

NOTICE TO THE MEMBERS

Notice is hereby given that the Thirty First 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 28, 2018 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, 2018, the Statement of Profit and Loss for the year ended March 31, 2018 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.

SPECIAL BUSINESS :

Item No. 3. – Re-appointment of Dr. Ajit B. Kerkar as Managing Director

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

“RESOLVED THAT pursuant to Section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and in terms of Articles of Association of the Company, approval of members of the Company be and is hereby accorded to the re-appointment of Dr. Ajit B. Kerkar (DIN 00022311) as Managing Director of the Company, for a period of 5 (five) years with effect from April 01, 2018 to March 31, 2023, on the terms and conditions as set out under Item No. 3 of the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the re-appointment of Dr. Ajit B. Kerkar including remuneration, provided that such remuneration shall not exceed the maximum limits for payment of managerial remuneration as may be admissible to him within the overall limits specified in the Act, as existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board of Directors of the Company may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution.”

For and on behalf of the Board

Place : Mumbai
Date : May 29, 2018

Dwarakanath Boppana
Director
(DIN:02155350)

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.**
- The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out the material facts in respect of the Business under Item No. 3 to be transacted at the meeting is annexed hereto
- 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.

7. The Register of Members and the Share Transfer Books of the Company under the physical mode will remain closed from Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive).
8. Electronic copy of the Notice of the 31st Annual General Meeting and Annual Report for 2017-18 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 email address, physical copy of the Notice of the 31st Annual General Meeting and Annual Report for 2017-18 are being sent in the permitted mode.
9. 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.
10. Members holding shares in physical form are requested to advise any change of address and are also requested to submit their specimen signatures duly attested by their Bank immediately to the Share Transfer Agent of the Company. Members holding shares electronically in dematerialized form must advise any change of address to their respective Depository Participant.
11. Nomination facility:
As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Share Transfer Agent of the Company.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management.
13. Updation of Members' Details:
The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is available with the Share Transfer Agent of the Company. Members holding shares in physical form are required to submit the filled in form to the Share Transfer Agent of the Company and Members holding shares in electronic form are required to submit the details to their respective Depository Participants.
14. 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.
15. As per the requirement of the Secretarial Standard – 2 on “General Meetings” the route map showing directions to reach the venue of the Meeting is annexed to the Notice.
16. Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting of the Company (Pursuant to the Listing Regulations and Secretarial Standard-2 on General Meetings)

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 and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

Name of the Director	Dr. Ajit B. Kerkar
Date of Birth	12/06/1932
Director Identification Number	00022311
Date of Joining the Board	01/06/1999
Profile of the Director	Dr. Ajit B. Kerkar, was the former Chairman and Managing Director of The Indian Hotels Company Limited (Taj Group of Hotels). Dr. Ajit B. Kerkar has also served on the board of Air India Limited, Indian Airlines Limited and Tourism Finance Corporation of India Limited. Dr. Ajit B. Kerkar was the Tourism Advisor to the Government of Maharashtra and the Government of Goa. Dr. Ajit B. Kerkar holds 2,74,070 Equity Shares in the Company.

*Excludes Alternate Directorship, Directorships in Private Limited Companies, Foreign Companies and their Committee Memberships. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

17. Electronic copy of the Notice convening the 31st 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 31st 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.

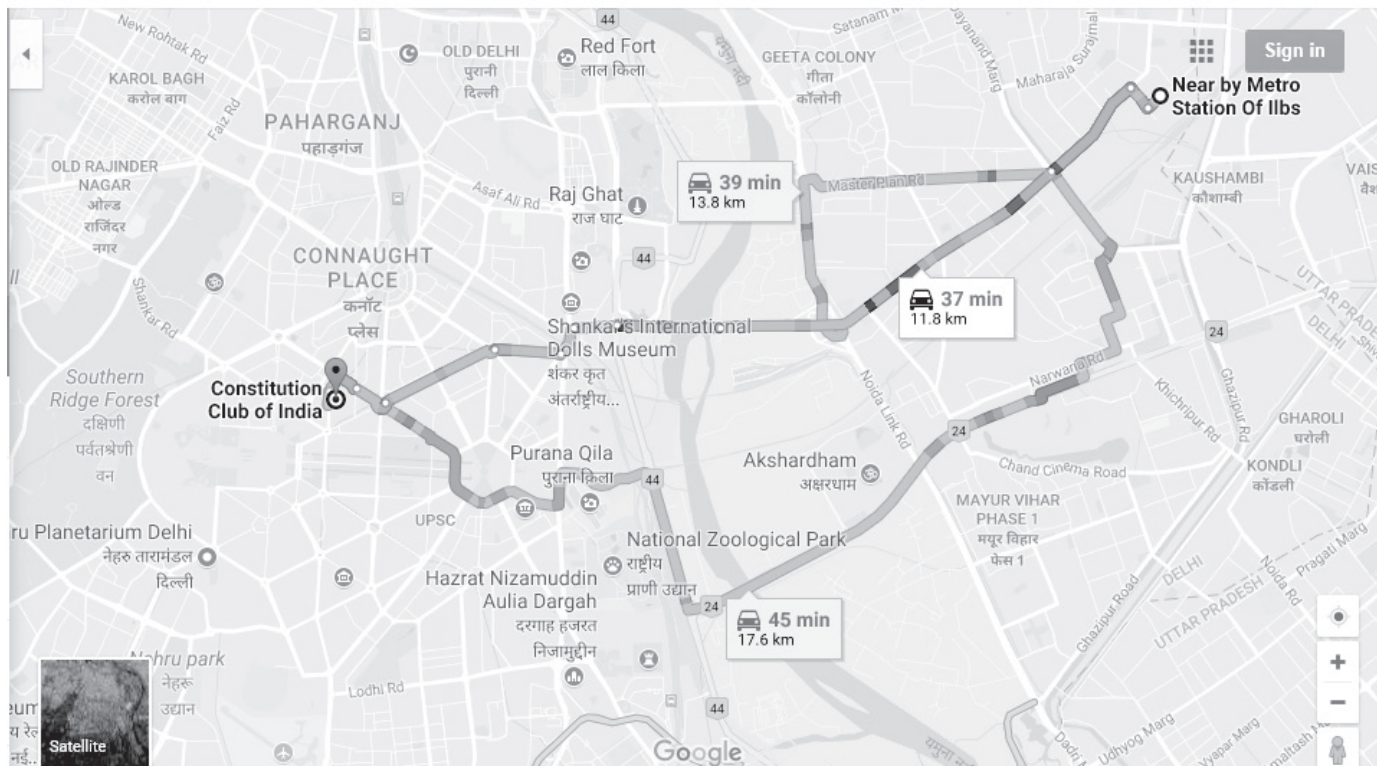
For and on behalf of the Board

Place : Mumbai
Date : May 29, 2018

Dwarkanath Boppna
Director
(DIN:02155350)

Route Map to the AGM Venue

Venue: The Deputy Speaker Hall, Constitution Club, Vithal Bhai Patel House, Rafi Marg, New Delhi – 110 001



EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under item no. 3 of the accompanying Notice dated May 29, 2018.

Item No. 3 :

Dr. Ajit B. Kerkar has been the Managing Director of the Company since April 01, 2003. The term of office of Dr. Ajit B. Kerkar, as Managing Director of the Company expired on March 31, 2018. The Board of Directors of the Company at its meeting held on February 13, 2018 has, subject to the approval of Members, reappointed Dr. Ajit B. Kerkar for a further period of 5 years from the expiry of the present term on the remuneration determined by the Remuneration Committee of the Board at its meeting held on February 13, 2018. Approval of the shareholders under Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 is required for appointment of a Managing Director and for payment of remuneration to him. None of the Directors, except Dr. Ajit B. Kerkar are concerned or interested in the above Resolution. The Directors recommend the Resolution at Item No. 3 of the Notice for acceptance by the Members.

Details of Remuneration :

a. Perquisites :

Provision of car :

The Company shall provide car with chauffeur.

b. Overall Remuneration :

The aggregate of perquisites in any financial year shall not exceed the limits prescribed from time to time under Section 172 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may be for the time being in force.

c. Minimum Remuneration :

The Minimum Remuneration will be within the overall limits as set out under Section II, Part II of Schedule V to the Companies Act, 2013, as amended from time to time.

d. Other Terms & Conditions :

Dr. Ajit B. Kerkar as Managing Director will be entitled to sitting fee for attending the meetings of Board of Directors. Dr. Ajit B. Kerkar will be liable to retire by rotation and there shall be no break in his office, in case, he is re-appointed on determination of his office on retirement by rotation.

Notwithstanding anything to the contrary herein contained either party shall be entitled to terminate the agreement at any time by giving to the other party 90 days notice in writing in that behalf.

For and on behalf of the Board

Place : Mumbai

Date : May 29, 2018

Dwarakanath Boppana

Director

(DIN:02155350)

