

Date: 07/03/2019

To,
The Manager
BSE Limited
Floor 25, P J Towers
Mumbai
SCRIP: 531495

To,
The Manager
National Stock Exchange India Limited
Bandra-Kurla Complex, Bandra (E)
Mumbai
SCRIP: BLUECOAST

Subject: Notice of Extraordinary General Meeting

Dear Sir(s),

Pursuant to the provisions of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, we would like to inform you that an Extra Ordinary General Meeting ('EGM') of the Company is scheduled to be held on **Sunday, 31st March, 2019 at 11:00 A.M. at 217, 2nd Floor, Antriksh Bhawan, 22, K.G. Marg, New Delhi – 110001**, to discuss and approve following agenda items;

1. Appointment of Mr. Kushal Suri (DIN: 02450138) as Whole Time Director.
2. Approval of sale of investment in Material Subsidiary Company.

The copy of notice convening Extra Ordinary General Meeting, as sent to the members, is enclosed herewith.

This is for your information and records.

Thanking you,

For Blue Coast Hotels Limited


Kapila Kandel
Company Secretary



Encl: As above

Blue Coast Hotels Ltd.

Regd. Office: Shop No. BG/1, Shanta Kunj, Cooperative Housing Society Ltd., Comba, Margao, Goa- 403601
415-417, Antriksh Bhawan, 22, K.G. Marg, New Delhi-110 001 | Tel. : +91 11 23358774-75 | E-mail : info@bluecoast.in | www.bluecoast.in
CIN No.: L31200GA1992PLC003109

Blue Coast Hotels Limited

Regd. Office: Shop No. BG/1, Shanta Kunj, Cooperative Housing Society Ltd, Comba, Margao, Goa-403601

Corporate Off.: 415-417, Antriksh Bhawan 22, K.G. Marg, New Delhi 110001

CIN: L31200GA1992PLC003109;

Website: www.bluecoast.in; **E-mail:** info@bluecoast.in;

Tel. No.: +91 11 23358774-75

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting ("EGM") of the members of Blue Coast Hotels Limited ("Company") will be held on Sunday, the 31st March, 2019 at 11.00 A.M. at 217, 2nd Floor, Antriksh Bhawan, 22, K.G. Marg, New Delhi – 110 001, to transact the following business:

SPECIAL BUSINESS:

ITEM No. 1. Appointment of Mr. Kushal Suri (DIN: 02450138) as Whole Time Director.

To consider and, if thought fit to, pass with or without modification's, the following resolution as an **Ordinary Resolution;**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Articles of Association of the Company and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to appoint Mr. Kushal Suri (DIN 02450138), as a Whole-Time Director of the Company, for the period of 5 (five) years with effect from 09th February, 2019 up-to 8th February 2024 without any remuneration and perquisites, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors, Mrs. Kapila Kandel, Company Secretary and Mr. Amit Singhl, Chief Financial Officer of the Company, be and are hereby, jointly and/ or severally authorised to do all acts, deeds, and things as may be necessary or desirable and to sign and execute all the necessary documents, applications and returns, e-form for the purpose of giving effect to the aforesaid resolution."

ITEM No. 2. Approval of sale of investment in Material Subsidiary Company.

To consider and, if thought fit to, pass with or without modification's, the following resolution as a **Special Resolution;**

"RESOLVED THAT in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended, and Section 180 (1) (a) and other applicable provisions of the Companies Act 2013, as amended, its rules made thereunder, (including any statutory modifications or reenactment thereof for the time being in force) and pursuant to the Memorandum and Articles of Association of the Company and other applicable laws (including any statutory modification(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for divestment by way of sale, transfer or disposal of its entire shareholding in material subsidiary (*viz.*, Silver Resort Hotel India Private Limited) to Joy Hotel and Resorts Private

Limited (Proposed Buyer) on such terms and conditions as the Board of the Company may at its absolute discretion determine.

FURTHER RESOLVED THAT Mr. Kushal Suri (DIN: 02450138), Whole Time Director of the Company, Mrs. Kapila Kandel, Company Secretary and Mr. Amit Singhl, Chief Financial Officer of the Company, be and are hereby, jointly and/ or severally, authorized to take all such necessary steps/ actions as may be deemed expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard."

**By order of the Board of Directors
For Blue Coast Hotels Limited**

Place: New Delhi

Date: March 06, 2019

**Sd/-
Kapila Kandel
Company Secretary
Membership no. A 52540**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to the special business set out under item nos. 1 & 2 of the Notice, is annexed hereto and forms part of the notice.
2. The relevant details, as required under Secretarial Standard - 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 entered into with the Stock Exchanges, of persons seeking appointment as Whole Time Director at the Extra-Ordinary General Meeting ('EGM') are furnished herewith and forms part of the Notice.
3. **A MEMBER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

The instrument appointing proxies, in order to be effective, should be duly stamped, completed and signed and should be deposited at the Corporate Office of the Company at 415-417, Antriksh Bhawan 22, K.G. Marg, New Delhi 110001, not less than 48 hours before the commencement of the meeting.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members/Proxies should bring the Attendance Slip sent herewith, duly filled in and signed, for attending the meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN to the RTA viz., 'RCMC Share Registry Private Limited'.
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RCMC Share Registry Private Limited, for consolidation into a single folio.
8. **To support the 'Green Initiative', the members are requested to register/update their e-mail id's, contact details and addresses with the RTA i.e., 'RCMC Share Registry Private Limited'/Depositories for receiving all communications including Notices, Circulars, etc., from the Company electronically.**
9. The Notice of the EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. Members may also note that the Notice of EGM will be available on Company's website, www.bluecoast.in. The physical copies of the aforesaid documents will also be available at the Company's Corporate office for inspection during normal business hours on working days. Members who have any queries may write to us at 'cs@bluecoast.in'
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days, up to and including the date of the EGM of the Company.
12. Route Map showing directions to reach the venue of EGM is given at the end of this Notice.
13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to exercise their right to vote, on all the resolutions set forth in the Notice of EGM of the

Company, by electronic means through the remote e-voting services provided by National Securities Depository Limited (NSDL).

14. The members, whose name appear in the Register of Members, holding shares in physical or in dematerialised form, as on the cut-off date *i.e.*, Sunday, March 24, 2019 (**herein after referred to as the “cut-off date”**), are entitled to cast their votes on the resolutions set forth in this Notice.
15. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (‘remote e-voting’).
16. The remote e-voting shall commence at 9.00 a.m. on Thursday, March 28, 2019 and shall end at 5.00 p.m. on Saturday, March 30, 2019.
17. In addition, the facility for voting by use of ‘Ballot Paper’ shall also be made available at the EGM, for all those members who are present at the EGM but have not cast their votes by remote e-voting.
18. The members desirous to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
- II. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices *i.e.*, IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 *i.e.*, Cast your vote electronically.
- IV. Your User ID details will be as per details given below:
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).

- c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- V. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment *i.e.*, a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- VIII. Now, you will have to click on "Login" button.
- IX. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

- II. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- III. Select “EVEN” of the Company.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. Cast your vote by selecting appropriate options *i.e.*, assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- VI. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (*i.e.*, other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail **peeceegoel@gmail.com** to with a copy marked to **evoting@nsdl.co.in**.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

Other information:

- (a) A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- (b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- (c) Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- (d) It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- (e) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <http://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

- (f) The Company has appointed Mr. P. C. Goel, Practicing Company Secretary (Membership No. FCS 1434 & C.P. No. 457) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (g) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Ballot Paper' for all those members who are present at the EGM but have not casted their votes by availing the remote e-voting facility.
- (h) The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall within 48 (forty eight) hours from the conclusion of the EGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (i) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bluecoast.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall, simultaneously, be forwarded to BSE Limited and National Stock Exchange of India Limited which shall place the results on their website.

**By order of the Board of Directors
For Blue Coast Hotels Limited**

Place: New Delhi

Date: March 06, 2019

**Sd/-
Kapila Kandel
Company Secretary
Membership no. A 52540**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013, the following statement sets out all material facts concerning each item of special business mentioned under item nos. 1 to 2 of the accompanying Notice:

Item No. 1

Mr. Kushal Suri (DIN: 02450138), holds Master's in Business Administration (M.B.A) degree from Regents University, London (UK) and also having various accolades from Harvard University, Cambridge (USA). He had worked in International Organisations such as HoulihanLokey, Singapore.

Mr. Kushal Suri has been appointed by the Board of the Company in February 09, 2019 as Whole Time Director of the Company **without any remuneration**, subject to confirmation of the members. The Company had received relevant disclosures from Mr. Suri, as per provisions of the Companies Act, 2013 ('the Act') and its rules made thereunder:

- a) Consent in writing to act as whole Time Director of the Company pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and
- b) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act.

Brief profile of Mr. Kushal Suri is as follows;

Name	Mr. Kushal Suri
Date of Birth	09.09.1989
Age	29
Qualification	M.B.A. from Regents University, London (UK)
Experience	4 years (approx.)
Date of first appointment on the Board	21.03.2015
Expertise in specific functional areas	Holds M.B.A. degree from Regents University, London (UK) with a Major in Marketing and a Minor in Consultancy along with various other accolades from Harvard University, Cambridge (USA). Mr. Kushal Suri had worked with international organisations such as HoulihanLokey Singapore.
Directorships in other Companies (excluding foreign companies)	Golden Joy Hotel Private Limited Blue Coast Hospitality Limited Blue Coast Hotels Limited
Number of shares held in the Company	20,200
DIN	02450138
Terms and conditions of appointment	Designated as Whole Time Director under the category of Executive Director, subject to the approval of Shareholders for 5 years commencing from Feb. 09, 2019 to Feb. 08, 2024 without any remuneration.

Relationship with Directors	Mr. Kushal Suri doesn't have any relation with any other directors of the Company. <i>(as per the Companies Act, 2013)</i>
Number of Meetings of the Board attended during the year	06 (Six)
Membership/ Chairmanship of Committees of other Boards	Nil

Pursuant to the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company recommend the passing of the resolution set out under item no. 1 as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Kushal Suri and his relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 2

On February 26, 2010 a development agreement for the development of Hotel at Asset Area 3 at Airport site at Delhi was signed between Delhi International Airport (P) Ltd. (**'DIAL'**) and Subsidiary Company of Blue Coast Hotels Limited (**'the Company'**) viz., Silver Resorts Hotels (India) Private Limited (**'SRHIPL'**). Further, another agreement i.e., 'Infrastructure Development and Services Agreement' was also signed on February 26, 2010 for the development of common infrastructure facilities and infrastructure services at the hospitality district at Delhi Aerocity. Whereas, SRHIPL paid a sum of Rs. 283.04 Crores towards Security Deposit, Advance Development Cost (ADC), License Fee and others to DIAL. However, on account of various factors including non - receipt of security clearance, delays and lag in financial closure, SRHIPL could not pay License Fees and some of the other dues in time to DIAL. Consequently, by exercising its rights under aforesaid agreements DIAL served a termination notice dated July 16, 2015 to SRHIPL.

By the aforesaid termination notice, DIAL terminated the aforesaid Project Agreements (*viz., Development Agreement and Infrastructure Development and Services Agreement*) and took over the possession of the land from SRHIPL. In arbitration proceeding initiated against DIAL, a sum of Rs. 76.98 Crores was awarded to SRHIPL and DIAL was allowed to retain the Asset Area 3 with it. SRHIPL additional claim against DIAL is pending for adjudication before Division Bench of Hon'ble High Court at Delhi.

SRHIPL has lost the possession of plot at Asset Area 3, its entire investment including amount paid to DIAL and infrastructure developed on allotted land, finance and administrative costs incurred over last 8 years have been lost.

In order to raise funding for investment in SRHIPL, the company had given collateral security of its Hotel Property Park Hyatt, Goa and had also pledged part of its Equity holding comprising of 8.85 Crore Shares of Rs. 10/- each, in SRHIPL to the financial institution, IFCI, who was also a joint venture partner in SRHIPL holding 8.50 Crores Equity Shares of Rs. 10/- each. The total subscribed capital of Rs. 273.51 Crores of SRHIPL was held jointly by Blue Coast Hotel Limited (the company) and IFCI for Rs. 188.51 Crores and Rs. 85.00 Crores respectively. Due to delay in execution of project by SRHIPL and

consequent default by the company in debt servicing, IFCI initiated recovery proceeding under SARFAESI Act, 2002, against the company and allegedly sold the Hotel Park Hyatt, Goa for an amount of Rs. 515.44 Crores. The company's petition for the redemption of its Hotel Property u/s Section 60 of The Transfer of Property Act, 1908 is pending adjudication at Hon'ble Bombay High Court, at Goa Bench. IFCI has recovered its entire investment made in SRHIPL along with assured return, interest and penal charges, however it has yet not released the shares of SRHIPL to the company and it is following with IFCI for the same.

The company has raised a sum of Rs. 100.00 Crores by issuing debentures to invest in SRHIPL by pledging 10 Crores Equity Shares of SRHIPL. The debenture holder has claimed refund of its entire investment along with interest payment of around Rs. 89.00 Crores. Portion of the sale proceeds of the Goa Hotel Property has been distributed to the account of aforesaid Debenture Holder. The company is pursuing with SBICAP Trustee (*Trustee for the Debenture holder*) for release of its security Shares of SRHIPL. All the SRHIPL shares released from IFCI and SBICAP Trustee would be transferred to Joy Hotel & Resort Pvt. Ltd, after receipt of shareholders' approval.

The SRHIPL signed a Joint Development Agreement with Blue Coast Infrastructure Development Private Limited (BCIDPL) for the development of commercial area at Asset Area 3. Pursuant to this agreement BCIDPL raised funds from space buyers with whom it entered into separate Space Agreements and Assured Return Agreements. (SRHIPL) acted as a confirming party raised to each of these Space Agreements and Assured Return Agreements. On account of DIAL issuing termination notice and taking back the possession of Asset Area 3, the project failed and space buyers demanded their moneys back. The space buyers initiated representative suit in High Court at Delhi. The company along with SRHIPL and BCIDPL agreed to refund the space buyers a sum of Rs. 315.62 Crores and terms have been duly recorded before Hon'ble High Court at Delhi. Out of aforesaid sum of Rs. 315.62 Crores payable to investors/space buyers a sum of around Rs. 77.45 Crores has already paid as per Delhi High Court order dated 11.10.2018. Further additional claims arising of this account will be settled out of claims received from DIAL on priority basis.

In view of no visible future prospects and pending litigation and claims against the company, it wants to realise whatever value it may and save the precious management time and efforts that will be invested in other fruitful ventures. Your Board has considered that it is an opportune time to divest non-yielding investment and focus on the high yielding projects to enhance value for the shareholders.

The Audit Committee and the Board of Directors of the Company, in the meeting held on 6th March, 2019, has considered and approved, the divestment by way of sale, transfer disposal of entire stake in SRHIPL to the Proposed buyer *namely*, M/s. Joy Hotel and Resorts Private Limited on arm's length basis and in the ordinary course of business on such terms and conditions and in such manner as the Board of the Company may at its absolute discretion determine. It is pertinent to mention that the net worth of SRHIPL has completely eroded as per fair market value arrived at by independent registered valuer. In compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, consent of the members of the Company is being sought, in the manner as set out at item no. 2 of this notice.

Except Mrs. Anju Suri, Director of the Company up-to the extent of her directorship, no Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Resolution at item no. 2 of the accompanying Notice, for the approval of the members or the Company by way of a **Special Resolution**.

**By order of the Board of Directors
For Blue Coast Hotels Limited**

**Place: New Delhi
Date: March 06, 2019**

**Sd/-
Kapila Kandel
Company Secretary
Membership no. A 52540**

Blue Coast Hotels Limited

Regd. Office: Shop No. BG/1, Shanta Kunj, Cooperative Housing Society Ltd, Comba, Margao, Goa-403601

CIN: L31200GA1992PLC003109;

Website: www.bluecoast.in; E-mail Id: info@bluecoast.in;

Tel. No.: +91 11 23358774-75

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company, to be held on Sunday, 31st March, 2019 at 11:00 A.M at the 217, 2nd Floor, Antriskh Bhawan, 22, K.G. Marg, New Delhi – 110 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

- 1. Appointment of Mr. Kushal Suri (DIN: 02450138) as Whole Time Director (Ordinary Resolution).**
- 2. Approval of sale of investment in Material Subsidiary Company (Special Resolution).**

Signed this day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes: This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Blue Coast Hotels Limited

Regd. Office: Shop No. BG/1, Shanta Kunj, Cooperative Housing Society Ltd, Comba, Margao, Goa-403601

CIN: L31200GA1992PLC003109;

Website: www.bluecoast.in; E-mail Id: info@bluecoast.in;

Tel. No.: +91 11 23358774-75

Attendance Slip

(To be presented at the entrance)

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name and address of the registered member	:	
Folio No./DP ID No./Client ID No.	:	
No. of Shares	:	

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held at Sunday 31st March, 2019 at 11:00 A.M at the 217, 2nd Floor Antriskh Bhawan , 22, K.G. Marg, New Delhi – 110 001

Signature of the Member/Joint Member/Proxy attending the meeting
--

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Person attending the Meeting is requested to bring this Attendance Slip with him/her. Duplicate Attendance Slip will not be issued at the Extra Ordinary General Meeting.

Route map to venue of the EGM of Blue Coast Hotels Limited.

Venue: 217, 2nd Floor, Antriksh Bhawan, 22, K.G. Marg, New Delhi-110001

Day, Date & Time: Sunday, March 31, 2019 at 11:00 A.M.

