

**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 an Extra Ordinary General Meeting (numbered as 01/2023-24) of the Members of Sunair Hotels Limited will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), on the Friday 1st December, 2023 at 11.30 a.m. via zoom meetings link <https://us02web.zoom.us/j/84275301844?pwd=Wm45ZVNHTnc0S0dnYXVmNmVyZDRtUT09> in accordance with the applicable provisions of the Companies Act, 2013 read with the MCA General Circular Nos. 09/2023, 10/2022, 02/2022, No. 02/2021, 20/2020, 14/2020 and 17/2020 dated 25th September, 2023, 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:-

**SPECIAL BUSINESS:**

**1. To Consider and Approve Conversion of Company into Private Limited Company:**

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

**"RESOLVED THAT** pursuant to the provisions of sections 13 and 14 and any other applicable provisions of the Companies Act 2013, and other applicable Rules as applicable if any and in pursuance of the General Circular issued by the MCA and subject to, permission or sanctions by the Registrar of Companies, NCT of Delhi and Haryana if required and such other appropriate authorities, as may be required and subject to the approval of the Regional Director, Northern Region, consent of the shareholders of the Company be and is hereby accorded to convert the company from a "Public Limited" to a "Private Limited" and consequently the name of the company will be changed from "SUNAIR HOTELS LIMITED" to "SUNAIR HOTELS PRIVATE LIMITED" by inserting the word "Private" before the word "Limited". "The same would be as per the provisions of the Companies Act 2013, since the Articles of Association of the company does not put any restriction and conditions on conversion of the company from a public limited to a private limited company the same will be governed by the provisions applicable to a Private company as per the Companies Act, 2013 w.e.f. the date of receipt of the necessary amended Certificate of Incorporation after name change and receipt of approval and completion of all the formalities"

**"RESOLVED FURTHER THAT** all the Directors of the company be and are hereby severally and /or jointly authorised to sign and execute all such applications, deeds, documents, instruments and writings as may be required on behalf of the company and to appoint authorised representative to appear for and to present the company before the Regional Director (Northern Region)/ ROC Delhi & Haryana, if required, and to do all such act, deed and things which are necessary and incidental to give effect to the above mentioned resolution ."

**2. Alteration of Name Clause contained in the Memorandum of Association**

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

**"RESOLVED THAT** pursuant to the provisions of the Section 13 and other applicable Rules and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting the Clause I of the Memorandum of Association of the Company with the following clause: "The Name of the Company is 'SUNAIR HOTELS PRIVATE LIMITED'".

**"RESOLVED FURTHER THAT** all the Directors of the company be and are hereby severally and /or jointly authorised to sign and execute all such applications, deeds, documents, instruments and writings as may be required on behalf of the company and to appoint authorised representative to appear for and to present the company before the Hon'ble Regional Director (Northern Region) / ROC Delhi & Haryana, if required, and to do all such act, deed and things which are necessary and incidental to give effect to the above mentioned resolution ."

3. **Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and conversion to a Private Limited Company**

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

**"RESOLVED THAT** pursuant to the provisions of the Section 14 and other applicable provisions and rules , if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 including any statutory modifications or re-enactment thereof from time to time, and subject to other approval, permission or sanctions by the Registrar of Companies, NCT of Delhi and Haryana and such other appropriate authorities the Articles of Association of the Company be and is hereby altered to be in conformity with the provisions of the Act relating to a private limited company and thereby inserting the restrictive clause as per Section 2(68) of the Act."

**"RESOLVED FURTHER THAT** the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** all the Directors of the company be and are hereby severally and /or jointly authorised to sign and execute all such applications, deeds, documents, instruments and writings as may be required on behalf of the company and to appoint authorised representative to appear for and to present the company before the Hon'ble Regional Director (Northern Region)/ ROC Delhi & Haryana, if required, and to do all such act, deed and things which are necessary and incidental to give effect to the above mentioned resolution ."

4 **Increase in the Salary of Mr. Vipul Gupta (DIN-00204638) an Executive Director of the Company.**

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

**"RESOLVED THAT** subject to the approval of the shareholders and pursuant to the provisions of the Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule "V" of the Companies Act, 2013 and pursuant to the Articles of Association of the company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the revision of Salary, by way of increase in the salary payable to Mr. Vipul Gupta (Din-00204638), Executive Director of the Company from Rs. 3,02,500/- to Rs. 3,50,000/- per month with effect from 1st April, 2023 till the remaining tenure up to 31/03/2024. His current entitled salary is Rs. 3,02,500/- p.m. as per the resolution passed in the Annual General Meeting of the company held on 27.09.2021. After the revision his salary will get increased from Rs. 3,02,500/- to Rs. 3,50,000/- per month. Details of the revised salary, allowance and perquisites are as under:

**SALARY**

Basic salary Rs 3,50,000/- (Rupees Three Lakh fifty thousand only) per month from 1st April, 2023 till the remaining tenure up to 31/03/2024 , besides following perquisites and allowances:-

**PERQUISITES & ALLOWANCES**

In addition to the salary payable he shall be entitled to the following perquisites and allowances which will be subject to a maximum of 100% of his annual salary.

- a) House Rent allowance or Leased accommodation up to a limit Rs.75,000 per month.
- b) Reimbursement of Medical expenses actually incurred for self and family, restricted to one month's salary in a year or three month's salary over a period of three year.
- c) Free telephone facility at residence. All personal long distance calls shall be billed by the Company.
- d) Use of Company's Car and driver for official work."

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of his tenure as Executive Director, remuneration by way of salary, perquisites and other allowances, shall be in accordance with the ceiling prescribed in section II of the part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof.”

“RESOLVED FURTHER THAT Board of directors be and is hereby authorized to amend and vary from time to time the remuneration (with in the prescribe limit as per the companies act 2013 and other applicable provisions if any) during the tenure of the appointment in such manner as may be agreed to between the Board of Directors and Mr. Vipul Gupta.”

“RESOLVED FURTHER THAT Mr. S.P.Gupta (having DIN-00204504) or Mr Kaveen Gupta (having DIN-00204605) the directors of the Company be and are hereby authorized to sign various E- forms as may be necessary to file with the Registrar of Companies NCT of Delhi and Haryana in this regard.”

#### **5 Increase in the Salary of Mr. Kaveen Gupta (Din-00204605) an Executive Director of the Company.**

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

“RESOLVED THAT subject to the approval of the shareholders and pursuant to the provisions of the sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule “V” of the Companies Act, 2013 and pursuant to the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to revision of the salary, by way of increase in the salary payable to Mr. Kaveen Gupta (Din-00204605), Executive Director of the Company from Rs 1,92,500/- to Rs. 3,50,000/- per month along with an increase of 10% every year with effect from 1st April, 2023 till the remaining tenure up to 31/03/2025. His current entitled salary is Rs. 192,500/- (p.m) as per resolution passed in the Annual General Meeting of the company held on 14.09.2022. After the revision his salary will get increase from Rs. 1,92,500/- to Rs. 3,50,000/- per month. Details of the revised salary, allowance and perquisites are as under:

#### **SALARY**

Basic salary Rs 3,50,000 (Rupees Three Lacs fifty thousand only) per month from 1st April, 2023 till the remaining tenure up to 31/03/2025 with an increase of 10% every year, besides following perquisites and allowances:-

#### **PERQUISITES & ALLOWANCES**

In addition to the salary payable, he shall also be entitled to the following perquisites and allowances which will be subject to a maximum of 100% of his annual salary.

- a) Reimbursement of Medical expenses actually incurred for self and family, restricted to one month's salary in a year or three month's salary over a period of three year.
- b) Free telephone facility at residence. All personal long distance calls shall be billed by the Company.
- c) Use of Company's Car and driver for official work.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of his tenure as Executive Director, remuneration by way of salary, perquisites and other allowances, shall be in accordance with the ceiling prescribed in section II of the part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof.”

“RESOLVED FURTHER THAT Board of directors be and is hereby authorized to amend and vary from time to time the remuneration (within the prescribe limit as per the companies act 2013 and other applicable provisions if any) during the tenure of the appointment in such manner as may be agreed to between the Board of Directors and Mr. Kaveen Gupta subject to over all limits as prescribed above.”

**“RESOLVED FURTHER THAT** Mr. S.P.Gupta (having DIN-00204504) or Mr. Vipul Gupta (having DIN-00204638) the directors of the Company be and are hereby authorized to sign various E- forms as may be necessary to file with the Registrar of Companies NCT of Delhi and Haryana in this regard.”

BY ORDER OF THE BOARD

Sd/-  
(Neha Rajput)  
Company Secretary  
(Membership No.-A-26116)

Place : New Delhi

Dated : 31/10/2023

**NOTES :-**

1. In view of the previous Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated No. 25th September, 2023, 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 Extraordinary General Meeting ("EGM") 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 Extraordinary General Meeting 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 Extraordinary General Meeting 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 Extraordinary General Meeting 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 Extraordinary General Meeting 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. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 1, 2, 3, 4 and 5 of the notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 1, 2, 3, 4 and 5 of the notice are annexed with the notice along with the detail of Directors seeking increase in remuneration.
6. Members seeking any information with regard to the aforesaid resolution any matter to be placed at the Extraordinary General Meeting, are requested to write to the Company on or before Extraordinary General Meeting through email on sunairhotels@gmail.com.
7. In compliance with the aforesaid MCA Circulars Notice of the Extraordinary General Meeting along with the Explanatory Statement is being sent through electronic mode to those Members whose email addresses are found by the Company/directors. Although the physical copies of the Notice is also being sent by courier to all the members specifying the detail of scheduled Extraordinary General Meeting by VC / OAVM. Members may note that the notice 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.
8. Members attending the Extraordinary General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the Extraordinary General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. 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.
11. To provide the fair chance to participate in the Extraordinary General Meeting 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.
12. 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.
13. Members can send their requests, if any, to sunairhotels@gmail.com.
14. Voting if demanded by the members will be online at the email address of the company during the meeting.
15. Facility of joining the Extraordinary General Meeting through VC / OAVM shall open 15 minutes before the time scheduled for the Extraordinary General Meeting.
16. 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.

- 17 All grievances connected with the facility for voting during the meeting means may be addressed to Sunair Hotels Limited and send email to [sunairhotels@gmail.com](mailto:sunairhotels@gmail.com) and further can call on 011-41515250. other details will be posted on [www.hotelmetdelhi.com](http://www.hotelmetdelhi.com).
- 18 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](mailto:sunairhotels@gmail.com).

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The following explanatory statements, as required by section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 1, 2, 3, 4 and 5 mentioned in the accompanying Notice.

**Item No- 1**

The Company was incorporated as a Public Limited Company in 1977. As the company has only 17 shareholder at this point of time and company has no intention to go public any time in near future, the Board of Directors of your company have considered it fit and appropriate to convert your Company into a Private Limited Company not only to avoid unnecessary formalities besides obtaining privileges which are available to a private limited company under the law and it will also helps the Board of Directors of your company to carry out its affairs more efficiently. As has been advised, the number of legal compliances will get reduced and will benefit the company in more economical manner. Further, it is assured by the Board of Directors that the corporate governance will remain at the same level and there will be no slackness in the diligence process which the company has been religiously following over the years.

It is further placed on record that since no loan taken by the company is outstanding in any manner as on date, therefore there is no requirement to obtain any No Objection Certificate from any authority for the purpose. Further SUN AERO LTD, a wholly owned subsidiary company of your company will also be converted into a private limited company simultaneously to align level of its affairs with the holding company. The company has been managed professionally ever since commencement of its business operations and the performance of the company has been tremendous despite several hurdles, the company has faced over the years. Despite the impact of the Pandemic on the business operations globally on hospitality industry and other prevalent factors, the performance has been at par or a level better when compared with the similar hotel properties in the area around. The management has always tried to maximize the wealth of its shareholders and this step is another step in that direction by converting the company from the limited to a private company. The issue of rights and obligations of the company would remain as per the provisions of the Act, applicable to any private limited company from time to time and all existing obligations of the financial nature as applicable on the company would remain the same in the private limited structure of the company as well as the rights of the shareholders would be fully protected.

The Board has approved the above proposal in its meeting held on 31/10/2023. As per the provisions of the Companies Act, 2013, the consent of the members of the Company by way of a special resolution is required for conversion of the Company to a private limited company. The Members are requested to note that the conversion to a Private Limited Company is subject to the approval granted by the Registrar of Companies, NCT of Delhi and Haryana and the Regional Director, Northern Region and such other regulatory authorities, as may be required.

The Directors of your company recommend the adoption of the said Special Resolution as set out in Item No.1 of the notice in the best interest of the Company. All the material documents and corrected copies of the Memorandum & Articles of Association of the Company are available for inspection during the business hours from 11.00 am till 12.30 pm at the registered office of the company till the date of this Extra Ordinary General Meeting.

None of the Directors or Key Managerial Personnel are interested in the Resolution at Item No. 1 of the accompanying Notice.

**Item No- 2**

The conversion of the Company to a private limited company will result in amending the name clause of the Memorandum of Association of the Company since the name of the Company will change from "SUNAIR HOTELS LIMITED" to "SUNAIR HOTELS PRIVATE LIMITED". In terms of the Sections 13 and 14 and relevant rules of the Companies Act, 2013, the consent of the members by way of a special resolution is required for amendment of the Memorandum of Association of the Company. The Board of Directors have approved the amendment at its meeting held on 31/10/2023. The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, NCT of Delhi and Haryana and Regional Director, Northern Region and such other regulatory authorities, as may be required.

The Directors of your company recommend the adoption of the said Special Resolution as set out in Item No.2 of the notice in the best interest of the Company and its shareholders. The detailed reasons for the conversions of the company into a private limited company has been given above and this is a consequent resolutions for the above and for the same reason the explanatory statements as given for the resolution no. 1 shall also be applicable as well. All the material documents and corrected copies of the Memorandum & Articles of Association of the Company are available for inspection during the prescribed business hours from 11.00 am till 12.30 pm at the registered office of the company till the date of this Extra Ordinary General Meeting.

None of the Directors or Key Managerial Personnel are interested in the Resolution at Item No. 2 of the accompanying Notice.

**Item No-3**

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 1977. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the New Act, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. The conversion of the Company to a private limited company will result in amending the Articles and instituting restricting clause applicable to a private limited company as per Section 2(68) of the Companies Act, 2013. However, it is expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013 applicable to a private limited company. Hence the Board of Directors at its meeting held on 31/10/2023 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, NCT of Delhi and Haryana and such other regulatory authorities, as may be required.

The Directors of your company recommend the adoption of the said Special Resolution as set out in Item No.3 of the notice in the best interest of the Company and its shareholders. The detailed reasons for the conversions of the company into private limited company has been given above and this is a consequent resolution for the above and for the same reason as per the explanatory statement given in the resolution no. 1 and will also be applicable here. All the material documents and corrected copies of the Memorandum & Articles of Association of the Company are available for inspection during the prescribed business hours from 11.00 am till 12.30 pm at the registered office of the company till the date of this Extra Ordinary General Meeting.

None of the Directors or Key Managerial Personnel are interested in the Resolution at Item No. 3 of the accompanying Notice.

#### **Item No-4**

Mr. Vipul Gupta was reappointed as Executive Director of the Company in 44th Annual General Meeting of the Company held on 27th September, 2021, for the Period of 3 years i.e. with effect from 01st April 2021 to 31st March 2024 on a salary of Rs. 2,50,000/- per month, with an increase of 10% every year, as per the resolution passed in the Annual General Meeting of the Company held on 27.09.2021. His current entitled salary is Rs. 3,02,500/- p.m. Now, after the proposed resolution, his salary will increase from Rs. 3,02,500/- to Rs. 3,50,000/- p.m. The Board of Directors of the Company, based on the performance, evaluation and recommendation of the Nomination and Remuneration Committee, has considered that the experience, qualification and contribution of Mr. Vipul Gupta, besides his continued association with the company has proved significantly beneficial for the Company. Further, he has been carrying out various responsibilities of the company as the Executive Director in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. He has enlightened the path of the company, in consonance with the Board of Directors and other Senior Management. The honesty, integrity and sound judgment and performance are key criteria of his performance which have helped in building a good reputation of the Company. He has been associated with the company since the year 1993 and has been continuously devoting his time for the betterment of the business of the company. In view of the same, his efforts and his continued association with the company, it is proposed to increase his remuneration for the balance tenure of his appointment. In the meeting of the Board of Directors of the Company held on 31/10/2023 on the recommendation of the Nomination and Remuneration Committee it has been proposed to increase his present salary from Rs. 3,02,500/- to Rs. 3,50,000/- per month with effect from 1st April, 2023 for the remaining tenure up to 31/03/2024 besides allowances and perquisites as set out in the resolution given in item no. 4 of the Notice.

His remuneration is within limits set out according to the provisions of the Companies act 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with schedule- V of the Companies act 2013

The Director recommended the passing of resolution given in item no. 4 of the Notice as an ordinary Resolution.

The above may also be treated as an abstract of the main terms and conditions of the appointment of Mr. Vipul Gupta as an executive Director pursuant to the provisions of Companies Act 2013.

No other Director except Mr. Vipul Gupta, Mr. S.P.Gupta and Mr. Kaveen Gupta are Interested in passing of the resolution.

#### **Item No-5**

Mr. Kaveen Gupta was reappointed as Executive Director in the 45th Annual General Meeting of the Company held on 14th September, 2022, for the Period of 3 years i.e. with effect from 01st April 2022 to 31st March 2025 on a salary of Rs. 1,75,000/- per month, with an increase of 10% every year. His current entitled salary is Rs. 1,92,500/- p.m. After the proposed resolution, his salary will get increased from Rs. 1,92,500/- to Rs. 3,50,000/ per month. The Board of Directors of the Company, based on the performance, evaluation and recommendation of the Nomination and Remuneration Committee, has considered that the experience, qualification and contribution of Mr. Kaveen Gupta, besides his continued association with the company has proved significantly beneficial for the Company. Further, he has been carrying out various responsibilities of the company as the Executive Director in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. He has enlightened the path of the company, in consonance with the Board of Directors and other Senior Management. The honesty, integrity and sound judgment and performance are key criteria of his performance which have helped in building a good reputation of the Company. He has been associated with the company since the year 1994 and has been continuously



devoting his time for the betterment of the business of the company. In view of the same, his efforts and his continued association with the company, it is proposed to increase his remuneration for the balance tenure of his appointment. In the meeting of Board of Directors held on 31/10/2023 on the recommendation of Nomination and Remuneration Committee it has been proposed to increase his present salary from Rs. 1,92,500/- to Rs. 3,50,000/- along with an increase of 10% every year with effect from 1st April, 2023 till the remaining tenure up to 31/03/2025 besides allowances and perquisites as set out in the resolution given in item no. 5 of the Notice.

His remuneration is within limits set out according to the provisions of the Companies act 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with schedule- V of the Companies act 2013.

The Director recommended the passing of resolution given in item no. 5 of the Notice as an Ordinary Resolution.

The above may also be treated as an abstract of the main terms and conditions of the appointment of Mr. Kaveen Gupta as an Executive Director pursuant to the provisions of Companies Act 2013.

No other Director except Mr. Vipul Gupta, Mr. S.P.Gupta and Mr. Kaveen Gupta are Interested in passing of the resolution.

BY ORDER OF THE BOARD

*Sd/-*

(Neha Rajput)

Company Secretary

(Membership No.-A-26116)

Place : New Delhi  
Dated 31/10/2023

**SUNAIR HOTELS LIMITED**

Regd. Off.:- A-7, 1ST FLOOR, GEETANJALI ENCLAVE, NEW DELHI- 110 017

CIN:U74899DL1977PLC008495

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**Details of Directors Seeking increase in Remuneration at the Extraordinary General meeting****ITEM NO: 4 AND 5 RESPECTIVELY**

| Name of Director  | Mr. Kaveen Gupta   | Mr. Vipul Gupta   |
|---|--|---|
| PAN no.   | AACPG8454C   | AACPG8452E  |
| Date of Birth   | 26/05/1965   | 27-12-1968  |
| Date of Appointment   | 25/08/1994   | 10-09-1993  |
| Qualification   | MBA (USA)  | MBA (USA)   |
| Experience in functional area   | Having experience about 31 years   | Having experience about 30 years  |
| Director in other Company Excluding Sunair Hotels Limited                       | Sun Aero Limited<br>Columbia Trading Co. Ltd.<br>Pushpanjali Trexim (P) Ltd. | Sun Aero Limited<br>Columbia Trading Co. Ltd.<br>Pushpanjali Trexim (P) Ltd.<br>H.J.Consultants Pvt. Ltd. |
| Membership in various committees In other Board excluding Sunair Hotels Limited | Nil  | Nil   |
| Chairmanship in the Committees of other Boards                                  | None   | None  |
| No. of shares held in the Company   | 3291000 (as on date )  | 2991000(as on date )  |
| Detail of Remuneration last Drawn after 01.04.2023                              | Rs 1,92,500 P.m.   | Rs 3,02,500/- P.m.  |
| Relationship with other Directors and KMP                                       | Mr. S.P.Gupta – father   | Mr. S.P.Gupta – Father  |
|   | Mr. Vipul Gupta –brother   | Mr. Kaveen Gupta –Brother   |
| Number of Board Meeting Attended during the last F.Y.                           | 4  | 4   |

BY ORDER OF THE BOARD

*Sd/-*  
(Neha Rajput)  
Company Secretary  
(Membership No.-A-26116)

Place : New Delhi  
Dated 31/10/2023