



## Notice

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting (AGM) of the members of Blue Coast Hotels Limited will be held on Friday 25<sup>th</sup> September, 2020 at 11:00 A.M. through Video Conference/Other Audio Visual Means (VC/OAVM) facility to transact the following business as:

### ORDINARY BUSINESS

- Item 1. To consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020, along with the Reports of the Auditors and Board of Directors thereon.
- Item 2. To appoint a Director in place of Mrs. Anju Suri (DIN: 00042033), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

**Item 3. APPOINTMENT OF MR. MANUJENDU SARKER AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any enactment, re-enactment or modification thereof for the time being in force) Mr. Manujendu Sarker (DIN: 06856271), who was appointed as an Additional Director of the Company by the Board of Director with effect from 24<sup>th</sup> July, 2020 to hold the office till the date of this Annual General Meeting be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
For Blue Coast Hotels Limited

Sd/-

(Kushal Suri)  
(Whole Time Director)  
DIN: 02450138

Place: New Delhi

Date: 31.08.2020

CIN: L31200GA1992PLC003109

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

## Notes

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and the rules framed thereunder (hereinafter referred to as the 'Act') relating to businesses to be transacted at the 27<sup>th</sup> Annual General Meeting (hereinafter referred to as 'AGM'), as set out in item no. 3 and relevant details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the 'Listing Regulations') and as required under Secretarial Standard -2 of General Meeting issued by the Institute of Company Secretaries of India, is annexed thereto.
2. The Board of Directors have considered and decided to include item no. 3 above as Special Business in this AGM, as this is unavoidable in nature.
3. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular no. 20/2020 dated May 5, 2020 (collectively 'MCA Circulars'), permitted companies to conduct Annual General Meeting ('AGM') through video conferencing ('VC') or Other Audio Visual Means ('OAVM') and circulars dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) on holding of AGM through VC or OAVM during the calendar year 2020. In compliance with the MCA and SEBI Circulars and applicable provisions of the Act and Listing Regulations, the 27<sup>th</sup> AGM of the Company is being convened and conducted through VC.
4. The Company has enabled the members to participate at the 27<sup>th</sup> AGM through the VC facility provided by MAS Services Limited ('MAS'). The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
5. Pursuant to the provisions of the Act, members are entitled to attend and vote at the AGM, are entitled to appoint a proxy to attend and vote on his/her behalf. Since the 27<sup>th</sup> AGM is being held through VC, therefore physical attendance of members has been dispensed with. Accordingly, *the facility for appointment of proxies by the members will not be made available for the 27<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip and route map are not annexed to this Notice.*
6. Corporate members are required to send a certified copy of the board resolution authorizing their representative to attend the AGM through VC and vote on their behalf at e-mail of scrutinizer with a copy to the company at info@bluecoast.in.
7. The Company has provided the facility to members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. E-voting facility will also be available for those member who joined the meeting through VC and have not cast their vote earlier by remote E-voting.
8. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The Company has appointed Mr. Prem Chand Goel (FCS: 1434, CP: 457), Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.



11. The Register of Members and Share Transfer books will remain closed from Saturday, 19<sup>th</sup> September, 2020 to Friday, 25<sup>th</sup> September, 2020 (both days inclusive).
12. The details of the Directors seeking appointment at the 27<sup>th</sup> AGM are provided in Annexure I of this Notice. The Company has received the requisite consents/declarations for the appointment under the Companies Act, 2013 and the rules made thereunder.
13. The following documents will be available for inspection by the Members electronically during the 27<sup>th</sup> AGM. Members seeking to inspect such documents can send an email at [info@bluecoast.in](mailto:info@bluecoast.in).
  - Register of Directors and Key Managerial Personnel and their shareholding; and
  - Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
14. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
15. Non-Resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
  - a) the change in the residential status on return to India for permanent settlement, and
  - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The prescribed nomination form can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at [investors.services@rcmcdelhi.com](mailto:investors.services@rcmcdelhi.com) in case the shares are held in physical form, quoting their folio number. Further, Members may note that Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
19. In case of any queries regarding the Annual Report, the Members may write at [info@bluecoast.in](mailto:info@bluecoast.in)  
**Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report**
20. In line with the MCA and SEBI Circulars, the notice of the 27<sup>th</sup> AGM along with the Annual Report 2019-20 is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the

Company's website at [www.bluecoast.in](http://www.bluecoast.in), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited viz., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

21. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, RCMC Share Registry Pvt. Ltd. (Unit: Blue Coast Hotels Limited), B – 25/1, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase II, New Delhi -110020 with folio no. and name.
22. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email at [info@bluecoast.in](mailto:info@bluecoast.in)

**Procedure for joining the 27<sup>th</sup> AGM through VC/OAVM:**

23. NSDL will be providing facility for remote e-Voting and e-voting during the AGM and MAS Services Limited provide services for participation in the 27<sup>th</sup> AGM through VC/OAVM facility.
24. Members may note the VC/OAVM facility, allows participation of 1,000 members on first come first serve basis.
25. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
26. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available on first come first serve basis.
27. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mrs. Pallavi Mahatra, Assistant Manager – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Mr. Deepanshu Rastogi Assistant Manager - NSDL at [info@masserv.com](mailto:info@masserv.com) or contact at 011-26387281, 82, 83.
28. As per the provisions under the MCA Circulars, members attending the 27<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**Procedure to raise question/ seek clarifications with respect to Annual Report at the ensuing 27<sup>th</sup> AGM:**

29. Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number/ folio number, email id, mobile number, number of shares at [info@bluecoast.in](mailto:info@bluecoast.in) Questions / queries received by the Company till 5.00 p.m. on Wednesday, 23<sup>rd</sup> September, 2020 shall only be considered and responded during the AGM.
30. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by visiting the link <https://www.evoting.nsdl.com/> from Monday, 21<sup>st</sup> September, 2020, 09.00 A.M. to Wednesday, 23<sup>rd</sup> September, 2020 till 05.00 P.M.
31. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.



**Instructions**

**The instructions for remote e-voting are as under:-**

The remote e-voting period begins on Tuesday, 22<sup>nd</sup> September, 2020, 09.00 A.M. and ends on Thursday, 24<sup>th</sup> September, 2020 till 05.00 P.M the remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>**

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

**Details on Step 1 is mentioned below :**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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 to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.





4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 to peeecegoel@gmail.com 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email address are not registered with the depositories for procuring user id and password and registration of e mail address for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@bluecoast.in](mailto:info@bluecoast.in).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@bluecoast.in](mailto:info@bluecoast.in).

#### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsd.com> under shareholder/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@bluecoast.in](mailto:info@bluecoast.in). The same will be replied by the company suitably.

**General Guidelines for Members**

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.nsd.com](http://www.evoting.nsd.com) to reset the password.

By Order of the Board  
For **Blue Coast Hotels Limited**

Sd/-

(Kushal Suri)  
(Whole Time Director)  
DIN: 02450138

Place: New Delhi  
Date: 31.08.2020  
CIN: L31200GA1992PLC003109  
Regd. Office: Shop No. BG/1 Shanta Kunj,  
Cooperative Housing Society Ltd.,  
Goa – 403601





## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice.

### Item No. 3

#### APPOINTMENT OF MR. MANUJENDU SARKER AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

In terms of Regulation 17 (1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Manujendu Sarker has been appointed as an additional Non-Executive Director of the Company, by the Board of Directors, with effect from 24<sup>th</sup> July 2020 till the conclusion of this Annual General Meeting.

By virtue of the said appointment, Mr. Manujendu Sarker has to vacate his office at this Annual General Meeting. The Board, on the recommendation of the Nomination and Remuneration Committee, recommends to the Members to approve the appointment of Mr. Manujendu Sarker as a Non-Executive Director of the Company by passing an ordinary resolution as annexed with the notice.

Further the Company has received the following disclosures as per the relevant provisions of the Companies Act, 2013 from Mr. Manujendu Sarker:-

- Consent in writing to act as Director of the Company in the Form of DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8, pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Sub Section (2) of Section 164 of the Act.

Pursuant to the provisions of Regulation 36 (3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, and in compliance of the Secretarial Standard-2 of the ICSI, the Companies Act, 2013 and rules made thereunder, the requisite disclosures are annexed with this notice as **Annexure-I**

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Manujendu Sarker, to the extent of his appointment, is deemed to be, concerned or interested, financially or otherwise, in the resolution.

*Board recommends the passing of the resolution set out at item no. 3 of the notice as Ordinary Resolution.*

By Order of the Board  
For **Blue Coast Hotels Limited**

Sd/-

(Kushal Suri)  
(Whole Time Director)  
DIN: 02450138

Place : New Delhi

Date : 31.08.2020

CIN: L31200GA1992PLC003109

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

## ANNEXURE-I

**Details of Directors seeking appointment :**

(Pursuant to Secretarial Standards – 2, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Companies Act, 2013)

<b>Name of Director</b>	<b>Mr. Manujendu Sarker</b>
Date of Birth	25 <sup>th</sup> January, 1948
Date of first Appointment in the Company	24 <sup>th</sup> July, 2020
Qualification	M.com, Accounts
Expertise in specific functional areas	Mr. Manujendu Sarker has a rich and diversified experience of more than 44 years in the filed of Finance and Accounts.
No. of equity shares held in the Company	–
Other Directorship (excluding Foreign)	NIL
Memberships/Chairmanships of Committees of other Companies (includes only Audit Committee and Shareholder/Grievance Committee)	NIL
DIN	06856271
Relationship with any present Director	Not been related to any of the Directors as per Companies Act, 2013
Details of the remuneration sought to be paid & last drawn	N.A.
No. of Board Meetings attended during the year	N.A.