



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 Fortythird Annual General Meeting of the company will be held at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 on Friday, 31st July 2015 at 10:30 am 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, 2015 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 Mr Rohan Sikri (DIN: 00216343), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr Hardeep Sachdeva (DIN: 00374288), 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, to hold office from the conclusion of this Annual General Meeting at such remuneration as may be determined by the Board of Directors."

AS SPECIAL BUSINESS:

To consider and if though fit, to pas with or without modification(s), the following Resolutions as **Ordinary Resolutions**:

6. "RESOLVED THAT pursuant to the provisions of Section 152

and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms Preeti Khicha (DIN: 05108059) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. "RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV to the Companies Act, 2013 and listing Agreement entered into with the stock exchanges, Mr S C Sekhar (DIN : 00024780) who was appointed as an Independent Director w.e.f. 11th April, 2015, be and is hereby appointed as an Independent Director to hold the office for one year w.e.f. 11th April, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director."

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

8. "RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to enter into the related party transactions by the Company

with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sl. No.	Nature of transaction as per section 188 of the Companies Act, 2013	Name of the Director/ KMP and their relatives	Name of Related Party	Maximum Amount (₹ in lacs per annum)	
				Receipts	Payments
1	Sitting Fee	Dr Niren Suchanti, Chairman		-	1.00
2	Commission	Mr Navin Suchanti Managing Director		-	25.00
3	Salary	Ms Pooja Suchanti Shah Chief of Communications		-	15.00
4	Salary	Mr B L Soni, CFO		-	20.00
5	Press release/notifications in news papers, magazines and digital advertising	Dr Niren Suchanti, Chairman and Mr Navin Suchanti, Managing Director are common directors and Promoters with shareholding interest	Pressman Advertising Ltd	Rates charged as prescribed by newspapers, magazines, digital media, etc.	
6	Rent for office space		Pressman Realty Ltd	-	15.00
7	Rent for office space		Son-et-Lumiere Art Gallery Pvt Ltd	-	5.00
8	Rent for office space	Dr Niren Suchanti, Chairman and Mr Navin Suchanti, Managing Director are Promoters with shareholding interest	Pressman Properties Ltd	-	25.00

“RESOLVED THAT the Board of Directors be and is hereby authorised to do or cause to be done all such act, matter, deeds, and things and to settle any queries, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the interest of the Company.”

Registered Office
Pressman House
10A Lee Road, Kolkata 700 020
Dated: May 26, 2015

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, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
 - II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on **28.07.2015 (9:00 am)** and ends on **30.07.2015(5:00 pm)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **24-07-2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email-IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.:1800-222-990.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - (viii) Select “EVEN” (E-Voting Event Number) of **Sinclair's Hotels Ltd.** Now you are ready for e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to smd.deepak@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
- (i) Initial password is provided in the enclosed Annexure with this AGM Notice.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
- C. Other Instructions:**
- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24.07.2015.
- v. Notice of the AGM along with attendance slip and proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- vi. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24.07.2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
- vii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- viii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ix. Mr Deepak Daga, Chartered Accountant, 11 Clive Row, Kolkata 700 001 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xi. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xii. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sinclairsindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the listed stock-exchanges viz. BSE & CSE.
3. The Register of Members and the Share Transfer Register will remain closed from Saturday, 25.07.2015 to Friday, 31.07.2015 (both days inclusive).
4. Dividend, if declared, will be paid to those shareholders whose names will appear in the Register of Shareholders as at close of business on 24.07.2015.
5. Members holding shares in physical form are requested to intimate change in their address and bank particulars to the Company's Registrar and Share Transfer Agent and members holding shares in electronic form are requested to provide this information to their Depository Participant(s).
6. Members who are yet to register their email addresses with the company for receiving the Report and Accounts, Notices, etc. in electronic mode, are requested to register the same in support of Green Initiative. Registration can be done online at www.sinclairsindia.com
7. 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.
8. 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.
9. 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
10. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
11. Brief resume of the directors to be appointed / re-appointed are given in corporate governance report.

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

Item No 6

As per requirement of Clause 49 of the Listing Agreement, Ms Preeti Khicha (DIN: 05108059) was appointed as an Additional Director on 26th March, 2015 and will hold office till the ensuing Annual General Meeting. The Company has received a notice in writing from a shareholder together with requisite amount under Section 160 of the Companies Act, 2013 proposing candidature of Ms Preeti Khicha for the office of Director of the Company.

Ms Preeti Khicha is daughter of Mr Navin Suchanti, Managing Director.

Brief resume of Ms Preeti Khicha

Ms Preeti Khicha is Post Graduate in Management (Specialisation in Marketing) from University of Bath (UK). She has seven years of experience in journalism, public relations and hospitality. She does not hold any shares of the Company in her name. Save and except Ms Preeti Khicha and her relative, to the extent of their shareholding interest, if any, in the company, none of the other Directors except Mr Navin Suchanti, Managing Director/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No 6 of the Notice.

The Board recommends the Resolution set out at Item No 6 of the Notice for approval by the members.

Item No 7

Mr S C Sekhar (DIN: 00024780) was appointed as an Independent Director on 11th April, 2015 for one year subject to approval of members at the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr S C Sekhar for the office of the Director of the Company.

He has given a declaration that he meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Brief resume of Mr S C Sekhar

Mr S C Sekhar is Chartered Accountant having 37 years experience in hospitality with ITC Ltd(Hotels Division) spanning project management and implementation, recruitment and training, designing appraisal systems to ensure transparency and good governance.

He does not hold any shares of the Company in his name.

Your Directors state that Mr S C Sekhar possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Copy of the letter for appointment of Mr S C Sekhar as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company and also available at Company's website at www.sinclairsindia.com under Investor Information.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Save and except Mr S C Sekhar and his relative, to the extent of their shareholding interest, if any, in the company, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No 7 of the Notice.

The Board recommends the Resolution set out at Item No 7 of the Notice for approval by the members.

Item No 8

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires

that for entering into any contract or arrangement as mentioned herein below with the related party, the company must obtain prior approval of the Board of Directors.

In accordance of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your company may enter into with the related parties as defined under Section 2(76) of the Companies Act, 2013.

The Particulars of the Transaction pursuant to the provisions of Section 188 and the Companies (Meeting of Board and its Powers) Rules, 2014 are as under :

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship
Pressman Advertising Limited Pressman Realty Limited Son-et-Lumiere Art Gallery Pvt Ltd	Dr Niren Suchanti, Chairman and Mr Navin Suchanti, Managing Director are common Directors and promoters with shareholding interest
Pressman Properties Ltd	Dr Niren Suchanti, Chairman and Mr Navin Suchanti, Managing Director are promoters with shareholding interest

Nature, material terms, monetary value and particulars of the contract or arrangement. The details are as mentioned below:

a. Rent for office space :

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship	Maximum amount per annum (₹ in lacs)
Pressman Realty Limited	Existing agreement for rent for office space situated at Kolkata, Mumbai, New Delhi and Bangalore. The amount being charged for the services is fixed after considering all the relevant factors and are at arms length basis.	15.00
Son-et-Lumiere Art Gallery Pvt Ltd		5.00
Pressman Properties Ltd		25.00

b. Advertising, PR and allied services :

The Company has entered into an agreement with Pressman Advertising Limited for availing services like press release/notifications in newspapers, magazines and digital advertising, etc. The amount being charged for the said services is as per media rate. The amount will depend upon the business requirement of the Company.

The members are further informed that no member/s of the Company being a related party or having interest in the resolution as set out at item no 8 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in Item No 8 for approval of the members.

Except Promoter, Directors and their relatives (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

Registered Office
Pressman House
10A Lee Road
Kolkata 700 020
Dated: 26 May, 2015

For and on behalf of the Board

Navin Suchanti
Managing Director

Sinclairs Hotels Limited

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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 43rd Annual General Meeting of the Company held at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 on Friday, 31st July, 2015 at 10:30 am and at any adjournment thereof.

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

 *Member's / Proxy's Signature

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

FORM NO. MGT-11

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 of the member(s):		Folio No/ DP ID & Client ID:
Address:		Email ID:

I/We, being the member(s) ofshares 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 43rd Annual General Meeting of the Company, to be held on Friday the 31st July, 2015 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 Mr Rohan Sikri who retires by rotation		
4. Re-appointment of Mr Hardeep Sachdeva who retires by rotation		
5. To appoint the Auditors of the Company and to authorize the Board to fix their remuneration.		
6. Appointment of Ms Preeti Khicha as Director		
7. Appointment of Mr S C Sekhar as an Independent Director		
8. Approval of Related Party Transactions		

Signature this day of 2015

 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 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. (5) Appointing a proxy does not prevent a members 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.

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CIN : L55101WB1971PLC028152

ANNEXURE TO THE NOTICE DATED 26TH MAY, 2015 OF THE 43RD ANNUAL GENERAL MEETING TO BE HELD ON 31ST JULY, 2015

1. Name and Registered :
Address of Sole/First
Named Shareholder

2. Name of the Joint :
Shareholder(s), if any

3. Registered Folio No./ :
DP ID No. & Client ID No.

4. Number of Share(s) held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended and Clause 35-B of the listing agreement, the Company is pleased to offer E-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Friday, 31st July, 2015 at 10:30 am at Gyan Manch, 11 Pretoria Street, Kolkata 700 071, and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The Electronic Voting Particulars are set out below:

EVEN (E-Voting Event number)	USER ID	PASSWORD
101930		

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

Commencing Period of E-Voting	End of E-Voting
28th July, 2015 at 9:00 A.M. (IST)	30th July, 2015 at 5:00 P.M. (IST)

Please read the instructions given at Note No. 2 of the Notice of the Annual General Meeting carefully before voting electronically.

These details and instructions form integral part of the Notice dated 26th May, 2015 for the Annual General Meeting to be held on 31st July, 2015.

Date: 1st July, 2015
Place: Kolkata

By Order of the Board
Navin Suchanti
Managing Director

Encl: AGM Notice/Attendance Slip/ Proxy Form

