

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 47th Annual General Meeting of the Members of Sunair Hotels Limited will be held through through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") , on Monday 30th September, 2024 at 11.30 A.m. via zoom meetings link <https://us02web.zoom.us/j/81202472188?pwd=0O7ASu2vxagzDuh3dFbWRHFwoyddkk.1> in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No.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:-

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - a. The Audited Financial statements of the Company for the financial year ended on 31st March, 2024, 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, 2024, 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, 2024 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, 2024 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. Satya Pal Gupta (DIN-00204504) , 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. Satya Pal Gupta (DIN-00204504), 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, subject to ratification at every AGM approved the appointment of M/s Anil Sood & Associates Chartered 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, 2025."

SPECIAL BUSINESS:

4. **RE- APPOINTMENT OF MR. VIPUL GUPTA (DIN-00204638) AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND FIXATION OF HIS SALARY.**

To Consider and if though fit, to pass the following resolution, with or without modification(s), as an SPECIAL RESOLUTION.

"RESOLVED THAT subject to the approval of the shareholders, and in accordance with the provisions of section 196, 197, 198, 203 and other applicable 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, Mr. Vipul Gupta be and is hereby re-appointed as Executive Director for a period of 4.5 years as per section 197, read with schedule V of the companies act, 2013 i.e. with effect from 1st April 2024 to 30th September 2028 on a salary of Rs 2,25,000 lacs (per month) with an increase of 10% every year, with following perquisites and allowances which was approved by the Remuneration Committee in its meeting:

SALARY

Basic salary Rs 2,25,000 (Rupees Two Lacs twenty five thousand only) per month from 1st April 2024 to 30th September 2028 with an increase of 10% every year, 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) and/or Mr. Kaveen Gupta (Din-00204605) Director of the Company be and is hereby authorized to Sign the various E- Form as may be necessary to file with Registrar of Company NCT of Delhi and Haryana in this regard."

5. **RE- APPOINTMENT OF MR. SATYA PAL GUPTA (DIN-00204504) AS MANAGING DIRECTOR OF THE COMPANY AND FIXATION OF HIS SALARY.**

To Consider and if though fit, to pass the following resolution, with or without modification(s), as an SPECIAL RESOLUTION.

"RESOLVED THAT subject to the approval of shareholders as stipulated under section 196 read with Schedule V and, in accordance with the provisions of section 196, 197, 198, 203 and other applicable 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 and pursuant to the Articles of association of the company, Mr. Satya Pal Gupta (DIN-00204504) who is above 70 years be and is hereby re-appointed as Chairman cum Managing Director w.e.f. 30th September 2024 to 30th September 2029 on a salary of Rs 1,00,000 lacs (per month) with an increase of 10% every year, with following perquisites and allowances."

SALARY

Basic salary 1,00,000 lacs (Rupees one Lakh only) per month, from 30th September 2024 to 30th September 2029 plus allowance as per the rules of the company, with an increase of 10% every year, 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.50,000/- 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 his remuneration is within limits set out in section 197, read with schedule V of the Companies act, 2013, i.e. overall limit of 10% of net profit, calculated as per section 198 of the Companies Act, 2013 payable to more than one managerial person."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of his tenure as Chairman cum Managing 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 or any other section if any"

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do and execute all such acts, deeds, papers, documents, matters and things, as may be necessary, for giving effect to the above resolution."

"RESOLVED FURTHER THAT Board of directors be and is hereby authorized to amend and vary from time to time the remuneration during the tenure of the appointment in such manner as may be agreed to between the Board of Directors and Mr. Satya Pal Gupta."

"RESOLVED FURTHER THAT Mr. Vipul Gupta(Din-00204638) and/or Mr. Kaveen Gupta (Din-00204605) Director of the Company be and is hereby authorized to Sign the various E- Form as may be necessary to file with Registrar of Company NCT of Delhi and Haryana in this regard."

6. 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 ."

7. 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 ."

8. 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 ."

9. Alteration of Memorandum 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 13 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 Memorandum 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 altered Memorandum of Association pursuant to the Act, be and is hereby approved and adopted in the place of existing Memorandum 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 ."

BY ORDER OF THE BOARD


(Neha Rajput)

Company Secretary
(Membership No.-A-26116)

Place : New Delhi
Dated : 03/09/2024

NOTES :-

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 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 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 2023-24 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 31.03.2024 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 2023-24 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. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4,5,6,7,8 and 9 of the notice are annexed with the notice along with the relevant details.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. 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.
10. 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.
11. 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.
12. Members can send their requests, if any, to sunairhotels@gmail.com.
13. Voting if demanded by the members will be online at the email address of the company during the meeting.
14. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
15. 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.
16. 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.
17. 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.

SUNAIR HOTELS LIMITED

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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. 4,5, 6, 7, 8, 9 mentioned in the accompanying Notice.

Item No- 4

Mr. Vipul Gupta was reappointed as Executive Director for the Period of 3 years i.e. with effect from 01/04/2021 to 31/03/2024 with the salary of Rs. 2,50,000/- p.m. with annual increment of 10% p.a , as per the resolution passed in the Annual General Meeting of the Company held on 27.09.2021.His entitled salary was Rs. 3,02,500/- p.m as on 31.03.2023 and in the Extra Ordinary General Meeting held on 01.12.2023 his salary was increased 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 .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, as his term of Appointment expired on 31st March, 2024 . The Board of Directors in its Meeting held on 28/02/2024 proposed his appointment as executive Director for a period of 4.5 years as per section 197, read with schedule V of the companies act, 2013 or other applicable section if any i.e. with effect from 1st April 2024 to 30th September 2028, on the remuneration given in the body of resolution.

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 a Special 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 as per Companies Act 2013.

Mr. Vipul Gupta, Mr. S.P.Gupta, and Mr. Kaveen Gupta are interested in passing of the resolution.

Item No- 5

Mr. Satya Pal Gupta was appointed as Chairman cum Managing Director for a period of 3 year i.e. with effect from 1st April 2017 to 31st March 2022. His term of appointment expired on 31st March 2022 after that approval for his Re appointment taken via Ordinary Resolution from the shareholders at the Annual General Meeting of the company held on 14.09.2022 .As Mr. Satya Pal Gupta had attended age of 70 years, Company subsequently filed the application as stipulated and provided under section 196 read with Schedule V 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 with Central Government for taking approval for his Re appointment, his appointment was not acceded by Central Government. Mr. S.P. Gupta is deeply involved in the day to day affairs of the Company and is heart and soul of the company and is instrumental in bringing up the project of hotel under the company and now the Board of Directors based on the performance, evaluation and recommendation of the Nomination and Remuneration

Committee, has considered that the experience, qualification and contribution of Mr. Satya Pal Gupta, besides his continued association with the company has proved significantly beneficial for the Company. Board in its Meeting held on 02/09/2024 proposed his Reappointment as Chairman cum Managing Director of the Company for a period of 5 year w.e.f. 30th September 2024 to 30th September 2029, subject to the approval of shareholders via special resolution and as stipulated under section 196 read with Schedule V, and in accordance with the provisions of section 196, 197, 198, 203 and other applicable 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 and pursuant to the Articles of association of the company on a salary, perquisites and other allowances as given in the resolution.

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 a Special Resolution.

The above may also be treated as an abstract of the main terms and conditions of the appointment of Mr. Satya Pal Gupta as Chairman cum Managing Director pursuant to section 190 of the Companies Act, 2013.

No other director except Mr. Satya Pal Gupta, Mr. Kaveen Gupta and Mr. Vipul Gupta, are interested in passing of the resolution.

Item No- 6

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 02/09/2024. 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.6 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 Annual General Meeting.

None of the Directors or Key Managerial Personnel are interested in the Resolution at Item No. 6 of the accompanying Notice.

Item No- 7

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 02/09/2024. 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

The Directors of your company recommend the adoption of the said Special Resolution as set out in Item No.7 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 Annual General Meeting.

None of the Directors or Key Managerial Personnel are interested in the Resolution at Item No. 7 of the accompanying Notice.

Item No-8

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 02/09/2024 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.8 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. 6 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 Annual General Meeting.

None of the Directors or Key Managerial Personnel are interested in the Resolution at Item No. 8 of the accompanying Notice.

Item No-9

The Memorandum of Association ("MoA") of the Company is presently in force since its incorporation of the Company i.e. year 1977. The existing Memorandum 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. The main objects of the company will remain same only ancillary and other objects are to be amended as per companies act 2013.

The company is not amending the memorandum of association on conversion and only instituting restricting clause

applicable to a private limited company as per Section 2(68) of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 02/09/2024 decided to alter existing Memorandum 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 alteration of existing Memorandum of Association of the Company. The Members are requested to note that the alteration 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.9 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. 6 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 Annual General Meeting

None of the Directors or Key Managerial Personnel are interested in the Resolution at Item No. 9 of the accompanying Notice.

BY ORDER OF THE BOARD

Place : New Delhi
Dated : 03/09/2024

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

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

Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting

ITEM NO: 2

Name of Director	Mr. Vipul Gupta	Mr. S.P.Gupta
PAN no.	AACPG8452E	AACPG8453F
Date of Birth	27/12/1968	17/07/1933
Date of Appointment	10/09/1993	20/03/1980
Qualification	MBA (USA)	Deploma in Business Management
Experience in functional area	Having experience about 30 years	Having experience about 62 years
Director in other Company Excluding Sunair Hotels Limited	Sun Aero Limited Columbia Trading Co. Ltd. Pushpanjali Trexim (P) Ltd. H.J.Consultants Pvt. Ltd.	Sun Aero Limited H J Consultants Pvt. Ltd. Columbia Trading Co. Ltd. Pushpanjali Trexim (P) Ltd.
Membership in various committees In other Board excluding Sunair Hotels Limited	Nil	Columbia Trading Co. Limited- Audit Committee
Chairmanship in the Committees of other Boards	None	None
No. of shares held in the Company	2,991,000	9,259,790
Detail of Remuneration last Drawn	Rs 2,25,000/- P.m.	Rs. 1,50,000/- P.m.
Relationship with other Directors and KMP	Mr. S.P.Gupta – Father	Mr. Vipul Gupta – Son
	Mr. Kaveen Gupta –Brother	Mr. Kaveen Gupta- son
Number of Board Meeting Attended during the year	6	6