

Sinclairs Hotels Limited

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

T: (033) 40310800 /804 F : (033) 40310813

ir@sinclairshotels.com www.sinclairsindia.com

CIN : L55101WB1971PLC028152

Notice

Notice is hereby given that the Fortysecond Annual General Meeting of the company will be held at Gyan March, 11 Pretoria Street, Kolkata 700 071 on Saturday, 6th September, 2014 at 10:30 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.
2. To declare a dividend.
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 appoint a director in place of Mr Kunal Bose (DIN:02891649), who retires by rotation and being eligible, offers himself for re-appointment.
5. To Consider and if though fit, to pas with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED that pursuant to the provision of Section 139(2) and 142 (1) of the Companies Act, 2013 M/s S R Batliboi & Co.LLP, Chartered Accountants, Kolkata (Firm Reg. No 301003E) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of four (4) years subject to ratification by members at every Annual General Meeting commencing from the conclusion of this Annual General Meeting until the conclusion of 46th Annual General Meeting on such remuneration as may be determined by the Board of Directors on a year to year basis".

Registered Office
Pressman House
10A Lee Road
Kolkata 700 020
Dated: May 30, 2014

For and on behalf of the Board

Navin Suchanti
Managing Director

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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Ltd (CDSL) : The e-voting particulars is being communicated through the Attendance Slip.
 - II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

III. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 31st August, 2014 at 9 am (IST) and ends on 2nd September, 2014 at 6 pm (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 25th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "Sinclair's Hotels Ltd" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) if you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc. Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 25/07/2014.
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "Sinclair's Hotels Ltd" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to

- <https://www.evotingindia.com> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under 'help' section or write an email to helpdesk.evoting@cdslindia.com.
3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date (record date) of 25th July, 2014.
 4. Mr. Deepak Daga, Partner of S M Daga & Co., Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose email address is smd.deepak@gmail.com
 5. The Scrutinizer shall within a period not exceeding three days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 6. The Results shall be declared on or after the AGM. The results declares alongwith the Scrutinizer's Report shall be place on the Company's Website www.sinclairsindia.com and on the website of CDSL within two days of passing of the resolutions at the AGM.
 7. The Register of Members and the Share Transfer Register will remain closed from Friday, 29th August, 2014 to Saturday, 6th September, 2014 (both days inclusive).
 8. Dividend, if declared, will be paid to those shareholders whose names will appear in the Register of Shareholders as at close of business on 28th August, 2014.
 9. 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).
 10. 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. Our Registration can be done online at www.sinclairsindia.com
 11. Securities and Exchange Board of India has made it mandatory for all listed Companies to make payments through electronic mode to the investors. In cases where either the required bank details are not available or the electronic payment instructions have failed or have been rejected by the bank, the Company shall use physical payment instrument and shall mandatorily print the bank account details of the investors on such payment instruments.
 12. 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.
 13. 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
 14. Brief resume of the directors to be re-appointed are given in corporate governance report.



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ATTENDANCE SLIP

Name of the attending Member (in Block Letters)	
Member's Folio Number / Client ID & DP ID	
No of shares held	
Name of Proxy (in Block Letters) to be filled in if the Proxy attends instead of the Member	

I hereby record my presence at the 42nd Annual General Meeting of the Company held at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 on Saturday, 6th September, 2014 at 10:30 am and any adjournment thereof.

*Member's / Proxy's Signature

* To be signed at the time of handing over the slip

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User Id	Password
140801031	Please refer Note No. 2 in the Notice	

Shareholders are requested to bring their copy of Annual Report as no extra copy will be circulated at the venue

No gifts or refreshments will be provided at the meeting.



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PROXY FORM

Name of the member(s):		Email Id:	
Address:		Folio No/ *Client Id: *DP Id	

I/We being the member(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 _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **42nd Annual General Meeting** of the Company, to be held on Saturday, the 6th day of September 2014 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 :

** I wish my above proxy to vote in the manner as indicated in the box below :

Resolutions	For	Against
1. Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. Declaration of Dividend		
3. Re-appointment of Dr Niren Suchanti who retires by rotation		
4. Re-appointment of Mr Kunal Bose who retires by rotation		
5. "RESOLVED that pursuant to the provision of Section 139(2) and 142 (1) of the Companies Act, 2013 M/s S R Batliboi & Co.LLP, Chartered Accountants, Kolkata (Firm Reg. No 301003E) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of four (4) years subject to ratification by members at every Annual General Meeting commencing from the conclusion of this Annual General Meeting until the conclusion of 46th Annual General Meeting on such remuneration as may be determined by the Board of Directors on a year to year basis".		

*Applicable for investors holding shares in electronic form.

Signature this day of 2014

Signature of shareholder

Affix Revenue Stamp

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

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) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

** (4) This is only optional. Please put '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.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.