

KAIZEN HOTELS & RESORTS LIMITED

KAIZEN HOTELS & RESORTS LIMITED

CIN: U55101WB1987PLC042703

Registered Office: 12, J. L. Nehru Road, Kolkata – 700013

Tel: 91-33-44003900, Email: cs@kaizenhotels.co.in, Website: www.peerlesshotels.com

NOTICE

OF THE 38th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting of Kaizen Hotels & Resorts Limited will be held on Wednesday, 30th July 2025 at the Registered Office of the Company at 3.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 25 per equity share for the financial year ended 31st March 2025.
3. To appoint a Director in place of Mr. Supriyo Sinha (DIN:07666744), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Debasis Ghosh (DIN: 09505227), who retires by rotation and being eligible, offers himself for re-appointment.



CIN : U55101WB1987PLC042703

Registered Office : 12, J. L. Nehru Road, Kolkata-700 013 • GSTIN/UIN : 19AAECS3843E1ZC

Phone : 44003900 / 22280301, Email Id : feedback@kaizenhotels.co.in, Website : www.kaizenhotels.co.in

ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL AT THE MEETING ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

An instrument appointing a proxy, in order to be effective, must be deposited and received by the Company at the Registered Office of the Company not less than forty-eight hours before the commencement of 38th Annual General Meeting.

Place: Kolkata

By Order of the Board

Dated: June 5, 2025

FOR KAIZEN HOTELS & RESORTS LIMITED



Debasree Roy
Debasree Roy

Director

(DIN:00022218)

Notes:

1. The Register of Members and Share Transfer Book of the Company will remain closed from 22nd July 2025 to 30th July 2025 (both days inclusive) for the purpose of AGM.
2. Information relating to Directors seeking appointment /reappointment at the Annual General Meeting forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. To support the "Green Initiative", the Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.

DETAILS OF DIRECTOR RETIRING BY ROATTION AND SEEKING RE-APPOINTMENT, AS REQUIRED APPLICABLE SECRETARIAL STANDARD SS-2

Re-appointment of Mr. Supriyo Sinha as a Director (DIN: 07666744) (Item No. 3)

Mr. Sinha is a Graduate from the Harvard Business School, a Gold Medalist from Indian Institute of Management, Kolkata, a 2nd Rank holder in Mechanical Engineering from IIT, Kharagpur and topper in West Bengal Higher Secondary Examination.

He has over 20 years of professional experience, as a Management Consultant at McKinsey & Company, as a Vice President & Business Head at ABP (P) Limited, and as Head of Strategy and New Initiatives at Axis Bank Limited.

He has been formally certified by the Ministry of Corporate Affairs to be Independent Director on any Board and has achieved National Education Leadership award.

In pursuance of Section 152(5) of the Act, Mr. Supriyo Sinha has filed with the Company his consent in writing to act as a Director in Form DIR-2. He has also filed with the Company Form DIR-8 as required under section 164(2) read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

He is presently Director – Business Transformation & Corporate Strategy of Peerless General Finance & Investment Co. Ltd. He is also Director in Peerless Financial Services Limited, Kaizen Hotels & Resorts Limited, Peerless Hospitex Hospital and Research Center Limited, Peerless Hotels Limited, Bengal Peerless Housing Development Co. Ltd.

Mr. Sinha does not hold any shares in the Company and is not a relative of any of the Directors of the Company.



ITEM No. 4

Re-appointment of Mr. Debasis Ghosh as a Director (DIN: 09505227)

Mr. Debasis Ghosh is a B.Com (Hons) graduate from St. Xavier's College under the University of Calcutta and a Fellow Member of the Institute of Cost Accountant of India. Mr. Ghosh has about 46 years of working experience in the field of Accounts, Finance, Indirect Taxation, and Internal Audit. He had joined as Vice President Group Indirect Tax in The Peerless General Finance and Investment Ltd, in April 2017 after a successful stint in Deloitte, Price Water House and India Foils Ltd.

Mr. Ghosh is presently designated as Vice President Indirect Tax and Group Risk Officer looking after indirect tax, internal audit, implementation of SOP and Risk Management, and other areas like EBIDTA for the Hotel.

He is presently holding the Directorship of Bengal Peerless Housing Development Company Limited and Ayursundra Hospitals (Guwahati) Private Limited.

In pursuance of Section 152(5) of the Act, Mr. Ghosh has filed with the Company his consent in writing to act as a Director in Form DIR-2. He has also filed with the Company Form DIR-8 as required under section 164(2) read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

He does not hold any equity or preference shares of Kaizen Hotels & Resorts Limited.

Except Mr. Debasis Ghosh , none of the Directors of the Company or their Relatives are in any way concerned or interested, financial or otherwise in the resolution set out at Item no.4.

This is also regarded as disclosure under Secretarial Standards on General Meetings (SS-2).

Place: Kolkata

By Order of the Board

Dated: June 5, 2025

FOR KAIZEN HOTELS & RESORTS LIMITED



Debasree Roy
Debasree Roy

Director

(DIN: 00022218)

KAIZEN HOTELS & RESORTS LIMITED

Regd. Office: 12 J. L. Nehru Road, Kolkata – 700 013
(CIN: U55101WB1987PLC042703)

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF MEETING ROOM AT PEERLESS HOTEL KOLKATA, 12, J.L. NEHRU
ROAD, KOLKATA - 700013

Name & Address of the Shareholder

FOLIO No.:

I hereby record my presence at the 38th ANNUAL GENERAL MEETING at Peerless Hotel
Kolkata, 12, J. L. Nehru Road, Kolkata- 700013 on Wednesday, 30th July 2025 at 3.30 P.M.

Signature of the Member or Proxy

No. of Shares held

**Form No. MGT-11
PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

CIN	U55101WB1987PLC042703
Name of the Company	KAIZEN HOTELS & RESORTS LIMITED
Registered Office	12, J.L. NEHRU ROAD, KOLKATA - 700013

Name of the shareholder	
Registered address	
E-mail ID	
Folio No.	

I / we, being the shareholder(s) of shares of the above named company, hereby appoint :

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

3	Name	
	Address	
	E-mail ID	
	Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Wednesday, 30th July 2025 at Peerless Hotel Kolkata, at 12, J. L. Nehru Road, Kolkata – 700013 at 3.30 P.M.. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution (s)

1	To consider and adopt Audited Financial Statements of the Company for the Financial ended 31 st March 2025 together with the Report of the Board and Auditors thereon.	2	Declaration of Dividend for the financial year ended 31 st March 2025.
3	Appointment of a Director in place of Mr. Supriyo Sinha (DIN: 07666744) who retires by rotation and being eligible offers himself for re-appointment	4	Appointment of a Director in place of Mr. Debasis Ghosh (DIN: 09505227) who retires by rotation and being eligible offers himself for re-appointment.

Signed this day of 20.....

Signature of shareholder :

Affix
Revenue
Stamp

Signature of Proxy holder(s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting