



Tulip  
Star  
Hotels  
Ltd.

## NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of Tulip Star Hotels Limited will be held at The Deputy Speaker Hall, Constitution Club, Vithal Bhai Patel House, Rafi Marg, New Delhi – 110 001 on Friday, September 30, 2016 at 3.30 p.m. to transact the following business:

### ORDINARY BUSINESS :

Item No. 1. – Adoption of Accounts

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended March 31, 2016 and the reports of the Board of Directors and the Auditors thereon.

Item No. 2. – Re-appointment of Mr. A B M Good

To appoint a Director in place of Mr. A B M Good (DIN: 00189453) who retires by rotation and being eligible offers himself for reappointment.

Item No. 3. – Re-appointment of Statutory Auditors

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution :

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring Auditors, M/s. Ray & Ray, Chartered Accountants (Registration No. 301072E) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable and the reimbursement of out of pocket expenses, if any, to the said Auditors.”

For and on behalf of the Board

Place : Mumbai  
Date : May 19, 2016

**Arvind S. Herwadkar**  
*Director*  
(DIN:00265493)

### NOTES :

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10 PERCENT 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.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the meeting.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the meeting.
- The Register of Members and the Share Transfer Books of the Company under the physical mode will remain closed from Friday, September 23, 2016 to Friday, September 30, 2016 (both days inclusive).
- Electronic copy of the Notice of the 29th Annual General Meeting and Annual Report for 2015-16 are being sent to all the members whose email IDs are registered with the Company/ R & T Agent / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copy of the Notice of the 29th Annual General Meeting and Annual Report for 2015-16 are being sent in the permitted mode.
- Members desirous of obtaining any information concerning the accounts of the Company are requested to send their queries to the Company's Secretarial Office at Chander Mukhi, Nariman Point, Mumbai 400 021 at least 15 days before the date of the meeting, so that the information required by the members may be made available at the meeting.

9. Information regarding Directors to be re-appointed/appointed :-

Name of the Director	Mr. A B M Good
Date of Birth	18/04/1933
Director Identification Number	00189453
Date of Joining the Board	30/11/1993
Profile of the Director	Mr. Good, he is a Fellow of the Institute of Directors and a Fellow of Chartered Institute of Public Relations. After a short stint as management trainee with Distillers Group, a spell in journalism spent five years, first as a Public Relations Officer and later in due course elevated to a Group marketing role with the then largest independent airline group in U.K. In this capacity, he was involved in setting up a tour operating subsidiary. After forming what later became the London Stock Exchange listed Good Relations Group Plc., he acted as a consultant to Laker and the parent company of British Caledonian Airways for a few years reporting directly to the Chief Executive. In 1971, he was appointed on the Board of Cox & Kings Limited, U.K. and subsequently became the Chairman in 1975. Mr. Good does not hold any share in the Company.

Mr. A. B. M. Good is on the Board of the following other public companies and their Board Committees:

Sr. No.	Name of the Company	Position held	Committee Membership
1.	Cox & Kings Ltd.	Chairman	Nomination and Remuneration Committee, Stakeholders Relationship Committee, Audit Committee

Excludes Alternate Directorship, Directorships in Private Limited Companies, Foreign Companies and their Committee Memberships. Membership of Audit Committee and Nomination and Remuneration Committee and Stakeholders Relationship Committee of only public Companies have been included in the aforesaid table.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
11. Electronic copy of the Notice convening the 29th Annual General Meeting of the Company, inter alia, indicating the process of e-voting along with the Attendance slip and Proxy form is being sent to the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice convening the 29th Annual General Meeting of the Company, inter alia, indicating the process of e-voting along with the Attendance slip and Proxy form is being sent to the members in the permitted mode.

For and on behalf of the Board

Place : Mumbai  
Date : May 19, 2016

**Arvind S. Herwadkar**  
*Director*  
(DIN:00265493)