



## Sinclair's Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700 020

T: (033) 40310807 F: (033) 40310813

ir@sinclairshotels.com www.sinclairindia.com

CIN : L55101WB1971PLC028152

### Notice

Notice is hereby given that the 47th Annual General Meeting of the company will be held at Gyan Manch, 11, Pretoria Street, Kolkata 700071 on Tuesday, 27th August 2019 at 10 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, 2019 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, 2019.
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.

#### SPECIAL BUSINESS:

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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms Kumkum Gupta (DIN: 01575451), be and is hereby appointed as an Independent Director of the Company for a term of three years, not liable to retire by rotation."
5. 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 149 and read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Kunal Bose (DIN: 02891649), be and is hereby re-appointed as an Independent Director of the Company to hold office as an Independent Director for a further term of three years with effect from September 6, 2019 and not liable to retire by rotation."

Registered Office  
Pressman House  
10A Lee Road, Kolkata 700 020  
May 21, 2019

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 Wednesday, 21.08.2019 to Tuesday, 27.08.2019 (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 and 5 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 Directors seeking appointment and re-appointment at the AGM, is furnished as annexure to the Notice. Requisite declarations have been received from the Director for seeking appointment and re-appointment.
8. This notice along with Annual Report for 2018-19, 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 47th AGM, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the

Annual Report for 2018-19 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 am to 5 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 **August 20, 2019**.

#### 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 47th 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 Saturday, August 24, 2019 (9am) and ends on Monday, August 26, 2019 (5pm). During this period members holding shares either in physical form or in dematerialized form, as on the cut-off date of August 20, 2019, 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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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 August 20, 2019.
- 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., August 20, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto: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.sinclairsindia.com](http://www.sinclairsindia.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 exchanges viz. BSE and CSE, where the shares are listed.

#### **Statement pursuant to Section 102(1) of the Companies Act, 2013**

##### **Item No 4**

The Board of Directors at its meeting held on 9th November, 2018, on the recommendation of the Nomination and Remuneration Committee, appointed Ms Kumkum Gupta as an Independent Director on the Board in the casual vacancy caused due to the resignation of another Independent Director, Ms Bipasha Mukhopadhyay, subject to shareholders' approval.

A notice under Section 160 of the Companies Act has been received from a Shareholder proposing the name of Ms Kumkum Gupta to be appointed as an Independent Director on the Board.

Pursuant to the provision of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, it is proposed to appoint Ms Kumkum Gupta as an Independent Director of the Company for a term of three years.

##### **Brief resume of Ms Kumkum Gupta**

Ms Kumkum Gupta is a Commerce Graduate with more than three decades of experience in accounts and finance. She is well versed with intricacies of the financial markets.

Your Directors state that Ms Kumkum Gupta possesses appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

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

Ms Kumkum Gupta does not hold any shares of the Company.

Save and except Ms Kumkum Gupta, none of the other Directors/Key Managerial Personnel of the Company are interested, in the resolution set out in Item No. 4 of the Notice.

The Board recommends the Resolution for approval by the members.

#### Item No 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, are recommending the re-appointment of Mr Kunal Bose as an Independent Director of the Company for a further period of three years from September 6, 2019 and during this term his period of office as an Independent Director shall not be liable to retirement by rotation.

A notice in writing pursuant to the requirements of Section 160 of the Companies Act, 2013 has been received by the Company from a Member recommending the re-appointment of Mr Kunal Bose as an Independent Director.

#### Brief resume of Mr Kunal Bose

Mr Kunal Bose is a financial journalist of national and global standing. He holds a postgraduate degree in International Relations from Jadavpur University. He was India Correspondent for the Financial Times of the UK for over 15 years. Earlier he was Resident Editor of the Economic Times for eastern India. Mr Bose now writes for Euromoney publication Metal Bulletin and the UK based shipping and commodities magazine Dry Cargo International. He also has a weekly column in Business Standard on industry and commodities.

A widely travelled journalist having experienced hospitality in different parts of the world, Mr Bose has deep insight into services that make some hotels outstanding. He brings into the board his long experience as purveyor of industry working.

He holds a postgraduate degree in International Relations from Jadavpur University.

Mr Kunal Bose does not hold any shares in the Company, nor is he related to any Director or Key Managerial Personnel of the Company and complies with all the requirements making him eligible to be re-appointed as an Independent Director.

The Nomination and Remuneration Committee as well as the Board of Directors recommends the re-appointment of Mr Kunal Bose as an Independent Director of the Company. This resolution is required to be passed as a Special Resolution. Mr Bose is a person of high integrity and the Board is of the opinion that Mr Bose fulfils the criteria specified in the Companies Act, 2013 read with the rules made thereunder and also with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company. Further in terms of the recently notified SEBI (LODR) (Amendment) Regulations, 2018, consent of the members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy-five years. During the proposed term of re-appointment, Mr Kunal Bose will attain the age of seventy-five years on 4th January, 2020. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulations, for continuation of Mr. Kunal Bose as an Independent Director beyond the age of seventy-five years.

Save and except Mr Kunal Bose, 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.

#### DETAILS OF DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT

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

Particulars	Mr Navin Suchanti	Ms Kumkum Gupta	Mr Kunal Bose
Date of Birth	15.10.1953	28.02.1955	04.01.1945
Date of appointment/ Re-appointment	26.05.2017	09.11.2018	06.04.2014
Qualification	B.Sc. (Hons)	B.Com (Hons)	Postgraduate in International Relations
Expertise in specific functional area	47 years of experience in tourism and hospitality, public relations, advertising, finance and taxation.	More than 30 years of experience in accounts and finance.	A widely travelled journalist having experienced hospitality.
Relationships between Directors inter-se	Yes	No	No
Other listed entities in which Directorships held (excluding foreign companies, and section 8 Companies)	Pressman Advertising Limited	None	None
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	None	None
No of shares held in the Company	313051	Nil	Nil

Registered Office  
Pressman House  
10A Lee Road, Kolkata 700 020  
May 21, 2019

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

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**ATTENDANCE  
SLIP**

## 47TH ANNUAL GENERAL MEETING ON 27TH AUGUST, 2019

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 47th Annual General Meeting of the Company to be held on Tuesday, 27th August, 2019 at 10 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
111046		

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

Commencing of E-voting	End of E-voting
24th August, 2019 at 9:00 am (IST)	26th August, 2019 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

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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 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 47th Annual General Meeting of the Company, to be held on Tuesday, 27th August, 2019 at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 at 10 am 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	To re-appoint Mr Navin Suchanti who retires by rotation.		
4	To appoint Ms Kumkum Gupta as an Independent Director		
5	To re-appoint Mr Kunal Bose as an Independent Director		

Signed this.....day of ..... 2019

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.