

**Best Eastern Hotels Ltd.**

CIN : L99999MH1943PLC040199

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To,

**The Bombay Stock Exchange Limited**  
Department of Corporate Services,  
P.J. Towers, Dalal Street,  
Mumbai- 400001

Dear Sirs,

*Ref Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*

**Sub:** *Proceedings of the 76<sup>th</sup> Annual General Meeting held on 06<sup>th</sup> August, 2019*


In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of the proceedings of the 76<sup>th</sup> Annual General Meeting of the Members of the Company **Best Eastern Hotels Limited**, held on Tuesday, 06<sup>th</sup> August, 2019 at 2nd Floor, Kilachand Conference Room, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020, for your information and records.

You are requested to kindly take note of the above.

Thanking you,

Yours faithfully,

For **Best Eastern Hotels Limited**

  
**Dilip Kothari**  
Joint Managing Director  
(DIN: 00011043)



**Date:** 06.08.2019

**Place:** Mumbai



**PROCEEDINGS OF THE 76<sup>TH</sup> ANNUAL GENERAL MEETING OF BEST EASTERN HOTELS LIMITED HELD ON TUESDAY, 06<sup>TH</sup> AUGUST, 2019 WHICH COMMENCED AT 04:00 P.M. AND CONCLUDED AT 04:15 P.M. AT 2<sup>ND</sup> FLOOR, KILACHAND CONFERENCE ROOM, IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI - 400 020.**

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As per the Notice dated 28.06.2019, the Seventy Sixth Annual General Meeting (AGM) of the Company was held on Tuesday, 06<sup>th</sup> August, 2019 at 04:00 P.M. at 2<sup>nd</sup> Floor, Kilachand Conference Room, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020.

Mr. Vinaychand Kothari Chairman of the Board presided over the proceedings. He welcomed the Members to the Seventy Sixth AGM of the Company. The Chairman requested Mr. Dilip V Kothari to speak on his behalf and brief the members. A total of 24 Members and 6 proxies attended the AGM. The requisite quorum was present at the AGM therefore Mr. Dilip V Kothari preceded with the business of the meeting. The Statutory Auditor and the Secretarial Auditor were also present at the AGM.

Then Mr. Dilip V Kothari confirmed that the meeting is called, convened, held and conduct as per the provisions of the Act, the rules and secretarial standards made thereunder.

Mr. Dilip V Kothari introduced the Board Members present on the dais to the Members of the Company and notice already circulated was read one by one.

Mr. Dilip V Kothari then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 and its future outlook. Mr. Dilip V Kothari informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI LODR", the Company had extended the remote e-voting facility through National Securities Depository Limited (NSDL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 76<sup>th</sup> AGM. The remote evoting period had commenced on Saturday, 3<sup>rd</sup> August, 2019 (9.00 a.m. IST) and ended on Monday, 5<sup>th</sup> August, 2019 (5.00 p.m. IST). The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

Mr. Dilip V Kothari further informed that the Board of Directors had appointed Ms. Sherlyn Rebello (ACS No. 41541) Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 76<sup>th</sup> AGM.

Mr. Dilip V Kothari then invited participation of the Members of the Company for discussing the Standalone Financial Statements for the financial year ended 31<sup>st</sup> March 2019 along with Auditors and Board's Report thereon.



After reading the resolution from Item No. 1, Mr. Dilip V Kothari requested the members to raise queries or seek clarification, if any on the Accounts. Thereafter, two Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the company and Mr. Dilip V Kothari responded to all the queries to the satisfaction of the Members.

Mr. Yusuf Rangwala, member of the Company proposed item no 1, to be passed as an ordinary resolution, relating to Consideration and adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Statutory Auditors thereon, and seconded by Ms. Shobha Bharne.

Mr. Dilip V Kothari took Item No. 2 for discussion. Mr. Yusuf Rangwala, member of the Company than proposed item No. 2, to be passed as an ordinary resolution, relating to appointment of Director in place of Mrs. Neelam Kothari (DIN 02312332), who retires by rotation and, being eligible, offers herself for re-appointment, and the same was seconded by Ms. Manjula Joshi.

The Chairman, being interested in item No. 3 and 4, requested Dr. Ramnik K Baxi to take the chair and preside over the meeting.

Then Dr. Ramnik K Baxi took Item No. 3 for discussion. Mr. Bharat Negandhi, member of the Company than proposed item no. 3, to be passed as an ordinary resolution, relating to the re-appointment of Mr. Dilip V Kothari (DIN: 00011043) as the Joint Managing Director of the Company, and the same was seconded by Mr. Yusuf Rangwala.

Then Dr. Ramnik K.Baxi took Item No. 4 for discussion. Mr. K.D. Mahajan, member of the Company than proposed item no. 4, to be passed as an special resolution, relating to the re-appointment of Mr. Vinaychand Kothari (DIN: 00010974) as the Joint Managing Director in the position of Chairman of the Company, and the same was seconded by Mr. Yusuf Rangwala.

Dr. Ramnik K.Baxi requested Mr. Vinaychand Kothari to take the chair for the remaining items and the Chairman requested Mr. Dilip V Kothari to conduct the meeting and speak on his behalf.

Then Mr. Dilip V Kothari took Item No. 5 for discussion. Mr. Bharat Negandhi, member of the Company than proposed item no. 5, to be passed as an special resolution, relating to the re-appointment of Dr. Ramnik K. Baxii (DIN: 00011048) as the Independent Non-Executive Director of the Company for second term of five consecutive years, and the same was seconded by Mrs. Sakharkar.

Then Mr. Dilip V Kothari took Item No. 6 for discussion. Mrs. S.K. Mahajan, member of the Company than proposed item no. 6, to be passed as an special resolution, relating to the re-



Director of the Company for second term of five consecutive years, and the same was seconded by Mr. Yusuf Rangwala.

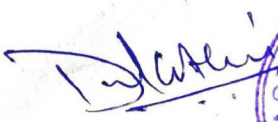
Followed by the last item for the meeting, Mr. Bharat Negandhi member of the Company proposed item no. 7, to be passed as a special resolution, relating to reclassification of Authorised Share Capital and alteration of Memorandum of Association of the Company and the same was seconded by Ms. Mangula Joshi.

Mr. Dilip Kothari then ordered for the poll on all the agenda items as stated in Notice of 76<sup>th</sup> AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box as kept in the Auditorium. He, then, requested Ms. Sherlyn Rebello, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

Mr. Dilip Kothari announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizer's reports shall be announced on or before 8<sup>th</sup> August, 2019 and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and would be available at the Registered Office of the Company.

The Chairman thanked all the Members for their presence and support and after the casting of the votes by all the Members present, the 76<sup>th</sup> AGM stood closed.

For Best Eastern Hotels Limited

  
Dilip Kothari  
Joint Managing Director  
(DIN: 00011043)





Pooja Shah  
Company Secretary  
(ACS: A45568)

Date: 06.08.2019  
Place: Mumbai