

To,
All members, directors and auditors,
Bihar Hotels Limited,
South Gandhi Maidan, Patna-800001,
Bihar.

Notice is hereby given that '01st of 2019-20' Extra-Ordinary General Meeting of members of Bihar Hotels Limited will be held on Monday the 20th day of January, 2020 at registered office of the Company situated at: Hotel Maurya, South Gandhi Maidan, Patna-800001, Bihar at 11:00 A.M. to transact the following businesses:

Special Business:

Item No. 1: To approve the payment of managerial remuneration of F.Y. 2019-20 in excess of 11% (Eleven Per cent) of net profits and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolutions:


"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), approval of shareholders of the Company be and is hereby given for payment of managerial remuneration of F.Y. 2019-20 in excess of 11% (Eleven Per cent) of net profits of the Company."

"RESOLVED FURTHER THAT Board of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above said resolution."

Registered Office:
South Gandhi Maidan,
Patna-800001, Bihar

Place: Patna
Date: 23.12.2019

By order of the Board of Directors
For: Bihar Hotels Limited



Aditya Prakash Sinha
(Director)

DIN: 00089558



**Hotel
Maurya**
Patna

South Gandhi Maidan Patna 800001 India
Phone +91 612 3051111/2203040
Fax +91 612 2203060 | Toll Free 1800 30 11 22 33
Email maurya@maurya.com | Website www.maurya.com
CIN: U55101BR1964PLC000737


NOTES:

- 1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member.**
- 2. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The proxy form for the EGM is enclosed herewith.**
3. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at anytime during the business hours of the company.
4. Corporate members intending to send their authorized representative to attend the meeting are requested to deposit, at the company's registered office not less than 48 hours before the commencement of meeting, a certified true copy of the board resolution authorizing their representative to attend and vote at the meeting on their behalf.
5. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the EGM.

Registered Office:
South Gandhi Maidan,
Patna-800001, Bihar

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For: Bihar Hotels Limited

Place: Patna
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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out the material facts relating to the special business mentioned in the accompanying notice dated 23.12.2019:

Item No. 1:

Sub-section 1 of Section 197 of the Companies Act, 2013 provides that the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits.

On the basis of past trend of profits made and actual for FY 2019-20 till now, it can be foreseen that managerial remuneration for F.Y. 2019-20 may exceed the limit prescribed under Sub-Section 1 of Section 197 of the Companies Act, 2013.

First proviso to Sub-Section 1 of Section 197 of the Companies Act, 2013 states that that the company in general meeting may authorise the payment of remuneration exceeding eleven per cent of the net profits of the company, subject to the provisions of Schedule V. Though as per provisions of Schedule V, the Company is eligible for payment of managerial remuneration upto Rs. 84.00 Lacs based on its effective capital, however total remuneration payable to all directors in FY 2019-20 is expected to exceed 11% of the net profit, as such the Company is required to obtain approval for the same in general meeting.

The aforesaid matter has been taken up by the Board of Directors at its 262nd meeting held on 18.12.2019.

Hence, the Board of directors accordingly recommends the proposed ordinary resolution to the members of the Company for their consideration and approval.



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

CIN: U55101BR1964PLC000737

Name of the company: Bihar Hotels Limited

Registered office at: South Gandhi Maidan, Patna-800001, Bihar

Name of the member (s):

Registered address:

E-mail ID:

Folio No.

I/We, being the member (s) of shares of the above named company, hereby
appoint

1. Name :

Address :

E-mail Id :

Signature :....., or failing him

2. Name :

Address:

E-mail Id :

Signature:....., or failing him

3. Name :

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at
the '01st of 2019-20' Extra-Ordinary General Meeting of Bihar Hotels Limited to be
held on **Monday the 20th day of January, 2020 at registered office of the Company
situated at: Hotel Maurya, South Gandhi Maidan, Patna-800001, Bihar at 11:00
A.M.** and at any adjournment thereof in respect of such resolutions as are indicated
below:



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Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1	To approve the payment of managerial remuneration of F.Y. 2019-20 in excess of 11% (Eleven Per cent) of net profits.			

Signed this..... day of..... 20__

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the "for, against or abstain" column blank against the resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.



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ATTENDANCE SLIP

'01st of 2019-20' Extra-Ordinary General Meeting of Bihar Hotels Limited held on Monday the 20th day of January, 2020 at registered office of the Company situated at: Hotel Maurya, South Gandhi Maidan, Patna-800001, Bihar at 11:00 A.M.

Registered Folio No.: _____

Name of the *member/proxy: _____

Number of shares held: _____

I certify that I am a *member/proxy for the member of the Company.

I hereby record my presence at "01st of 2019-20' Extra-Ordinary General Meeting of Bihar Hotels Limited held on Monday the 20th day of January, 2020 at registered office of the Company situated at: Hotel Maurya, South Gandhi Maidan, Patna-800001, Bihar at 11:00 A.M.

Signature of the *member/proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice to the EGM.

*Strike-off whichever is not applicable