



## 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 46th Annual General Meeting of the company will be held at Gyan Manch, 11, Pretoria Street, Kolkata 700071 on Friday, August 3, 2018 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, 2018 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 March 31, 2018.
3. To appoint a director in place of Dr Niren Suchanti (DIN: 00909388), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), 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, M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No 101248W/W-100022) be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of the 46th AGM till the conclusion of the 51st AGM at such remuneration as may be determined by the Board of Directors."

Registered Office  
Pressman House  
10A Lee Road, Kolkata 700 020  
May 22, 2018

For and on behalf of the Board  
Sangita Agarwal  
Company Secretary

### Notes

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 28.07.2018 to Friday, 03.08.2018 (both days inclusive).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 4 of the accompanying Notice is annexed hereto.
3. A member entitled to attend and vote may appoint a proxy to attend 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 meeting.
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 as per SEBI circular dated April 20, 2018. Members holding shares in electronic form are requested to provide this information to their Depositories.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depositories. Members holding shares in physical form should submit their PAN details to the Company/Registrar.
6. SEBI has also mandated that for registration of transfer of securities, the transferee(s) and transferor(s) must furnish a copy of their PAN card.
7. Additional Information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking re-appointment at the AGM, is furnished as annexure to the Notice. Requisite declarations have been received from the Director for seeking re-appointment.
8. This notice along with Annual Report for 2017-18, Attendance Slip, Proxy Form and Route Map is being sent by email to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies are being sent.
9. Members may also note that the Notice of the 46th AGM, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2017-18 can also be downloaded from Company's website [www.sinclairsindia.com](http://www.sinclairsindia.com). The physical copies of the aforesaid documents are available at the Company's Registered Office for inspection without any fee during normal business hours (10:00 am to 5:00 pm) for a period of 21 days up to the date of Annual General Meeting.

For any communication, the shareholders may also send requests by email to [ir@sinclairshotels.com](mailto:ir@sinclairshotels.com).

10. Dividend, if declared, will be paid to those shareholders whose names appear in the Register of Shareholders as at close of business on **July 27, 2018**.

#### 11. 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 and Secretarial Standard on General Meetings (SS-2) issued by ICSI, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 46th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting.
- II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("e-voting") will be provided by National Securities Depository Limited (NSDL).
- III. The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The e-voting period commences on Tuesday, **31.07.2018 (9 am)** and ends on Thursday, **02.08.2018 (5 pm)**. During this period members holding shares either in physical form or in dematerialized form, as on the cut-off date of **27.07.2018**, may cast their vote by e-voting. The 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 e-voting are as under:

Step 1: Log-in to NSDL e-Voting system at

<https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system.

#### Details of Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

#### 4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

#### 5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve the same you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL. Open the email and the attachment (pdf file). The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details of Step 2 are given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [smd.deepak@gmail.com](mailto:smd.deepak@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- VI. Please 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). 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 July 27, 2018.
- VII. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- VIII. Any person, who acquires shares of the Company and

becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e., July 27, 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

- IX. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- X. CA Deepak Daga, (Membership No 059205), 11 Clive Row, Kolkata 700 001 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
- XI. 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 e-voting facility.
- XII. 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 e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty eight) hours from 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.
- XIII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sinclairindia.com](http://www.sinclairindia.com) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) 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 stock-exchange viz. BSE and CSE, where the shares are listed.

**Statement pursuant to Section 102(1) of the Companies Act, 2013****Item No 4**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, the term of office of M/s S R Batliboi & Co, LLP, Chartered Accountants (Firm Registration No. 301003E/ E300005) as the Statutory Auditors of the Company will conclude from the close of ensuing Annual General Meeting of the Company.

The Audit Committee and the Board of Directors have recommended the appointment of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No 101248W/W-100022) as the statutory auditors of the Company to hold office for a period of five years from the conclusion of the 46th AGM till the conclusion of the 51st AGM on a remuneration as may be determined by the Board of Directors.

#### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

Brief resume of the director being re-appointed, nature of his expertise in specific functional areas and names of companies in which he hold directorship and shareholding is furnished hereunder:

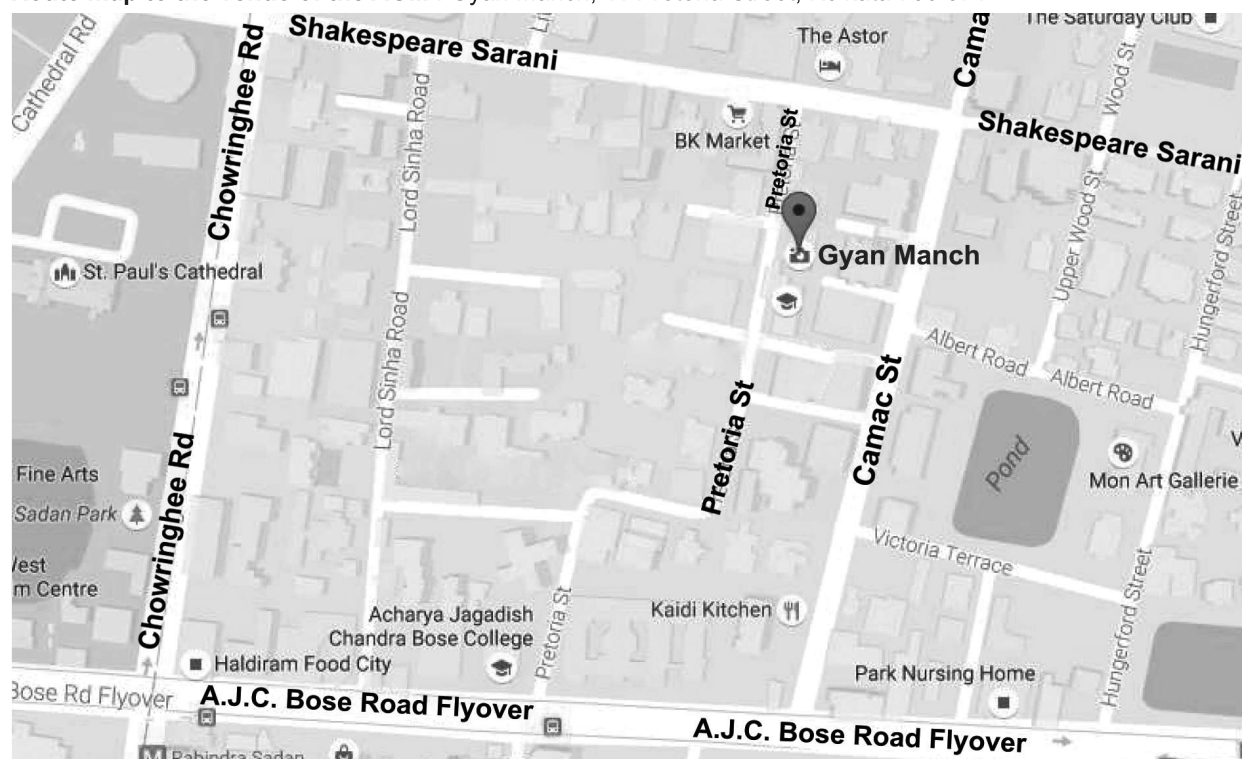
Particulars	Dr Niren Suchanti
Date of Birth	17.04.1949
Date of appointment / Re-appointment	30.06.1990
Qualification	Ph.D in Operations Research and Industrial Management from University of Cincinnati, USA
Expertise in specific functional area	47 years of experience in Advertising, Public relations and investor relations. He is considered as an authority in Public and Investor Relations.
Relationships between Directors inter-se	Yes
Other listed entities in which Directorships held (excluding foreign companies, and section 8 Companies)	Pressman Advertising Limited
Membership/Chairmanship of Committee of the Other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
No. of shares held in the Company	293738

Registered Office  
Pressman House  
10A Lee Road, Kolkata 700 020  
May 22, 2018

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**

## 46TH ANNUAL GENERAL MEETING ON 3RD AUGUST, 2018

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 46th Annual General Meeting of the Company to be held on Friday, 3rd August, 2018 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
108458		

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

Commencing of E-voting	End of E-voting
31st July, 2018 at 9:00 am (IST)	2nd August, 2018 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 46th Annual General Meeting of the Company, to be held on Friday, 3rd August, 2018 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	To declare dividend.		
3	Re-appointment of Dr Niren Suchanti who retires by rotation.		
4	To approve the appointment of M/s B S R & Co. LLP, Chartered Accountants as Statutory Auditor of the Company and to authorize the Board to fix their remuneration.		

Signed this.....day of ..... 2018

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.