



Notice

NOTICE is hereby given that the 30th Annual General Meeting of the members of Blue Coast Hotels Limited will be held on **Thursday, September 28, 2023 at 04:00 P.M.** through Video Conference (VC)/ Other Audio Visual Means (OVAM) facility to transact the following business as:

ORDINARY BUSINESS

1. To consider and adopt the standalone & consolidated financial statements of the company for the Financial Year ended 31st March, 2023, along with the Reports of the Auditors and Board of Directors thereon.
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

3. RE-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(s) as Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable rules, regulations and guidelines of the Securities and Exchange Board of India, consent of the members be and is hereby accorded for the reappointment of Mr. Kushal Suri (DIN: 02450138) as Whole Time Director of the Company, for a period of five years with effect from February 09, 2024 up-to February 08, 2029, without any remuneration and perquisites, with liberty to the Board of Directors to alter and vary the term and conditions of the said appointment and/or remuneration as deem fit, who shall be liable to retire by rotation.

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

4. INCREASE IN THE LIMITS OF LOAN AND INVESTMENT UNDER SECTION 186(3) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of the earlier member's resolution passed in this regards, pursuant to the provisions of Section 186(3) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to:

- i) give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- ii) give on behalf of any person or body corporate, any guarantee, or provide security in connection with a loan made by any other person or by anybody corporate; and

- iii) acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹100,00,00,000 (Rupees One Hundred Crores Only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed, sixty per cent of company's paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more

FURTHER RESOLVED THAT the consent of the company be and is hereby accorded to the Board to invest in the subsidiaries, associates, related parties, give loans to them; provide guarantees / security on their behalf, to any person or body corporate, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

FURTHER RESOLVED THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

5. APPOINTMENT OF MS. SNEHAL KASHYAP (DIN: 09761774) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable rules, regulations and guidelines of the Securities and Exchange Board of India, Ms. Snehal Kashyap (DIN: 09761774), who was appointed as an additional director (category: Independent Director) by the Board of Directors w.e.f. 25.08.2023 to hold the office upto the conclusion of ensuing Annual General Meeting, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company to hold the office for term of five consecutive years from the original date of appointment i.e. 25.08.2023 till 24.08.2028 and shall not 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."

6. APPOINTMENT OF MR. BHUPENDRA KUMAR BHARDWAJ (DIN: 01795107) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force)



and pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable rules, regulations and guidelines of the Securities and Exchange Board of India, Mr. Bhupendra Kumar Bhardwaj (DIN: 01795107) who was appointed as an additional director (category: Independent Director) by the Board of Directors w.e.f. 25.08.2023 to hold the office upto the conclusion of ensuing Annual General Meeting, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company to hold the office for term of five consecutive years from the original date of appointment i.e. 25.08.2023 till 24.08.2028 and shall not 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)
(Director)
DIN : 02450138

Place: New Delhi
Date: 25.08.2023
CIN: L31200GA1992PLC003109
Regd. Office : S-1, D-39, N-66, Phase IV,
Verna Industrial Estate, Verna Goa-403722

Notes

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 and its rules framed thereunder (hereinafter referred to as the 'Act') relating to businesses to be transacted at the 30th Annual General Meeting (hereinafter referred to as 'AGM'), as set out in item no. 3 to 6 and relevant details as required under Securities and Exchange Board of India (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 to 6 above as Special Business in this AGM, as this is unavoidable in nature.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs ('MCA') vide General Circular no. 14/2020 dated 8th April 2020, Circular no.17/2020 dated 13th April 2020, Circular no. 20/2020 dated 5th May 2020, Circular no. 02/2021 dated 13th January 2021, Circular no. 21/2021 dated 14th December 2021 and Circular no. 2/2022 dated 28th December 2022 (collectively 'MCA Circulars') and all other relevant circulars issued by the Securities and Exchange Board of India ('SEBI'), from time to time, physical attendance of the members to the AGM venue is not required and general meeting be held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'). Hence, members can attend and participate in the ensuing AGM through VC/OAVM. The Notice along-with Annual Report are being sent to all the members to their email ids as registered with the company/ RTA. The deemed venue for the AGM shall be the Registered Office of the company.
4. The company has enabled the members to participate at the 30th AGM through the VC facility provided by National Depository Services Limited ('NSDL'). 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 30th 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 30th 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 i.d. of the company at info@bluecoast.in and e-mail i.d. of scrutinizer at csjay12@gmail.com, with copy mark to evoting@nsdl.co.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. Such remote e-voting facility is in addition to voting that will take place at the 30th AGM being held through VC.
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. Ajay Kumar (FCS: F11019,) Practicing Company Secretary, to act as the Scrutinizer for the 30th AGM, 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 **Friday, September 22, 2023 to Thursday, September 28, 2023** (both days inclusive).
12. The details of the Directors seeking appointment/ re-appointment/continuation at the 30th AGM are provided in **Annexure I** of this Notice. The Company has received the requisite consents/declarations for the appointment/other relevant documents for appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder and listing regulations.
13. The following documents will be available for inspection by the members electronically during the 30th AGM. members seeking to inspect such documents can send an email to info@bluecoast.in. at least five day in advance.
 - 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. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
15. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (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.
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 (SH-13) 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 investor.services@rcmcdelhi.com in case the shares are held in physical form, by submitting form ISR-1. 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. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the company or its RTA i.e., RCMC Share Registry Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. 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.

20. In case of any queries regarding the Annual Report, the Members may write to info@bluecoast.in or investor.services@rcmcdelhi.com to receive an email response.
21. The format of the register of members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend, etc. Form ISR-1 for capturing additional details is available on the company's website under the section "downloads" under "Investors tab". Members holding shares in physical form are requested to submit the filled-in form to the Company at info@bluecoast.in or to the Registrar in physical mode, or in electronic mode at investor.services@rcmcdelhi.com as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the company or RTA.
22. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 31st October 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the company at www.bluecoast.in.
23. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the Company's website at www.bluecoast.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at investor.services@rcmcdelhi.com (RCMC) in case the shares are held in physical form, quoting your folio number.

Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report
24. In line with the MCA and SEBI Circulars, the notice of the 30th AGM along with the Annual Report 2022-23 is being sent only by electronic mode to those members whose e-mail addresses are registered with the company/ Depositories unless any member has requested for physical copy of the same by in writing to info@bluecoast.in mentioning their Folio No./DP ID and client ID. Members may please note that this Notice and Annual Report 2022-23 will also be available on the Company's website at www.bluecoast.in, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited viz., www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at www.evoting.nsdl.com.
25. 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 submitting form ISR-1 to the company's Registrar and Share Transfer Agent, RCMC Share Registry Pvt. Ltd. (Unit: Blue Coast Hotels Limited), B – 25/1, 1st Floor, Okhla Industrial Area, Phase II, New Delhi -110020 with folio no. and name.
26. The Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address through email info@bluecoast.in.



27. 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, till 24th September, 2023.

Procedure for joining the AGM through VC/OAVM:

28. Members may note the VC/OAVM facility will provided by NSDL, allows participation of 1,000 members on first come first serve basis. However, this number does not include the large Shareholders i.e., Shareholding 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

29. Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the link available against the Electronic Voting Event Number (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.

30. 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.

31. Members who need assistance before or during the AGM, can contact Mr. Deepanshu Rastogi, Assistant Manager, Mas Services Limited at 'info@masserv.com' / 26387281/82/83 or Ms. Pallavi Mhatre, Manager, NSDL at 'evoting@nsdl.com' / 022-48867000/022-24997000. The notice of AGM is also available at website of the company i.e., www.bluecoast.in

32. As per the provisions under the MCA Circulars, members attending the AGM through VC/ OAVM 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 30th AGM:

33. The Members will be allowed to ask question(s) during the Meeting. The question(s) shall also be given in advance at-least 5 days before the meeting. The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares held, at 'info@bluecoast.in'.

34. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

35. The company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

Procedure for remote e-Voting and e-Voting during the AGM

36. All the members of the company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.

37. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations re-enactment(s) thereof for the time being in force, members are provided e-Voting facility to cast their votes, by electronic means for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM. The necessary instructions for e-Voting are given in this notice.

38. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09th December 2020, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is very negligible in remote e-Voting facility offered by listed entities. Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholder only. To increase the efficiency of the voting process and pursuant to a public consultation, SEBI mandated that to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. The facility to avail single login credential is being implemented through phased wise manner. The shareholders/ members can register directly with their depositories or through their demat account with depository participants.

The depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at-least 2 days prior to the date of commencement of e-voting. Hence, members are requested to update the mobile no./email ID with their respective depository participants.

39. The remote e-Voting period will commence on **Monday, 25th September, 2023 at 9:00 A.M. and ends on Wednesday, 27th September, 2023 at 5:00 P.M.** The remote e-Voting module will be disabled by NSDL for voting thereafter. Members holding shares either in physical form or in dematerialized form, as on **Thursday, 21st September 2023** i.e., cut-off date, may cast their vote electronically.

40. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the company as on the cut-off date.

41. Any person, who acquires shares of the company and becomes a Member of the company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at 'evoting@nsdl.co.in'. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

42. Instructions

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

The remote e-voting period begins on **Monday, 25th September, 2023 at 9:00 A.M. and ends on Wednesday, 27th September, 2023 at 5:00 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: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode in terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders/ members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders/ members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The

Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <ol style="list-style-type: none"> After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.



Login type	Helpdesk details
Individual Shareholders/ members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-2497000
Individual Shareholders/ members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

A. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meetings on NSDL e-Voting system.

How to cast your vote electronically and join General Meetings on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company, i.e., Blue Coast Hotels Limited for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



The instructions for e-Voting during the AGM are as under:

- (i) The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the meeting is being held through VC/OAVM.
- (ii) Only those members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.

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

1. In case shares are held in physical mode, please send signed request in the manner prescribed in point no. 15 & 16 of the notes.
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

General Guidelines for Members

Members may contact to Mr. Deepanshu Rastogi, Assistant Manager, MAS Services Limited at 'info@masserv.com'; / 011-26387281/82/83 or Ms. Pallavi Mhatre, Manager, NSDL at 'evoting@nsdl.com'; / 022-48867000/022-24997000 for any grievances connected with electronic means / e-Voting.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the company's website 'www.bluecoast.in' and on the website of NSDL 'www.evoting.nsdl.com' immediately. The company shall simultaneously forward the results to National Stock Exchange of India Limited, BSE Limited where the shares of the company are listed.

Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

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.

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.

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. 3 to 5 of the accompanying Notice:

Item No.3

In EGM held on 31st March, 2019, the members had approved the appointment of Mr. Kushal Suri (DIN: 02450138), as a Whole-Time Director of the company for a period of Five (5) years w.e.f. 09th February, 2019 up-to 8th February 2024, without any remuneration.

Further, on 08th August, 2023, the Board of Directors, on the recommendation of the Nomination & Remuneration Committee, approved the re-appointment of Mr. Kushal Suri as a Whole-Time Director for a period of Five (5) years w.e.f. 09th February, 2024 up-to 08th February, 2029, subject to the approval of members.

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. The Company had received relevant disclosures from Mr. Suri, as per provisions of the Companies Act, 2013 ('the Act') and its rules made thereunder and SEBI (LODR) Regulations, 2015.

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. 3 as an Ordinary Resolution.

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

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.4

In order to optimise the use of funds and also to achieve long term strategic and business objectives, the Board of Directors of the Company intends to make investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

The Company had obtained requisite approval of the members under erstwhile the Companies Act 1956, within the limit provided under the said Act. Whereas, pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders/ members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of members as contained in this notice for an amount not exceeding INR 100,00,00,000 (Rupees One Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed as per Section 186 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution set out under item no. 4 of the Notice as a Special Resolution.



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

Item No. 5

Mrs. Snehal Kashyap, is qualified Company secretary has a strong command over corporate Legal and Secretarial field. Mrs. Snehal has been practicing company Secretary since August 2017.

The company has received a declaration from her to the effect that, she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Snehal's candidature is in conformity with the requirements of the Act and the Listing Regulations. In the opinion of the Board, she fulfills the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director.

Considering her experience and knowledge and strategic guidance her appointment would be in the interest of the Company. The Board of Directors recommends the appointment of Mrs. Kashyap who was appointed as an additional director (category: Independent Director) by the board w.e.f. 25th August, 2023, to hold the office upto the date of ensuing Annual General Meeting, as an Independent Director of the Company for the term of five (5) consecutive years w.e.f. 25th August, 2023, not liable to retire by rotation, as set in the Notice of 30th AGM.

Pursuant to Secretarial Standards - 2, Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the necessary details of Mrs. Kashyap are given in 'Annexure I' None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution The Board of Directors of the Company recommends the passing of the resolution set out under item no. 5 of the Notice as a Special Resolution.

Item No. 6

With an extensive career spanning over 37 years in the realms of administration, Mr. Bhupendra Kumar Bhardwaj brings a wealth of experience to the company. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Bhardwaj's candidature is in conformity with the requirements of the Act and the Listing Regulations. In the opinion of the Board, he fulfills the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director. Considering his vast experience and knowledge and strategic guidance his appointment would be in the interest of the Company. The Board of Directors recommends the appointment of Mr. Bhardwaj who was appointed as an additional director (category: Independent Director) by the board w.e.f. 25th August, 2023, to hold the office upto the date of ensuing Annual General Meeting, as an Independent Director of the Company for and term of five (5) consecutive years w.e.f. 25th August, 2023, not liable to retire by rotation, as set in the Notice of 30 AGM.

Pursuant to Secretarial Standards - 2, Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the necessary details of Mr. Bhupendra Kumar Bhardwaj are given in Annexure I. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution. The Board of Directors of the Company recommends the passing of the resolution set out under item no. 6 of the Notice as a Special Resolution.

**By Order of the Board
For Blue Coast Hotels Limited**
Sd/-
Kushal Suri
(Whole Time Director)
DIN: 02450138

Date: 25.08.2023
CIN: L31200GA1992PLC003109
Regd. Office: S-1, D-39, N-66, Phase IV,
Verna Industrial Estate, Verna Goa-403722

ANNEXURE-I

Details of Directors seeking appointment or re-appointment at the AGM Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name	Mrs. Anju Suri	Mr. Kushal Suri	Mrs. Snehal Kashyap	Mr. B.K. Bhardwaj
Date of Birth	23.10.1967	09.09.1989	33 years	58 years
Qualification	M.A. (Sociology) & B.Ed.	M.B.A. from Regents University, London (UK)	Company Secretary and LLB	Bachelor in arts from Delhi University
Experience	19 years (approx.)	10 years (approx.)	6 years (approx.)	37 years
Date of first appointment on the Board	09.02.2019	21.03.2015	25.08.2023	25.08.2023
Expertise in specific functional areas	Experience of more than 14 years in Administration & HR and implementation and execution of Special Projects.	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.	Professional experience of 6 years in Secretarial and Legal matters including Company Law, FEMA and SEBI matters.	Over 37 years in the realms of Secretarial and Administration, he brings a wealth of experience to the company.
Directorships in other Companies (excluding foreign companies)	Epitome Holdings Pvt. Ltd. Backhome Foods and Foods Private Limited Morepen Biotech Limited Morepen Hospitality Ltd. React Investments and Financial Services Pvt. Ltd. Square Investments and Financial Services Pvt. Ltd. Seed Securities and Services Private Limited Blue Coast Hotels Limited	Golden Joy Hotel Private Limited Blue Coast Hospitality Limited Blue Coast Hotels Limited Morepen Overseas Pvt. Limited Neptune API private Ltd.	Admitad Media Private Limited Blue Coast Hotels Limited	Blue Coast Hotels Limited
Number of shares held in the Company	25200	20,200	-	-
DIN	00042033	02450138	09761774	01795107
Terms and conditions of appointment	As per Company Policies.	Designated as Whole Time Director under the category of Executive Director, subject to the approval of Shareholders for 5 years w.e.f. February 09, 2024 up-to February 08, 2029, without any remuneration.	For the first term of five years w.e.f. 25 th August, 2023 to 24 th August, 2028	For the first term of five years w.e.f. 25 th August, 2023 to 24 th August, 2028
Relationship with Directors	Not been related to any of the Directors as per Companies Act, 2013	Not been related to any of the Directors as per Companies Act, 2013	Not been related to any of the Directors as per Companies Act, 2013	Not been related to any of the Directors as per Companies Act, 2013
Number of Meetings of the Board attended during the year	05 (Five)	05 (Five)	NA	NA
Membership/ Chairmanship of Committees of other Boards	Nil	Nil	NIL	NIL
Information as required under circular NSE/CML/2018/24 issued by NSE	Mrs. Anju Suri is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. Kushal Suri is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mrs. Snehal Kashyap is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. B.K. Bhardwaj is not debarred from holding the office of director by virtue of any SEBI order or any other such authority