

# **61st ANNUAL REPORT 2003-2004**

**BEST EASTERN HOTELS LIMITED**

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MATHERAN

## BEST EASTERN HOTELS LIMITED

### -: NOTICE :-

NOTICE is hereby given that the 61st Annual General Meeting of the members of the Best Eastern Hotels Ltd. will be held on Wednesday the 22nd September 2004 at the Registered office of the company at 401, Chartered House, 293/299, Dr. C.H. Street, Near Marine Lines Church, Mumbai-400 002 at 4.00 p.m. to transact the following businesses:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2004 and the Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To declare dividend on preference shares and equity shares.
3. To appoint Director in place of Dr. Ramnik K. Baxi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Mr. Mangal S. Chheda, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the company and fix their remuneration.
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution :

"RESOLVED AS SPECIAL RESOLUTION THAT pursuant to section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with schedule XIII of the said Act, approval of the members of the company be and is hereby accorded for the re-appointment of Mr. Vinaychand Kothari as a Managing Director for the period of five years w.e.f. 1st June, 2004 on the terms and conditions as set out herein below as to remuneration.

- a) Remuneration : In the scale of Rs. 40,000-10000-80000 per month with a annual increments 1st time on 1st April, 2005 and thereafter on from April, 1st of each financial year.
- b) The Managing Director will also be eligible following perquisites, benefits and facilities.
  - i) Medical Reimbursement : Expenses incurred by and / or his family subject to a ceiling of one month's salary per year or three months salary over a period of three years.
  - ii) Leave Travel Concession: Leave travel concession for him and his family, once in a year incurred in accordance with the Rules of the Company.
  - iii) Club Fees: Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
  - iv) Personal Accident Insurance : Personal Accident Insurance of an amount, the annual premium of which does not exceed Rs. 10,000/-.
  - v) Contribution to Provident Fund, Superannuation fund or Annuity Fund as per the rules of the Company from time to time which will not be included in the computation of the ceiling to the extent these either singly or put together are not taxable under the Income Tax Act.
  - vi) Gratuity : Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.
  - vii) Leave Encashment : As per the Rules and regulations of the Company, Encashment of unutilised leave at the end of the tenure or termination of employment shall be permitted.
  - viii) The Company shall provide a car with a driver and telephone at the residence of Mr. Vinaychand Kothari. Provision of car for use in company's business and telephone at residence will not be considered as perquisites.
  - ix) Other benefits
    - i) Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
    - ii) Such other benefits and amenities as may be provided by the company to other senior officers from time to time.

## BEST EASTERN HOTELS LIMITED

### x) *Minimum Remuneration :*

Notwithstanding in the absence or inadequacy of profits in any financial year during the currency of his tenure of appointment, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as a minimum remuneration.

- c) He shall be entitled to all amounts incurred by him in the course of Company's business including entertainment and travel for and on behalf of the Company commensurate with his position.
  - d) Either party shall be entitled to terminate the services by giving not less than three months notice in writing.
  - e) He during the tenure of his employment or at any time thereafter not to divulge or disclose to any person or make use of any confidential information or knowledge obtained by him during his employment as to the business or affairs or methods of or as to any trade secrets or secret information of the Company or of any subsidiary, associate or affiliated Company.
  - f) He shall not be engaged or interested directly or indirectly in any undertaking or business of a nature similar to or competitive to the Company's business or any manner conflicting with the Company's interest.
  - g) The employment of the appointee shall forthwith terminated if he shall be become an insolvent or make any composition or arrangement with his creditors or shall cease to be the Managing Director.
  - h) So long as he function as the Managing Director shall not be paid any sitting fees for attending the meeting of the Board or committees thereof.
  - i) Mr. Vinaychand Kothari to be entrusted with the Management and control of the whole of the affairs of the Company subject to superintendent, control and direction of the Board, the relevant provisions of the Act, and Memorandum and Articles of Association of the Company.
  - j) He shall devote his whole time and attention to the business of the Company and shall use his best endeavor to promote its interest and welfare.
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution :

"RESOLVED AS SPECIAL RESOLUTION THAT pursuant to section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with schedule XIII of the said Act, approval of the members of the company be and is hereby accorded for the re-appointment of Mr. Dilip V. Kothari as a Joint Managing Director for the period of five years w.e.f. 1st June, 2004 on the terms and conditions as set out herein below as to remuneration.

- a) Remuneration : In the scale of Rs. 30,000-10000-70000 per month with a annual increments 1st time on 1st April, 2005 and thereafter on April, 1st of each financial year.
- b) Jt. Managing Director will also be eligible following perquisites, benefits and facilities.
  - i) Medical Reimbursement : Expenses incurred by and / or his family subject to a ceiling of one month's salary per year or three months salary over a period of three years.
  - ii) Leave Travel Concession: Leave travel concession for him and his family, once in a year incurred in accordance with the Rules of the Company.
  - iii) Club Fees: Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
  - iv) Personal Accident Insurance : Personal Accident Insurance of an amount, the annual premium of which does not exceed Rs. 10,000/-
  - v) Contribution to Provident Fund, Superannuation fund or Annuity Fund as per the rules of the Company from time to time which will not be included in the computation of the ceiling to the extent these either singly or put together are not taxable under the Income Tax Act.
  - vi) Gratuity : Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.
  - vii) Leave Encashment : As per the Rules and regulations of the Company, Encashment of unutilised leave at the end of the tenure or termination of employment shall be permitted.

# BEST EASTERN HOTELS LIMITED

ATTENDANCE SLIP

## BEST EASTERN HOTELS LIMITED

Regd. Office : 401, Chartered House, 293/299, Dr. C. H. Street, MUMBAI - 400 002.

**PLEASE COMPLETE THIS ADMISSION CARD AND HAND IT OVER  
AT THE ENTRANCE OF THE MEETING HALL**

I hereby record my presence at the 61st Annual General Meeting of the company at 401, Chartered House, 293/299 Dr. C. H. Street, Near Marine Lines Church, Mumbai - 400 002 on Wednesday the 22nd September, 2004 at 4.00 p.m.

.....  
Full Name of the Shareholder  
(in Block Letters)

.....  
Signature

Folio No. .... DP ID No. \* ..... & Client ID No. \* ..... No. of Shares .....

\* Applicable for members holding shares in electronic form.

.....  
Full Name of proxy  
(in Block Letters)

.....  
Signature

## BEST EASTERN HOTELS LIMITED

Regd. Office : 401, Chartered House, 293/299, Dr. C. H. Street, MUMBAI - 400 002.

PROXY

I/we ..... of ..... in the  
District of ..... being a member / members of the above  
mentioned company, hereby appoint ..... of  
..... in the District of ..... or failing him

..... of ..... in the District of .....  
as my / our proxy to attend and vote for me / us on my / our behalf at the 61st Annual General Meeting of  
BEST EASTERN HOTELS LIMITED to be held on Wednesday, 22nd Day of September, 2004, at 4.00 P.M. at the  
Registered office 401, Chartered House, 293/299, Dr. C. H. Street, Near Marine Lines Church, Mumbai - 400 002,  
and at any adjournment thereof.

Signed this ..... day of ..... 2004.

Folio No. .... DP ID No. \* ..... & Client ID No. \* .....

\* Applicable for members holding shares in electronic form.

No. of Shares : .....

Members Signature(s)

Affix  
One Rupee  
Revenue  
Stamp

NOTE : The Proxy duly completed must be returned so as to reach the registered office of the Company not less than 48 hours before the time of holding the aforesaid meeting. The Proxy need not be a member of the company.

## BEST EASTERN HOTELS LIMITED

viii) The Company shall provide a car with a driver and telephone at the residence of Mr. Dilip V. Kothari. Provision of car for use in company's business and telephone at residence will not be considered as perquisites.

ix) *Other benefits*

- i) Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
- ii) Such other benefits and amenities as may be provided by the company to other senior officers from time to time.

x) *Minimum Remuneration :*

Notwithstanding in the absence or inadequacy of profits in any financial year during the currency of his tenure of appointment, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as a minimum remuneration.

- c) He shall be entitled to all amounts incurred by him in the course of Company's business including entertainment and travel for and on behalf of the Company commensurate with his position.
- d) Either party shall be entitled to terminate the services by giving not less than three months notice in writing.
- e) He during the tenure of his employment or at any time thereafter not to divulge or disclose to any person or make use of any confidential information or knowledge obtained by him during his employment as to the business or affairs or methods of or as to any trade secrets or secret information of the Company or of any subsidiary, associate or affiliated Company.
- f) He shall not be engaged or interested directly or indirectly in any undertaking or business of a nature similar to or competitive to the Company's business or any manner conflicting with the Company's interest.
- g) The employment of the appointee shall forthwith terminated if he shall be become an insolvent or make any composition or arrangement with his creditors or shall cease to be the Jt. Managing Director.
- h) So long as he function as the Jt. Managing Director shall not be paid any sitting fees for attending the meeting of the Board or committees thereof.
- i) Mr. Dilip V. Kothari will look after the Marketing and Finance part of the company under the control of Managing Director and subject to superintendent, control and direction of the Board, the relevant provisions of the Act, and Memorandum and Articles of Association of the Company.
- j) He shall devote his whole time and attention to the business of the Company and shall use his best endeavor to promote its interest and welfare.

**By order of the Board**

**Dilip V. Kothari  
Jt. Managing Director**

**Mumbai, 21st August, 2004**

Regd. Office :  
401, Chartered House, 293,  
Dr. C.H. Street, Mumbai - 400 002.

## **BEST EASTERN HOTELS LIMITED**

### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE THE MEMBER OF THE COMPANY.. Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item No. 6 & 7.
3. The Register of Members and Share Transfer Books will remain closed from Monday, the 20th September, 2004 to Wednesday, the 22nd September, 2004 (Both days inclusive).
4. Members are requested to notify immediately any change in their address, if any, to Companies Registrar and Share Transfer Agents.
5. As per the provisions of the Companies Act, 1956, facility for making nominations is now available for shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 :**

#### **Item No. 6 & 7.**

The appointment of Shri Vinaychand Kothari and Shri Dilip V. Kothari as Managing Director and Joint Managing Director has been expired on 31st May, 2004. The board of Directors at their meeting held on 30th April, 2004 re-appointed Shri Vinaychand Kothari and Shri Dilip V. Kothari as Managing Director and Joint Managing Director respectively for further period of 5 years w.e.f. 1st June, 2004 on the terms and conditions as set out in the resolution. The appointment is subject to approval of the members of the Company and therefore the approval of members is sought.

Shri Vinaychand Kothari and Shri Dilip V. Kothari having wide and varied business experience in the hotel industry. The Company has made a tremendous progress under their able management and came out of red and make the Company profitable.

This explanatory statement read with resolution should be treated u/s: 302 of the Act as an abstract of terms & conditions of re-appointment

Shri Vinaychand Kothari, Shri Dilip V. Kothari being relative of each other may be deemed concern or interested in the resolution.

**By order of the Board**

**Dilip V. Kothari  
Jt. Managing Director**

**Mumbai, 21st August, 2004**

Regd. Office :  
401, Chartered House, 293,  
Dr. C.H. Street, Mumbai - 400 002.

## **BEST EASTERN HOTELS LIMITED**

### **BOARD OF DIRECTORS**

**Vinaychand Kothari**  
Chairman & Managing Director

**Dilip V. Kothari**  
Jt. Managing Director

**Dr. Ramnik K. Baxi**  
**Mangal S. Chheda**  
**Manohar R. Tambat**

### **AUDITORS**

Messrs. D. C. SURANA & ASSOCIATES  
Chartered Accountants

### **COMPANY LAW CONSULTANT**

Messrs. N. BAFNA & COMPANY  
Company Secretaries.

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### **BANKER**

UNION BANK OF INDIA

### **REGISTRARS & TRANSFER AGENT**

Sharex (India) Pvt. Ltd.,  
17/B, Dena Bank Building, 2nd floor,  
Horniman Circle,  
Fort, Mumbai - 400 001.

### **REGISTERED OFFICE :**

401, Chartered House,  
293/299, Dr. C. H. Street,  
MUMBAI - 400 002.  
Tel. : 91-22-2207 8292  
Fax : 91-22-2206 1324  
Email : booking@ushaascot.com

### **HOTEL SITE :**

USHA ASCOT  
M. G. Road,  
Matheran, Dist. Raigad.  
Tel. : 91-2148-230360  
Fax. : 91-2148-230213  
Web site : www.ushaascot.com