

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 01/2024-25) of the Members of Sunair Hotels Limited will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), on the Friday 15th November, 2024 at 11.30 a.m. via zoom meetings link <https://us02web.zoom.us/j/83799701225?pwd=lbj7m11sOU6ifGU8BuwFHEHMStLJMQ.1> in accordance with the applicable provisions of the Companies Act, 2013 read with the MCA General Circular Nos. 09,2024, 09/2023, 10/2022, 02/2022, No. 02/2021, 20/2020, 14/2020 and 17/2020 dated 19th September,2024, 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. Regularization of Mrs. Sheel Gupta (DIN-00218219) presently an Additional Director as a regular Director

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

"RESOLVED THAT pursuant to the provisions of section 160 and 161 of the Companies Act, 2013 and other applicable provisions, sections, and Rules made thereunder (including any amendment thereto or re-enactment thereof) Mrs. Sheel Gupta (DIN-00218219) who was appointed by the Board of Directors under section 161 of the companies act 2013, as an Additional Director of the company w.e.f. 30.09.2024, and though she holds office up to the date of ensuing Annual General Meeting,yet in respect of whom a notice has been received from member in writing under section 160 of the companies act 2013 along with the requisite deposit , proposing her candidature for the office of a Director, be and is hereby appointed as a regular Director of the company whose office will be liable to retire by rotation."

"RESOLVED FURTHER THAT Mrs. Sheel Gupta (DIN-00218219) be and is hereby continue to hold office as Non-Executive Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Kaveen Gupta (DIN_00204605) or Mr. Vipul Gupta (DIN-00204638) Directors of the company be and are hereby severally authorised to sign the necessary forms with the Regisrar of Companies NCT of Delhi and Haryan 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

Sd/-

(Neha Rajput)

Company Secretary

(Membership No.-A-26116)

Place : New Delhi

Dated : 15/10/2024

NOTES :-

1. In view of the previous Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated No. 19th September,2024, 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 No. 1 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 No. 1 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 and further can call on 011-41515250. other details will be posted on 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.

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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 No. 1 mentioned in the accompanying Notice.

Item No- 1

Mrs.Sheel Gupta (DIN:00218219) was appointed as an Additional Director w.e.f. 30.09.2024 in accordance with the provisions of Section 161 of the Companies Act, 2013, on the recommendation of the Board of Directors of the Company. Mrs.Sheel Gupta (DIN:00218219) and committee, holds office up to the date of the ensuing Annual General Meeting. Further she has rich and vast experience of more than 45 years. Further she has also been associated with other companies as Director as well and in the past she was also a director in the Company. The Company has received notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director of the Company. The Board feels that presence of Mrs.Sheel Gupta (DIN:00218219) on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 1 for adoption.

The Board recommends resolutions under Item No. 1 to be passed as an ordinary resolution.

No other Director except Mr. Vipul 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 : 15/10/2024

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Details of Directors Seeking Appointment at the Extraordinary General meeting**ITEM NO: 1**

Name of Director	Mrs Sheel Gupta
PAN no.	AEDPG0111K
Date of Birth	10-03-1943
Date of Appointment	30.09.2024
Qualification	M.A.
Experience in functional area	Having experience more than 45 years
Director in other Company Excluding Sunair Hotels Limited	Urban Lifestyle (P) Limited Sun Aero Limited Columbia Trading Co. Limited Pushpanjali Trexim (P) Limited
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	22,28,750
Detail of Remuneration last Drawn during the last F.Y.	NA
Relationship with other Directors and KMP	Mr. Kaveen Gupta–Son
	Mr. Vipul Gupta –Son
Number of Board Meeting Attended during the last F.Y.	na

BY ORDER OF THE BOARD

Sd/-

(Neha Rajput)

Company Secretary

(Membership No.-A-26116)

Place : New Delhi

Dated : 15/10/2024