



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 57th (Fifty-seventh) Annual General Meeting of the Members of Bihar Hotels Limited will be held on Thursday the 30th day of September, 2021 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, 2021 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, 2021 and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolutions:

- (a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 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 statements of the Company for the financial year ended 31st March, 2021 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 declare dividend for the F.Y. 2020-21 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 123 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), dividend at the rate 5% amounting to Re. 00.10 (Ten Paise) per equity share of Rs. 2/- (Rupees Two) each fully paid-up of the Company be and is hereby declared for the financial year ended 31st March, 2021 and the same be paid as recommended by the Board of Directors of the Company, out of accumulated profits of the Company to the members whose name appears in the Register of Members as at the date of Annual General Meeting."

"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."

3. To re-appoint Mr. Shashi Bhushan Prasad (DIN: 01716200) as Non-Executive Director of the Company who is retiring by rotation and being eligible has offered himself for 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 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), Mr. Shashi Bhushan Prasad (DIN: 01716200) who is retiring by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Director of the Company whose terms of office shall be liable to retire by rotation."

"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 M/s Rakesh Rohan & Associates, Chartered Accountants, Patna as Statutory Auditors of the Company for the F.Y. 2021-22 to 2025-26 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 139 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), M/s Rakesh Rohan &



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Associates, Chartered Accountants, Patna be and is hereby re-appointed as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting of the Company till the conclusion of Annual General Meeting to be held in respect of F.Y. 2025-26, at a remuneration to be mutually agreed between the Board of Directors of the Company and the Auditors."

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

SPECIAL BUSINESS:

5. To approve the payment of managerial remuneration of F.Y. 2021-22 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 268th Board Meeting held on 24.08.2021, approval of shareholders of the Company be and is hereby given for payment of managerial remuneration of F.Y. 2021-22 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: 05.09.2021

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.



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9. Copies of Standalone and Consolidated Financial Statements of the Company and Financial Statements of Subsidiary Company along with reports thereon are enclosed alongwith this notice.
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.

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: 05.09.2021
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 05.09.2021:

Item No. 5:

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. 2021-22 till now, it can be foreseen that managerial remuneration for F.Y. 2021-22 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 F.Y. 2021-22 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 268th meeting held on 24.08.2021. 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 Annual General Meeting.



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Mr. Aditya Prakash Sinha, Managing Director of the Company, Mr. Shashi Bhushan Prasad and Mr. Ajit Kumar, directors of the Company may be deemed to be interested in the aforesaid resolution by virtue of holding directorship of the Company and receiving remuneration in lieu of same. Further, Mrs. Renuka Sinha (Mother of Mr. Aditya Prakash Singh), Mrs. Richa Sinha (Wife of Mr. Aditya Prakash Sinha) and Mr. Pranaya Prakash Sinha (Son of Mr. Aditya Prakash Sinha), Shareholders of the Company may be deemed to be interested in the aforesaid resolution being relatives.

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: 05.09.2021

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 57th Annual General Meeting of the Company, to be held on Thursday the 30th
day of September, 2021 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:

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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, 2021 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, 2021.			
2	To declare dividend for the F.Y. 2020-21.			
3	To re-appoint Mr. Shashi Bhushan Prasad (DIN: 01716200) as Non-Executive Director of the Company who is retiring by rotation and being eligible has offered himself for re-appointment.			
4	To re-appoint M/s Rakesh Rohan & Associates, Chartered Accountants, Patna as Statutory Auditors of the Company for the F.Y. 2021-22 to 2025-26.			
5	To approve the payment of managerial remuneration of F.Y. 2021-22 in excess of 11% (Eleven Per cent) of net profit.			

Signed this..... day of..... 2021

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

57th Annual General Meeting of Bihar Hotels Limited held on Thursday the 30th day of September, 2021 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 57th Annual General Meeting of Bihar Hotels Limited held on Thursday the 30th day of September, 2021 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