

BIHAR HOTELS LIMITED

(CIN: U55101BR1964PLC000737)

Registered Office: South Gandhi Maidan, Patna 800 001

Phone: 0612-2203040, Fax: 0612-2203060

Email: maurya@maurya.com Website: www.maurya.com

To,
All Members, Directors and Auditors,
Bihar Hotels Limited.

NOTICE is hereby given that 56th (Fifty-sixth) Annual General Meeting of the Member of Bihar Hotels Limited will be held on Wednesday the 30th day of September, 2020 at 03:00 P.M. at registered office of the company situated at: Hotel Maurya, South Gandhi Maidan, Patna-800001, Bihar to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 and to consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolutions:

- (a) "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution."

- (b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution."

2. To appoint Mr. Ajit Kumar (DIN: 01716200) as Non-Executive Director of the Company in place of Mr. Dhananjay Mahendra Lodha (DIN: 02918943), Director who is retiring by rotation and does not seek re-appointment and to consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 (including any statutory modification/s or re-enactment thereof for the time being in force), Article 107, 108 and 110 of the Articles of Association of the Company, Notice of Candidature received under Section 160 of the Companies Act, 2013 from a member of the Company and upon recommendation made by Board of Directors vide its 264th meeting held on 04.09.2020, consent of shareholders of the Company be and is hereby given to appoint Mr. Ajit Kumar (DIN: 01716200) as Non-Executive Director of the Company, who shall be liable to retire by rotation in place of Mr. Dhananjay Mahendra Lodha (DIN: 02918943), Director who is retiring by rotation and does not seek re-appointment, w.e.f. 30.09.2020.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:

3. To regularize the appointment of Mr. Shashi Bhushan Prasad (DIN: 03596446), Additional Director, as a Director (Non-Executive) of the Company and to consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment thereof for the time being in force), Article 95 of Articles of Association of the Company, Notice of Candidature received under Section 160 of the Companies Act, 2013 from a member of the Company and upon recommendation of Board of Directors of the Company vide its 264th meeting held on 04.09.2020, Mr. Shashi Bhushan Prasad (DIN: 03596446), who was appointed as an Additional Director on Board of the Company w.e.f 10.01.2020; be and is hereby appointed as Director (Non-Executive) of the company w.e.f. 30.09.2020.”



“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution.”

4. **To re-appoint Mr. Aditya Prakash Sinha (DIN: 00089558) as Managing Director of the Company for a further period of 3 (three) years w.e.f. 01.04.2021 and to consider and if thought fit, pass with or without modification(s), the following resolution as Special Resolutions:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment/s thereof for the time being in force), Article 133 of Articles of Association of the Company and upon approval and recommendation by Board of Directors of the Company vide its 264th Board Meeting held on 04.09.2020, Mr. Aditya Prakash Sinha (DIN: 00089558), whose term of office as Managing Director of the Company is expiring on 31.03.2021, be and is hereby re-appointed as Managing Director of the Company for a further period of 3 (three) years i.e. from 01.04.2021 to 31.03.2024, upon such terms and conditions as mentioned in the draft Agreement placed before the meeting and duly initialed by Mr. Aditya Prakash Sinha (DIN: 00089558), Managing Director of the Company for the purpose of identification.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution.”

5. **To alter Object Clause of Memorandum of Association of the Company by insertion of new objects and to consider and if thought fit, pass with or without modification(s), the following resolution as Special Resolutions:**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory re-enactment/s or modification/s thereof for the time being in force) and on recommendation made by Board of Directors of the Company at its 264th Board Meeting held on 04.09.2020, consent of shareholders of the Company be and is hereby given for insertion of following new objects in Main Object Clause of the Company i.e. Clause 3 (a):

(ix) To carry on in India or elsewhere the business to provide, commercialize, control, manufacture, research, develop, establish, handle, operate, hold, organise, promote,

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render service, supervise, deal in all types of methods and process of elimination of insects and other pests control and to act as agent, concessionaires, consultants and booking agents for the said business.

(x) To carry on in India or elsewhere the business to provide, commercialize, control, develop, establish, handle, operate, organise, promote, render services, supervise, represent and to act as agent, concessionaires, consultants, managers and deal in all types of personal, residential, commercial, and industrial security services, intelligence and detective services, to provide body guards, security guards, security system installation and monitoring, as well as background screening, private investigations, and security consulting and for the purpose to arrange manpower and appropriate training facilities.

“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.”

- 6. To approve the payment of managerial remuneration of F.Y. 2020-21 in excess of 11% (Eleven Per cent) of net profit 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) and on recommendation made by Board of Directors of the Company at its 264th Board Meeting held on 04.09.2020, approval of shareholders of the Company be and is hereby given for payment of managerial remuneration of F.Y. 2020-21 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.”

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



**Aditya Prakash Sinha
(Managing Director)**

DIN: 00089558

Contact No.: 0612-2203040

Email id: maurya@maurya.com

Date: 05.09.2020

Place: Patna

NOTES:

1. A member entitled to attend and vote at the AGM 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 AGM is enclosed herewith.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect to Special Business set out in the Notice is annexed.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. 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.
6. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.




9. Following documents are enclosed along with this notice:

Annexure	Related Item No.	Document
A	1	Copies of Standalone and Consolidated Financial Statements of the Company and Finance Statements of Subsidiary Company along with reports thereon.
B	2	Copy of an e-mail received Mr. Dhananjay Mahendra Lodha, Director retiring by rotation signifying his unwillingness for re-appointment.
C	2	Copy of Notice received under Section 160 of the Companies Act, 2013 for appointment of Shri Ajit Kumar as Non-Executive Director of the Company.
D	3	Copy of Notice received under Section 160 of the Companies Act, 2013 for appointment of Shri Shashi Bhushan Prasad as Non-Executive Director of the Company.
E	4	Draft Agreement to be entered into with the Managing Director of the Company.
F	5	Draft altered Memorandum of Association.

10. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is CB Management Services Private Limited having its office at: P-22, Bondel Road, Kolkata-700019, West Bengal.
11. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or CB Management Services Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.
12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / CB Management Services Private Limited.

13. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2012-13 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://www.maurya.com/shareholders-information/> to ascertain details of shares liable for transfer in the name of IEPF Authority.

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


Aditya Prakash Sinha
(Managing Director)
DIN: 00089558
Contact No.: 0612-2203040
Email id: maurya@maurya.com

Date: 05.09.2020
Place: Patna

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 05.09.2020:

Item No. 3:

Board of Directors of the Company had appointed Mr. Shashi Bhushan Prasad (DIN: 03596446) as Additional Director of the Company w.e.f. 10.01.2020 by passing resolutions by circulation (circulated on 07.01.2020). The said appointment was made in terms of Section 161 of the Companies Act, 2013 and Article 95 of Article of Association of the Company, according to which his term of office is expiring at the ensuing Annual General Meeting.

Mrs. Richa Sinha, a member of the Company has given a notice under Section 160 of the Companies Act, 2013 as a proposal for appointment of Shri Shashi Bhushan Prasad as Non-Executive Director of the Company along with a cheque of Rs. 1,00,000/- (Rupees One Lac Only). Copy of the said notice along with a copy of cheque bearing Cheque No.633688 dated 27.08.2020 received by the Company is enclosed herewith and marked as **Annexure-D**.

The Board is of the view that the appointment of Mr. Shashi Bhushan Prasad on the company's Board as non-executive director is desirable and would be beneficial to the company. He is a Chartered Accountant and has been instrumental in affairs of the Company ever since his appointment as Additional Director in the Company. Hence, the Board at its 264th meeting held on 05.09.2020 has recommended the said appointment to the members of the company for their approval.

The Board of Directors recommends the adoption of the said Ordinary Resolution as set out in Item No. 3 of the notice in the best interest of the Company.

All the relevant documents are being placed at the registered office of the Company for inspection from 10.00 A.M. to 02.00 P.M. on any working day up to the date of Annual General Meeting.

None of the Directors, key managerial personnel or their relatives (except Mr. Shashi Bhushan Prasad), except to the extent of their shareholding, is in any way, concerned or interested in the resolution/s.

Item No. 4:

Pursuant to the provisions of Sub-section 2 of Section 196 of the Companies Act, 2013; no company shall appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time. It further provides that no re-appointment shall be made earlier than one year before the expiry of his term.

Mr. Aditya Prakash Sinha was re-appointed as Managing Director of the Company by Board of Directors for the period 01.04.2018 to 31.03.2021. The re-appointment was approved by Shareholders of the Company by passing Special Resolution at the Annual General Meeting held on 29.09.2018.

Tenure of Mr. Aditya Prakash Sinha is expiring on 31.03.2021. In view of the provisions of Section 196 of the Companies Act, 2013; it is proposed to re-appoint Mr. Aditya Prakash Sinha as Managing Director of the Company for a further period of 3 (three) years i.e. from 01.04.2021 to 31.03.2024. Draft Agreement in respect of re-appointment of Mr. Aditya Prakash Sinha including remuneration and other terms and conditions for such a re-appointment is enclosed herewith and marked as **Annexure-E**.

Board of Directors of the Company at its 264th Board Meeting held on 04.09.2020 has approved the aforesaid appointment on such terms and conditions as mentioned in the Draft Agreement.

Further, the remuneration as proposed in the draft agreement may exceed the limit for remuneration as provided in Section 197 read with Schedule V of the Companies Act, 2013. Hence, it is proposed to seek approval of shareholders for the same by means of Special Resolution.

Information in pursuance of Part – II of Schedule V of the Companies Act, 2013:

I. General information:

- (1) Nature of industry: **Hotel Industry**
- (2) Date or expected date of commencement of commercial production: **11th September, 1964**
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable**



(4) Financial performance based on given indicators: **As per Financial Statements of F.Y. 2019-20**

(5) Foreign investments or collaborations, if any: **Not Applicable**

II. Information about the appointee:

(1) Background details: **Serving the Company as Managing Director since 2009. With lots of endeavour and efforts he has taken the hotel unit to a new level of reputation.**

(2) Past remuneration: **Rs. 69,52,123/- (Rupees Sixty-nine Lacs Fifty-two Thousand One Hundred and Twenty-three).**

(3) Recognition or awards: **Not significant**

(4) Job profile and his suitability: **Mr. Sinha is holding the post of Managing Director for more than eleven years. He was earlier associated with Company as Joint Managing Director and has significantly contributed in growth of the Hotel unit as reflected in past performance of the Company.**

(5) Remuneration proposed: **As per Draft Agreement enclosed herewith.**

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): **Comparative remuneration in the Hotel Industry of this size is quite higher than the remuneration being offered to Mr. Sinha. The Company intends to increase the remuneration commensurate with other companies of the same line and of the same size in future, subject to satisfactory performance under his leadership.**

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: **Mrs. Richa Sinha, Director Quality Assurance is spouse of Mr. Aditya Prakash Sinha and holding a place of profit within the purview of Section 188(1)(f) of the Companies Act, 2013.**

III. Other information:

(1) Reasons of loss or inadequate profits: **The Company has been regularly performing satisfactorily. However, due to the current COVID-19 pandemic situation, approval of Shareholders is being taken for payment of remuneration, as a precautionary measure.**

(2) Steps taken or proposed to be taken for improvement: **The Company is trying to expand its business horizons within the state of Bihar with an expectation of handsome increase in turnover and so in profit.**

(3) Expected increase in productivity and profits in measurable terms: **10% to 20% hike in turnover and corresponding 10% increase in profit is expected in F.Y. 2020-21 and onwards.**

The Board of Directors recommends the adoption of the said Special Resolutions as set out in Item No. 4 of the notice in the best interest of the Company.

All the relevant documents are being placed at the registered office of the Company for inspection from 10.00 A.M. to 02.00 P.M. on any working day up to the date of Annual General Meeting.

None of the Directors, key managerial personnel or their relatives (except Mr. Aditya Prakash Sinha and his relatives namely Mrs. Richa Sinha, Mr. Pranaya Prakash Sinha and Mrs. Renuka Sinha who are wife, son and mother respectively of Mr. Aditya Prakash Sinha), except to the extent of their shareholding, is in any way, concerned or interested in the resolution/s.

Item No. 5:

In view of the financial distress caused by the COVID-19 Pandemic throughout the economy and particularly in the Hospitality Sector, the Company finds it appropriate to diversify and expand its business. Considering the scope and future prospects, it is proposed to enter into business of Pest Control and Security services. Further, the Company has made discussion with various prospective customers and is positive of obtaining orders for supply of products/services.

Section 13 of the Companies Act, 2013 provides that a company may, by a special resolution and after complying with the procedure specified in this section, alter the provisions of its Memorandum of Association.

The Board of Directors at its 264th meeting held on 04.09.2020 had in principle approved the addition of the aforesaid business in Main Object Clause of Memorandum of Association of the Company and has recommended the same to the shareholders for their approval. Draft altered Memorandum of Association is enclosed herewith and marked as **Annexure-F**.

All the relevant documents are being placed at the registered office of the Company for inspection from 10.00 A.M. to 02.00 P.M. on any working day up to the date of Extra-Ordinary General Meeting.



None of the Director, key managerial personnel or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the resolution.

Item No. 6:

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 actuals for F.Y. 2020-21 till now, it can be foreseen that managerial remuneration for F.Y. 2020-21 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 2020-21 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 264th meeting held on 04.09.2020. Board of directors accordingly recommends the proposed ordinary resolution to the members of the Company for their consideration and approval.

All the relevant documents are being placed at the registered office of the Company for inspection from 10.00 A.M. to 02.00 P.M. on any working day up to the date of Extra-Ordinary General Meeting.



None of the Director, key managerial personnel or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the resolution.

By the order of the Board of Directors

For: Bihar Hotels Limited



Aditya Prakash Sinha

(Managing Director)

DIN: 00089558

Contact No.: 0612-2203040

Email id: maurya@maurya.com

Date: 05.09.2020

Place: Patna

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: 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 56th Annual General Meeting of the Company, to be held on Wednesday the 30th day of September, 2020 at 03:00 P.M. at registered office of the company situated at: Hotel Maurya, South Gandhi Maidan, Patna-800001, Bihar, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1	To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31 st March, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the			

	audited consolidated financial statements of the Company for the financial year ended 31 st March, 2020 and the report of Auditors thereon.			
2	To appoint Mr. Ajit Kumar (DIN: 01716200) as Non-Executive Director of the Company in place of Mr. Dhananjay Mahendra Lodha (DIN: 02918943), Director who is retiring by rotation and does not seek re-appointment.			
3	To regularize the appointment of Mr. Shashi Bhushan Prasad (DIN: 03596446), Additional Director, as a Director (Non-Executive) of the Company.			
4	To re-appoint Mr. Aditya Prakash Sinha (DIN: 00089558) as Managing Director of the Company for a further period of 3 (three) years w.e.f. 01.04.2021			
5	To alter Object Clause of Memorandum of Association of the Company by insertion of new objects.			
6	To approve the payment of managerial remuneration of F.Y. 2020-21 in excess of 11% (Eleven Per cent) of net profit.			

Signed this..... day of..... 2020

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.

ATTENDANCE SLIP

56th Annual General Meeting of Bihar Hotels Limited held on Wednesday the 30th day of September, 2020 at 03:00 P.M. at registered office of the company situated at: Hotel Maurya, South Gandhi Maidan, Patna-800001, Bihar.

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 the 56th Annual General Meeting of Bihar Hotels Limited held on Wednesday the 30th day of September, 2020 at 03:00 P.M. at registered office of the company situated at: Hotel Maurya, South Gandhi Maidan, Patna-800001, Bihar.

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 AGM.

*Strike-off whichever is not applicable