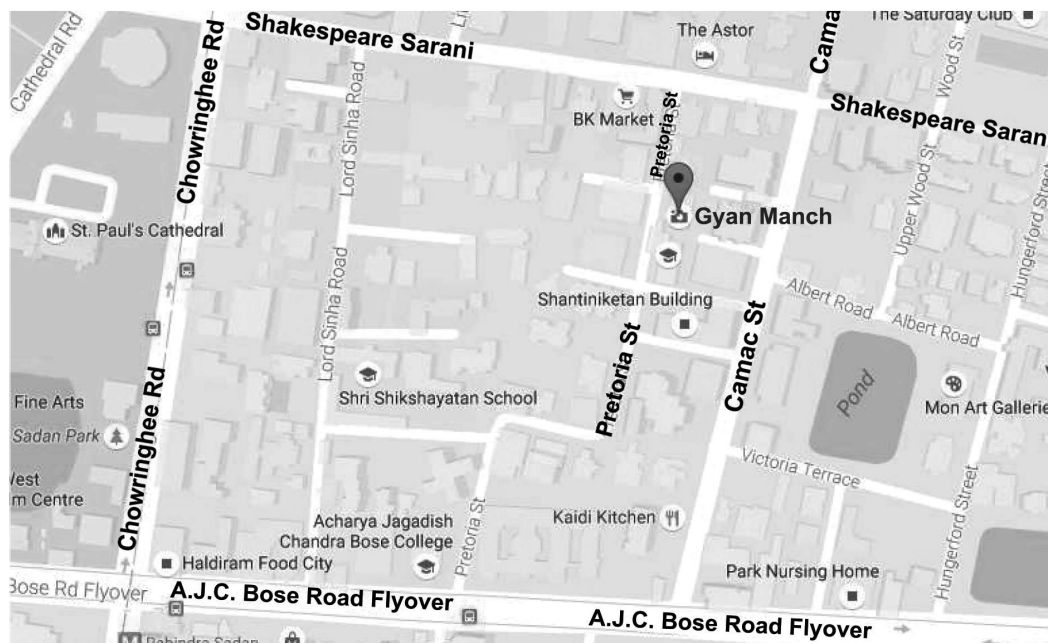
Particulars	Mr Navin Suchanti	Ms Bipasha Mukhopadhyay	Mr Swajib Chatterjee	Mr Dip Narayan Mitra
Date of Birth	15.10.1953	25.02.1965	30.03.1972	18.11.1953
Date of appointment/ Re-appointment	26.05.2017	12.11.2016	26.05.2017	23.06.2017
Qualification	B.Sc. (Hons)	Post Graduate degree in English Literature from Calcutta University	Hotel Management from IHMCT&AN, Bhubaneswar (PUSA New Delhi)	B.A., Attorney at Law
Expertise in specific functional area	45 years experience in tourism and hospitality, public relations, advertising, finance and taxation.	Over 20 years experience in Sales & Marketing, with 10 years extensive experience in Corporate Sales and Public relations	22 years of experience in the hospitality sector	Over 40 years of experience in the field of Corporate Laws, Commercial Laws, Real Estate & Property Laws, Arbitration and Intellectual Property.
Other listed entities in which Directorships held (excluding foreign companies, and section 8 Companies)	Pressman Advertising Limited	Nil	Nil	Nil
Membership/ Chairmanship of Committee of the Other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Audit Committee- Pressman Advertising Limited Stakeholders Relationship Committee- Pressman Advertising Limited	Nil	Nil	Nil
No of shares held in the Company	313051	Nil	Nil	Nil

Registered Office
Pressman House
10A Lee Road, Kolkata 700 020
June 23, 2017

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



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

**ATTENDANCE
SLIP**

45TH ANNUAL GENERAL MEETING ON 16TH SEPTEMBER, 2017

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 45th Annual General Meeting of the Company to be held on Saturday, 16th September, 2017 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
106612		

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

Commencing of E-voting	End of E-voting
13th September, 2017 at 9:00 am (IST)	15th September, 2017 at 5:00 pm (IST)

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

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

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 Shareholder	Registered Folio No / DP-ID & Client ID/ Email Id
---	---

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 45th Annual General Meeting of the Company, to be held on Saturday, 16th September, 2017 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	Resolutions	For	Against
1	To adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2	Re-appointment of Mr Navin Suchanti who retires by rotation.		
3	To declare dividend		
4	To ratify the appointment of the Statutory Auditor of the Company and to authorize the Board to fix their remuneration.		
5	Appointment of Ms Bipasha Mukhopadhyay as an Independent Director.		
6	Appointment of Mr Dip Narayan Mitra as an Independent Director.		
7	Appointment of Mr Swajib Chatterjee as Chief Operating Officer with the role of a Manager.		

Signed this.....day of 2017

Affix
Revenue
Stamp

Signature of the Member

Signature of Proxy

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.