

SUNAIR HOTELS LIMITED

Regd. Off.:- A-7, 1ST FLOOR, GEETANJALI ENCLAVE, NEW DELHI- 110 017
CIN:U74899DL1977PLC008495 Website- www.hotelmetdelhi.com
PHONE # (91 11) 41515250 e-mail: sunairhotels@gmail.com

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the Members of Sunair Hotels Limited will be held through through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") , on Saturday 30th September, 2023 at 11.30 A.m. via zoom meetings link <https://us02web.zoom.us/j/84315997608?pwd=amFxRkNWeUtHeWlucVE2cmN6WnBrdz09> in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 10/2022, 02/2022, No. 02/2021, 20/2020, 14/2020 and 17/2020 dated 28th December, 2022, 5th May, 2022, 13th January, 2021, 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - a. The Audited Financial statements of the Company for the financial year ended on 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. The Audited Consolidated Financial statements of the Company for the financial year ended on 31st March, 2023, together with the Report of the Auditors thereon.and in this regard, pass the following resolutions as Ordinary Resolutions:
 - (a) "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - (b) "**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint a Director in place of Mr. Kaveen Gupta (Din-00204605), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Kaveen Gupta (Din-00204605), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
3. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

"**RESOLVED THAT** pursuant to Section 139,and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the resolution passed by members at the 45th AGM held on 14th September, 2022,approved the appointment of M/s Anil Sood & AssociatesChartered Accountant (firm registration no. 004985 N) having Registered office at S-316, Greater Kailash-1, New Delhi-110048, as Statutory Auditors of the Company to hold office till the 50th Annual General Meeting , be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2024."

BY ORDER OF THE BOARD

Sd/-

(Neha Rajput)

Company Secretary

(Membership No.-A-26116)

Place : New Delhi
Dated : 02/09/2023

NOTES :-

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 28th December, 2022, May 5th, 2022, December 14th, 2021, December 8th, 2021, January 13th, 2021, May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent by email through its registered email address to sunairhotels@gmail.com.
4. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before AGM through email on sunairhotels@gmail.com.
5. In compliance with the aforesaid MCA Circulars Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are found by the Company/directors. Although the physical copies of the financial statements for the financial year 31.03.2023 is also being sent by courier to all the members specifying the detail of scheduled AGM by VC / OAVM. Members may note that the notice and Annual Report 2022-23 will also be available on the Company's website www.hotelmetdelhi.com. Further the link will be available on the website of the company at www.hotelmetdelhi.com shortly and also will be sent on the email ids/addresses of the shareholders whose addresses are available.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. In case of joint holder attending the Meeting, whose name appears as the first holder in the order of names will be entitled to vote.
9. To provide the fair chance to participate in the AGM by VC / OAVM, Members are advised to notify the Company their email ids / change in email ids and Phone No's and any change in address to the company as soon as possible.
10. The Meeting shall be deemed to be held at the Registered office of the Company at A-7, 1st Floor, Geetanjali Enclave, New Delhi-110017.
11. Members can send their requests, if any, to sunairhotels@gmail.com.
12. Voting if demanded by the members will be online at the email address of the company during the meeting.
13. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
14. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
15. All grievances connected with the facility for voting during the meeting means may be addressed to Sunair Hotels Limited and send an email to sunairhotels@gmail.com and further can call on 011-41515250. other details will be posted on www.hotelmetdelhi.com.
16. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to sunairhotels@gmail.com.

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Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting**ITEM NO: 2**

Name of Director	Mr. Kaveen Gupta
PAN no.	AACPG8454C
Date of Birth	26/05/1965
Date of Appointment	25/08/1994
Qualification	MBA
Experience in functional area	Having experience about 31 years
Director in other Company Excluding Sunair Hotels Limited	Sun Aero Limited Columbia Trading Co. Ltd. Pushpanjali Trexim (P) Ltd.
Membership in various committees In other Board excluding Sunair Hotels Limited	NIL
Chairmanship in the Committees of other Boards	None
No. of shares held in the Company	3291000 (as on date)
Detail of Remuneration last Drawn	21,00,000
	Mr. S.P.Gupta – father
Relationship with other Directors and KMP	Mr. Vipul Gupta –brother
Number of Board Meeting Attended during the year	4