

Sinclairs Hotels Limited

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

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

ir@sinclairshotels.com www.sinclairshindia.com

CIN : L55101WB1971PLC028152

Notice

Notice is hereby given that the 48th Annual General Meeting of the company will be held on Thursday, 27 August 2020 at 11 am through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at Pressman House, 10A Lee Road, Kolkata 700 020:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended 31 March 2020 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 31 March 2020.
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 to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT Dr Niren Suchanti (DIN: 00909388), who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation".

SPECIAL BUSINESS:

4. To approve the continuation of directorship of Mr Dip Narayan Mittra (DIN: 05016332) as an Independent Director of the Company and for the purpose, to pass with or without modification 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 ("the Act"), and Rules made thereon, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Dip Narayan Mittra (DIN: 05016332), 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 23 June 2020 and not liable to retirement by rotation."

5. To approve the appointment of Mrs Pramina Suchanti (DIN: 00273736) as a Director of the Company and for the purpose, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs Pramina Suchanti (DIN: 00273736), who was appointed as Additional Director on 9 July 2020 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

"RESOLVED FURTHER THAT Company Secretary of the Company, be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be

necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. To approve issuance of Equity Shares on a preferential basis to the promoters and promoters group:

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/ or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and which may be agreed to, by the board of directors of the Company ("Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to the Company to create, offer, issue and allot on a preferential basis equity shares up to 10% of the present paid up equity capital to the promoters and promoters group on such terms and conditions as the Board may deem fit in its absolute discretion, and at a price to be fixed in accordance with SEBI guidelines as may be in force at the time of the issue.

"RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of its powers to any officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

Registered Office
Pressman House
10A Lee Road, Kolkata 700 020
30 June, 2020

For and on behalf of the Board
Srushti Mody
Company Secretary
Membership No.: A42255

Notes:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 21.08.2020 to 27.08.2020 (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. 3, 4, 5 and 6 of the accompanying Notice is annexed hereto.
3. In view of the continuing Covid-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 have permitted the holding of the Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means (VC/OAVM), without the physical presence of the Members at a common venue.
Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 48th AGM of the Company shall be conducted through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.
4. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of Proxy in terms of Section 105 of the Companies Act 2013. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization may be sent to the Company at cs@sinclairshottels.com or to Niche Technologies Private Limited, Registrar and Share Transfer Agent at nichetechpl@nichetechpl.com with a copy marked to evoting@nsdl.co.in.
6. In compliance with MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's Report and other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-2020 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
7. Members holding shares in physical form are requested to intimate change in their address, bank particulars and email id to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to provide this information to their Depositories.
8. 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 may submit their PAN details to the Company/ Registrar.
9. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.
10. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card.
11. 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 Directors for seeking re-appointment.
12. The Notice of AGM along with Annual Report for FY 2019-2020, is available on the websites of the Company at www.sinclairshottels.com; BSE Limited at www.bseindia.com and NSDL at www.evoting.nsdl.com.
13. Dividend, if declared, will be paid to those shareholders whose names appear in the Register of Shareholders as at close of business on 20 August 2020.
14. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1 April 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@sinclairshottels.com. Members may please note that TDS at a higher rate will be deducted in case details of member's PAN is not available with the company.
15. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address cs@sinclairshottels.com by 18 August 2020.
 - a) a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received :
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code;
 - b) self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c) self attested scanned copy of the PAN Card; and
 - d) self attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
16. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest once the normalcy is restored.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. Electronic copy of all the documents referred to in the accompanying Notice of the 48th AGM and the Explanatory Statement shall be available for inspection under Investor Information tab of the website of the Company at www.sinclairshottels.com
19. During the 48th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 24 August 2020 at 9 a.m. and ends on 26 August 2020 at 5 p.m. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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 on Step 1 is 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 your 'initial password', 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 from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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, please follow the steps mentioned below in process for those shareholders whose email ids are not registered
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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 on Step 2 is 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 with a copy marked to 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 to reset the password.
3. The voting rights of the 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. Thursday, 20 August 2020.
4. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, 20 August 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com
5. 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.
6. 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 or casting vote through e-Voting system during the Meeting.
7. CA Deepak Daga (Membership No 059205), 11 Clive Row, Kolkata 700 001 has been appointed as the Scrutinizer to scrutinize the voting at the Annual General Meeting and remote e-Voting process in a fair and transparent manner.
8. Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
9. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the websites of the Company sinclairindia.com and NSDL and shall be forwarded to the BSE Limited and Calcutta Stock Exchange Limited.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to cs@sinclairshotels.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to cs@sinclairshotels.com.

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in (1) or (2) above as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials and by following the procedure mentioned in the Notice. The Members can join the EGM/AGM in the VC/OAVM mode not later than 10:45 a.m. on 27 August 2020. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@sinclairshotels.com latest by 4 p.m. on Friday, 21 August 2020. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/022-24994545.

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

Item No 3, 4 and 5

Brief resume of Mr Dip Narayan Mitra

Mr Dip Narayan Mitra 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 Mitra will bring in rich experience in Corporate Governance to the Board of Sinclairs Hotels Limited.

Your Directors state that Mr Dip Narayan Mitra 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 Mitra 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 Mitra does not hold any shares of the Company.

Save and except Mr Dip Narayan Mitra, 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.

Appointment of Mrs Pramina Suchanti as Director

The Board of Directors of the Company at its meeting held on 30 June 2020 has appointed Mrs Pramina Suchanti as Additional Director of the Company with effect from 9 July 2020, to hold office of the Director till the next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for appointment of Mrs Pramina Suchanti as Director of the Company. The company has received notice from a member of the company under Section 152(5) of the Companies Act 2013 and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 proposing her candidature as a Director of the Company.

Brief profile of Mrs Pramina Suchanti is given below:

Mrs Pramina Suchanti, BA has 30 years' experience in administration. She is a Committee Member of International Marwari Federation.

Save and except Mr Navin Suchanti, Dr Niren Suchanti and Mrs Pramina Suchanti 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 the approval by the members.

DETAILS OF DIRECTORS 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	Dr Niren Suchanti	Mr Dip Narayan Mitra	Mrs Pramina Suchanti
Date of Birth	17.04.1949	18.11.1953	21.11.1958
Date of appointment/ Re-appointment	30.06.1990	23.06.2017	09.07.2020
Qualification	Ph.D in Operations Research and Industrial Management from University of Cincinnati, USA	B.A., Attorney at Law	B.A. from Calcutta University
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.	Over 40 years of experience in the field of Corporate Laws, Commercial Laws, Real Estate & Property Laws, Arbitration and Intellectual Property.	Over 30 years experience in administration. She is a Committee Member of International Marwari Federation
Relationships between Directors inter-se	Yes	No	Yes
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)	None	None	None
No of shares held in the Company	293738	Nil	1278522

Item No 6**Preferential Allotment of shares**

This is an enabling resolution authorizing the company to issue up to 27,85,000 Equity Shares of ₹ 2 each fully paid up to the promoters and promoters group, representing 10% of the paid up capital of the company at a price to be fixed in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.

It is expected that the current year is likely to present to the company attractive opportunities for acquisition of new properties and other strategic tie-ups, which may need immediate capital investment. The preferential issue has been planned to further augment the cash resources of the company at short notice by infusion of funds by way of preferential issue of shares to the promoters and the promoters group.

The disclosures relating to the preferential allotment to be made to the shareholders in the Explanatory Statement annexed to the AGM Notice are as under:

S. No.	Particulars	Details					
1	Objects of the Preferential Issue and date of passing of Board Resolution	To augment the cash resources of the company for future growth, the Board at its Meeting held on 30 June 2020 had approved the preferential issue of equity shares up to 10% of the present paid up capital to the promoters and promoters group subject to approval of the shareholders.					
2	Total / Maximum number of specified securities to be issued and total amount which company intends to raise by this issue	27,85,000 (Twenty seven lakh eighty five thousand) equity shares of face value of ₹ 2 each. The total amount raised by the company will depend on the price at which the shares will be issued. The price will be calculated at the time of the issue in terms of SEBI guidelines as may be in force at that time.					
3	Class of Person to whom the allotment is proposed to be made	The allotment of equity shares shall be made to the promoters and promoters group of the Company.					
4	The intent of the Promoters, Directors or Key Managerial Personnel of the Issuer to subscribe to the offer	The promoters and promoters group have expressed their intent to subscribe to the equity shares on preferential basis as above.					
5	The shareholding pattern of the issuer before and after the Preferential issue :	Based on Shareholding Pattern as on quarter ended 30 June 2020.					
		S. No.	Category	Pre-Preferential Issue		Post-Preferential Issue	
				No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
		A	Promoters' holding	17501935	62.844	20286935	66.221
		B	Non Promoter' holding	10348065	37.156	10348065	33.779
			TOTAL (A + B)	27850000	100.000	30635000	100.000
6	Time within which the Preferential Issue shall be completed	The allotment of shares will be made on or before 31 December 2020 or such other extended dates as may be allowed by SEBI					
7	The identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue	The shares are proposed to be allotted to the promoters and promoters group of the Company. After the allotment of equity shares, the promoters and promoters group will hold 66.221% of the total paid-up share capital of the Company. Further, pursuant to the proposed allotment, there would be no change in the control of the Company.					
8	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	During the year, the company has not made any other preferential issue.					

Save and except promoters and promoters group, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the Special Resolution for approval of the Members.

Registered Office
Pressman House
10A Lee Road, Kolkata 700 020
30 June, 2020

For and on behalf of the Board
Srushti Mody
Company Secretary
Membership No.: A42255