

BLUE COAST HOTELS LIMITED

Registered Office: 263C, Arossim, Cansaulim, Goa - 403712
Corporate Office: 415-417, Antriksh Bhawan, 22, K G Marg, New Delhi-110001, India
CIN: L31200GA1992PLC003109
Tel:- +91 11 23358774-75; E-mail: info@bluecoast.in, Website: www.bluecoast.in

Postal Ballot Notice

Notice pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Equity Shareholders,

Notice is hereby given to the Equity Shareholders of Blue Coast Hotels Limited ('**Company**'), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**'), read together with the Companies (Management and Administration) Rules, 2014 ('**Rules**') (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution as set out in this notice, is proposed to be passed by the Equity shareholders through postal ballot / electronic voting (e-voting). An explanatory statement pursuant to sections 102 of the Act, setting out all material facts pertaining to the resolutions and explaining the reasons for the Postal Ballot is annexed hereto along with the Postal Ballot Form for consideration of the equity shareholders.

The Board of Directors ('**Board**') of the Company has appointed Mr. Prem Chand Goel, PCS (Membership No. F1434 & Certificate of Practice No. 457) as the Scrutinizer in accordance with the provisions of the Act & Rules, for conducting the postal ballot / e-voting process, in a fair and transparent manner.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is also providing remote e-voting facility to its equity shareholders to enable them to cast their votes electronically instead of depositing/dispatching Postal Ballot Form(s). Equity shareholders desiring to opt for e-voting are requested to read the instructions in the Notes under the section 'Voting through electronic means'. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Equity shareholders.

References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

To consider and approve the extension of redemption period of Cumulative Redeemable Preference Shares alongwith its terms and conditions

In this regard, the equity shareholders are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 48, 55, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification/s or re-enactment/s thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of equity shareholders of the Company, be and is hereby accorded to vary the rights, terms and conditions of the preference shares as under by conducting postal ballot:

1. The period of redemption of 41,50,000 (Forty One Lakhs Fifty Thousand) 10% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each shall be extended for a further period of 15 (Fifteen) years. The aforesaid preference shares shall be now due for redemption on 30th October, 2032.
2. 10% of the said preference shares shall be redeemed every year from 21st year onwards i.e with effect from 30th October, 2023 till 30th October, 2032.
3. All other terms and conditions associated with the aforesaid preference shares shall remain same.

RESOLVED FURTHER THAT any director(s) or the Company Secretary of the Company be and is hereby authorized, severally or jointly, to take all actions as may be necessary, proper, expedient and to do all such acts, deeds, matters and other things in connection therewith and incidental thereto."

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

**Date: 11.08.2017
Place: Delhi**

**Sushil Suri
Chairman & Managing Director
DIN: 00012028**

NOTES:

1. An explanatory statement pursuant to section 102 of the Act, setting out material facts for the proposed resolution is annexed to the notice.
2. The Postal Ballot Notice is being sent to the Equity shareholders, whose names appear on the Register of equity shareholders / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (NSDL) as on the cut off date i.e. 14th August, 2017. A person who is not an equity shareholder as on cut- off date shall treat this notice for information purpose only. The Postal Ballot Notice is being sent to Equity shareholders in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Equity shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. The notice of Postal Ballot along with postal ballot form containing instruction/s is being sent to all the Equity Shareholders.
4. Voting through postal ballot and e-voting shall commence on **21st August, 2017, at 9:00 AM IST.**
5. The Equity shareholders desiring to exercise their vote by Postal Ballot are requested to read carefully the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed postage pre-paid business reply envelope. The postage will be borne and paid by the Company. However, Postal Ballot(s), if sent by courier or by registered post at the expense of the Equity Shareholder/s will also be accepted. The Postal Ballot(s) may also be deposited personally. The Postal Ballot(s) should reach the Scrutinizer not later than the close of working hours i.e. 5:00 P.M. on 19th September, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from such Equity Shareholder/s.
6. The Equity shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Equity shareholders cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. Equity Shareholders who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evotingindia.com or from the Company's website www.bluecoast.in and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5:00 P.M. on 19th September, 2017.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Equity shareholders as on 14th August, 2017.
9. The resolution, if passed by the equity shareholders through postal ballot is deemed to have been duly passed at the general meeting.
10. The Scrutinizer shall submit his report to the Chairman or in his absence to the Company Secretary or any other officer of the Company after the completion of the scrutiny of the postal ballots. The results of postal ballot (along with e-voting) shall be declared on or before 20th September, 2017 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the Company's website at www.bluecoast.in & on the website of NSDL.
Further, the Equity Shareholder/s, who wishes to be present at the venue at the time of declaration of the result, may do so. The results shall be placed on the website (www.bluecoast.in) & notice board of the Company along with scrutinizer report and simultaneously the results will be communicated to the stock exchange where the equity shares of the Company are listed.
11. This notice of Postal Ballot will also be placed on the website of the Company i.e. www.bluecoast.in and on the website of NSDL.
12. In case, equity shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Equity Shareholder and in his/her absence, by the next named Shareholder.
13. In case the equity shares held by the companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority Letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
14. The vote in this Postal Ballot cannot be exercised through proxy.
15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
16. The postal ballot and all other papers relating to postal ballot shall be under the safe custody of the scrutinizer till the Chairman consider, approves and sign the minutes.
17. All the material document/s referred to in the explanatory statement, if any, shall be available for inspection at the Company's Corporate Office situated at 415-417, Antriksh Bhawan, 22, K G Marg, New Delhi-110001, India and Registered office of the Company situated at 263C, Arossim, Cansaulim, Goa-403712, India, during office hours on all working days from the date of dispatch of the Notice until the last date for receipts of votes by postal ballot i.e. 19th September, 2017.

Voting through electronic means

In compliance with provisions of Section 108, 110 of the Act read with Rules prescribed thereunder, as amended, and Regulation 44 of the SEBI LODR Regulations, 2015, the Company is pleased to provide e-voting facility to its Equity shareholders, holding shares in physical or dematerialized form, as on the cut-off date, being 14th August, 2017 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice through the

electronic voting service facility arranged by National Securities Depository Limited (NSDL). Equity shareholders have option to vote either through remote e-voting or through Postal Ballot Form.

The instructions for e-voting are as follows:

The **remote e-voting period commences on 21st August, 2017 and ends on 19th September, 2017**. During this period, equity shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 14th August, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted, the equity shareholder shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

(a) In case of Shareholders' receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz: "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password & Click - Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Blue Coast Hotels Limited
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail peeceegoel@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) E-voting details are provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (c) 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 Downloads section of www.evoting.nsd.com.

- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- (e) Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com.

- (f) In case of any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available under the help section of www.evotingindia.com or call on toll free no.: 022-24994738 or contact Mr. Rajiv Ranjan at Trade World, A wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013.

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

**Date: 11.08.2017
Place: Delhi**

**Sushil Suri
Chairman & Managing Director
DIN: 00012028**

Explanatory statement in pursuant to section 102(1) of the Companies Act, 2013

The Company in its meeting held on 30.10.2002 had issued 41,50,000 (Forty One Lakh Fifty Thousand) 10% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each with a redemption period of 15 (Fifteen) years.

In spite of the best efforts of the Company and in view of the carried over losses, the Company has not paid any dividend on the said Preference Shares since its allotment and the non-feasibility of making fresh issue of shares for the purpose of redemption of the Preference shares, has invariably led the Board of Directors to approach the Preference Shareholders for extension of the period of redemption of said Preference Shares.

The Board believes that there is no alternative to the above proposal except to extend the redemption period of said preference shares and it would serve the long term interests of the Company and the shareholders of the Company.

Pursuant to section 55 read with schedule VI of the Companies Act, 2013, the Company falls under the category of infrastructure company, and is eligible to issue preference shares for a period exceeding 20 (twenty) years but not exceeding 30 (thirty) years for infrastructure projects, subject to the redemption of at least 10% preference shares on an annual basis from the 21st year from the issuance of the preference shares.

In pursuance of the description furnished above, consent of preference shareholder for variation of their rights is being obtained by the equity shareholders by way of postal ballot notice dispatched on 19th August, 2017.

It is to be taken into consideration that the provisions of section 48 of the Act provides that the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths (3/4th) of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class and if such variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths (3/4th) of such other class of shareholders shall also be obtained. Therefore, the proposed variation in the terms and conditions associated with the preference shares set out in the resolution is subject to approval of the equity shareholders of the Company.

Further, in terms of the provisions of Section 110 of the Act read with the Rules framed thereunder (including any statutory modification/s or re-enactment/s thereof for the time being in force) , the consent of the equity shareholders for the above purpose is required to be obtained by means of a Special Resolution through Postal Ballot.

Therefore, the board of directors of your Company recommends the passing of special resolution as set out in this notice.

None of the directors or key managerial personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

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

**Sushil Suri
Chairman & Managing Director
DIN: 00012028**

**Date: 11.08.2017
Place: Delhi**