




MD	✓		BKC	✓
CS	NA		D2Y	NA
RO	✓		DIV	✓
TRA	NA		AC	✓
AGM	✓	✓	SH	✓
YE	✓	✓		✓

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1997-98

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SINCLAIR'S HOTELS & TRANSPORTATION LIMITED



## NOTICE

Notice is hereby given that the Twentysixth Annual General Meeting of the company will be held at Kala Kunj, 48 Shakespeare Sarani, Calcutta 700 017 on Saturday, 19th September, 1998 at 10.30 a.m. to transact the following business :-

### AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 1998 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on preference and equity shares.
3. To appoint a Director in place of Mr S M Borar, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s Mookherjee, Biswas & Pathak, Chartered Accountants as Auditors of the company and to authorise the Board to fix their remuneration.
5. To appoint M/s R Ramakrishnan & Co., Chartered Accountants as Branch Auditors.

### AS SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-  
"RESOLVED THAT Mr Pawan Kumar Goenka be and is hereby appointed as Director of the company who shall be liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-  
"RESOLVED THAT Mr Prabir Chakravarti be and is hereby appointed as Director of the company who shall be liable to retire by rotation."
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:-  
"RESOLVED THAT pursuant to the provisions of Section 293 (1)(a) of the Companies Act, 1956 the Board of Directors be and are hereby authorised to create mortgages and/or charges in respect of the assets and properties of the companies which the Board in its discretion deem think fit in favour of institution(s), bank(s) of any other lender for securing its or their loans or financial assistance granted to the company and to execute such documents or writings as the Board may consider necessary or proper for giving effect to this resolution.
9. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution :  
"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the company be altered in the following manner.

Dematerialisation  
of Shares.

- i) Insert after the existing Article 24 of the following Article as 24A.  
24A. Notwithstanding anything contained in these Articles, the company shall be entitled to dematerialise its shares and offer shares in dematerialised form pursuant to the provisions and procedures contained Depositories Act, 1996 and any amendments thereto and any rules, regulations, notifications framed thereunder.

Transfer of  
Securities

- ii) Insert after existing Article 55 the following Article as 55A  
55A. Notwithstanding anything contained in these Articles the transfer and transmission of shares held in the dematerialised form shall be effected in the manner provided in the Depositories Act, 1996 and any rules, regulations notifications framed thereunder.

Regd. Office:

56A, Mirza Ghalib Street,  
Calcutta 700 016

Dated : June 29, 1998

By Order of the Board

Navin Suchanti  
Chairman

**NOTES :**

- i) **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 be a member. Proxies in order to be valid should be lodged at the registered office of the company not less than 48 hours before the meeting.**
- ii) The explanatory statement pursuant to Section 173(2) of the Companies Act 1956 in respect of the special Business is annexed hereto.
- iii) The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 11th September, 1998 to Saturday, 19th September, 1998 (both days inclusive).
- iv) Dividend if declared at the meeting will be payable to those shareholders/mandatee(s) whose names appear in Register of Members on 19th September, 1998.
- v) Members are requested to intimate the company regarding any change in their address quoting their folio numbers.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956****Item : 6 & 7**

Mr Pawan Kumar Goenka and Mr Prabir Chakravarti were appointed as additional Directors of the company at the Board meeting held on 29th June, 1998. The company has received notice from certain members under section 257 of the Companies Act, 1956 signifying their intention to appoint Mr Pawan Kumar Goenka and Mr Prabir Chakravarti as Directors of the company.

Mr Pawan Kumar Goenka and Mr Prabir Chakravarti have consented to act as Directors pursuant to Section 264(1) of the Companies Act, 1956.

Mr Pawan Kumar Goenka and Mr Prabir Chakravarti are interested in the relative resolutions concerning their appointment.

Your Directors recommend adoption of the resolution.

**Item : 8**

In order to secure the loans and other financial assistance granted to the company for its expansion projects, it is proposed to mortgage or charge the assets and properties of the company as may be required by the institution(s)/bank(s) or other lenders granting such loan.

None of the Directors are interested or concerned in the above resolution.

Your Directors recommend adoption of the resolution.

**Item : 9**

It is proposed to amend the Articles of Association relating to issue holding and transfer of shares to facilitate the implementation of the Depository system for dematerialisation of shares as provided for by the Depositories Act, 1996.

Dr Niren Suchanti and Mr Navin Suchanti may be deemed to be interested in the above resolution to the extent of their shareholding in the company.

Your Directors recommend adoption of the resolution.

Regd. Office :  
56A, Mirza Ghalib Street,  
Calcutta 700 016  
Dated : June 29, 1998

By Order of the Board

Navin Suchanti  
Chairman



## SINCLAIR'S HOTELS AND TRANSPORTATION LIMITED

### PROXY

I/We \_\_\_\_\_  
 of \_\_\_\_\_ in the district of \_\_\_\_\_  
 being a Member / Members of the above named Company hereby appoint \_\_\_\_\_  
 \_\_\_\_\_ of \_\_\_\_\_  
 in the district of \_\_\_\_\_ or failing him \_\_\_\_\_  
 of \_\_\_\_\_ in the district of \_\_\_\_\_

as my / our proxy to vote for me / us, on my / our behalf, at the 26th Annual General Meeting of the Company, to be held on the 19th September, 1998 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 1998

Thirty  
paise  
Revenue  
Stamp

Signature

Note : The Proxy and the Power of Attorney (if any) under which it is signed or a notarially certified copy of that power must be deposited at the Registered Office of the Company at 56A Mirza Ghalib Street, Calcutta 700 016, not less than 48 hours before the time for holding the Meeting.

### SINCLAIR'S HOTELS AND TRANSPORTATION LIMITED

#### ATTENDANCE SLIP

This Attendance Slip duly filled in is to be handed over at the entrance of the meeting hall

Name of the attending Member (in Block Letters) \_\_\_\_\_

Member's Folio Number \_\_\_\_\_ No. of shares held \_\_\_\_\_

Name of Proxy (in Block Letters, to be filled in if the Proxy attends instead of the Member) \_\_\_\_\_

I hereby record my presence at the 26th Annual General Meeting.

Member's / Proxy's Signature\*

\* To be signed at the time of handing over this slip



### **Board of Directors**

Mr. Navin Suchanti, *Chairman*

Dr. Niren Suchanti

Mr. S. M. Borar

Mr. D.K. Basu (*WBFC Nominee*)

Mr. P.K. Goenka

Mr. Prabir Chakravarti

### **Auditors**

Messrs Mookherjee, Biswas & Pathak

*Chartered Accountants*

### **Branch Auditor**

Messrs R. Ramakrishnan & Co.

*Chartered Accountants*

### **Registered Office**

56A, Mirza Ghalib Street

Calcutta 700 016

### **Hotels**

Hotel Sinclairs, Siliguri

Hotel Sinclairs, Darjeeling

Hotel Sinclairs Bayview, Port Blair

Hotel Sinclairs, Ooty

### **Project**

Sinclairs Holiday Village, Chalsa

Dooars, West Bengal