



Tulip
Star
Hotels
Ltd.

NOTICE TO THE MEMBERS

Notice is hereby given that the Thirty Second 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 Monday, September 30, 2019 at 3.00 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, 2019, the Statement of Profit and Loss for the year ended March 31, 2019 and the reports of the Board of Directors and the Auditors thereon.

Item No. 2. – Re-appointment of Dr. Ajit B. Kerkar

To appoint a Director in place of Dr. Ajit B. Kerkar (DIN: 00022311) who retires by rotation and being eligible offers himself for reappointment.

For and on behalf of the Board

Place : Mumbai
Date : May 29, 2019

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.**
- 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 Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
- Electronic copy of the Notice of the 32nd Annual General Meeting and Annual Report for 2018-19 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 32nd Annual General Meeting and Annual Report for 2018-19 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.
- 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.
- 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.
- 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.

12. 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.

13. 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.

14. As per the requirement of the Secretarial Standard – 2 on “General Meetings” the route map showing directions to reach the venue of the Meeting forms part of the Annual Report.

15. 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	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.

Dr. Ajit B. Kerkar 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.	V Hotels Ltd.	Chairman	–
2.	Tulip Star Leisure and Health Resorts Ltd.	Chairman	–

*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.

16. Electronic copy of the Notice convening the 32nd 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 32nd 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, 2019

Dwarakanath Boppna
Director
(DIN:02155350)