

REGISTERED OFFICE :
BHIKAJI CAMA PLACE, M.G. MARG,
NEW DELHI - 110066
TELEPHONE : 26791234
FAX : 26791033
CIN : L55101DL1980PLC011037
Website : www.asianhotelsnorth.com
E-mail : investorrelations@ahlnorth.com



ASIAN HOTELS (NORTH) LIMITED

AHL/CS/1013/2024
July 23, 2024

Corporate Services Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400051

Scrip Code/Scrip ID: 500023/ASIANHOTNR **Symbol: ASIANHOTNR**

Subject: Submission of Postal Ballot Notice
Ref.: ISIN: INE363A01022

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated July 19, 2024 along with explanatory statement as sent to the Members of the Company on July 23, 2024, through electronic mode, seeking their approval for the following special business as also set out in the Postal Ballot Notice by way of remote e-voting facility only:

- Special Resolution for appointment of Mr. Naresh Kumar Jain (DIN: 01281538) as an Independent Director of the Company to hold office for a term of two years w.e.f. May 29, 2024 to May 28, 2026

In compliance with the provisions of the General Circulars Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 respectively and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, (the “MCA Circulars”), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members/list of Beneficial Owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on **Friday, the July 19, 2024 (the cut-off date)**, seeking their approval as set out in the Postal Ballot Notice.

The remote e-voting period commences on **Wednesday, the July 24, 2024 at 9.00 a.m. (IST)** and ends on **Thursday, the August 22, 2024 at 5.00 p.m. (IST)**. The resolution shall be deemed to be passed on the last date of remote e-voting i.e. on **the August 22, 2024**, subject to the receipt of requisite votes in favour of the resolution from the members of the company.

The Company has engaged the services of KFin Technologies Ltd. (Company’s Registrar and Transfer Agent) for providing remote e-voting facility to its members. The Postal Ballot Notice along with the

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ASIAN HOTELS (NORTH) LIMITED

explanatory statement is also available on the Company's website at www.asianhotelsnorth.com and on the website of Company's Registrar and Transfer Agents namely KFin Technologies Ltd. at <https://evoting.kfintech.com/public/Downloads.aspx>.

Thanking you,

Yours faithfully,
For Asian Hotels (North) Limited

Tarun Srivastava
Company Secretary & Compliance Officer

Encl: As above

C.C:

- i) **National Securities Depository Limited, Trade World, 4th Floor Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013**
- ii) **Central Depository Services (India) Limited, Marathon Futurex, A Wing, 25th Floor, N.M. Joshi Marg, Lower Parel (East), Mumbai-400013.**
- iii) **Mr. Raj Kumar Kale, Asst. General Manager, M/s. KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032**

OWNERS OF:





ASIAN HOTELS (NORTH) LIMITED

CIN: L55101DL1980PLC011037

Registered Office: Bhikaji Cama Place, M. G. Marg, New Delhi – 110066

Phone: 011 66771225/26; Fax: 011 26791033

Website: www.asianhotelsnorth.com, E-mail: investorrelations@ahlnorth.com

Notice of Postal Ballot

{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time}

Dear Member(s),

Notice is hereby given that in accordance with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, further read with General Circulars Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 respectively and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Secretarial Standards –II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws and regulations, if any, the Company hereby seeks your approval in respect of the accompanied Resolutions as set-out herein below through Postal Ballot only by electronic voting (e-voting).

In compliance with the Listing Regulations and provisions of Section 108 & 110 of the Act read with the Rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form and has extended the remote e-voting facility for its Shareholders, to enable them to cast their votes electronically instead of submitting physical Postal Ballot form to the Company. As per the Circulars issued by MCA and SEBI from time to time, please note that the hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot.

Special Business(es):

1. Appointment of Mr. Naresh Kumar Jain (DIN: 01281538) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“Act”), and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and as per regulations 16, 17, 25 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, Nomination, Remuneration and Evaluation Policy, recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors of the Company, Mr. Naresh Kumar Jain (DIN: 01281538) who was appointed pursuant to section 161 of the Act as an Additional Director in the capacity of Independent Non-Executive Director on the Board of the Company w.e.f. May 29, 2024, who has submitted a

declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director in the category of an Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of 2 (two) years w.e.f. May 29, 2024 to May 28, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.”

By order of the Board of
ASIAN HOTELS (NORTH) LIMITED

Place: New Delhi
Date: July 19, 2024

Tarun Srivastava
Company Secretary and Compliance Officer
M. No.: 53209

NOTES

1. The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/list of beneficial owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of July 19, 2024 “cut-off date” and have their email addresses registered with the Company/Depositories. A person who is not a member as on the cut-off date, should treat this Postal Ballot Notice for information purposes only.

Members may note that Postal Ballot Notice will also be available on the Company’s website www.asianhotelnorth.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of the Registrar & Transfer Agent and e-voting agency namely KFin Technologies Ltd. (RTA) at <https://evoting.kfintech.com/public/Downloads.aspx>.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Shareholders for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Shareholders would take place through the remote e-voting system only.

2. The Board has appointed KFin Technologies Limited (‘KFinTech’) as the e-voting agency, to provide the facility of remote e-voting to members of the Company. The remote e-voting facility is available at the link <https://evoting.kfintech.com>. Please refer the instructions for remote e-voting mentioned in Note No. 11 below for the process and manner in which remote e-voting is to be carried out.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

4. An explanatory Statement pursuant to Section 102 of the Act and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) related to the special business is annexed hereto and forms part of the Notice.

Additional information pursuant to Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking appointment/ re-appointment at the AGM, is appended and be construed as a part of this Notice.

5. The voting for this Postal Ballot cannot be exercised through proxy.
6. The Company has designated Mr. Tarun Srivastava, Company Secretary and Compliance Officer as the person responsible for the entire postal ballot process.
7. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal

Ballot will be published in “Business Standard” newspaper in English and Hindi language (to be published on July 24, 2024)

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (‘PAN’), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a) **For shares held in physical form:** Members holding shares in physical mode are requested to notify change, if any, in their e-mail address, mailing address including pin code, bank details, residential status etc. to the Company’s RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company’s website at <https://www.asianhotelnorth.com/Downloads.html> and is also available on the website of the RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd.
 - b) **For shares held in electronic form:** Members holding shares in electronic form should notify any change in their e-mail address, mailing address including pin code, bank details, residential status etc. directly to their respective Depository Participants only and not to the Company’s RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records, which will help the Company and its RTA to provide efficient and better service to the Members.

The Members may contact the Share Department of the Company at the above-mentioned address, telephone numbers and e-mail id or the RTA at their registered office at Selenium Building Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana 500032; Toll Free No. 1800-309-4001; or at the e-mail id: einward.ris@kfintech.com for any assistance/clarification.

9. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
10. Documents referred to in the accompanying Notice along with the explanatory statements will be open for inspection by the Members in electronic mode during business hours between 09.00 a.m. and 5.00 p.m. on all working days (except Saturday and Sunday) till the last date of remote e-voting. The members seeking to inspect such documents can also send an email to investorrelations@ahlnorth.com requesting the same until the last date of remote e-voting period of postal ballot i.e. August 22, 2024. On receiving a valid email request from any member, the Company shall make requisite arrangements for inspection of such documents.

11. Instructions for and other information relating to remote e-voting

11A. The procedure for E-voting are as follows:

- (a) Date and time of commencement of voting through electronic means: July 24, 2024 from 0900 Hours (IST).
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: August 22, 2024 after 1700 Hours (IST).
- (c) Details of Website: <https://evoting.kfintech.com>
- (d) Details of persons to be contacted for issues relating to e-voting:
Mr. D Suresh Babu
Senior Manager, Corporate Registry
KFin Technologies Limited

Selenium Tower-B, Plot 31 & 32
 Financial District, Nanakramguda, Serilingampally Mandal
 Hyderabad, 500 032, Telangana
 Tel. No.: +91 40 6716 2222; Toll Free No: 1800-309-4001; Fax No.: +91 40 2300 1153;
 E-mail: evoting@kfintech.com

- (e) Details of Scrutinizer: Mr. Rupesh Agarwal/Mr. Shashikant Tiwari/Mr. Lakhan Gupta,
 Company Secretary in practice of Chandrasekharan Associates

11B. The instructions for e-voting are as under:

Step 1: Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting.</p> <p>IV. Click on company name of the e-Voting service provider and you will be re-directed to e-Voting service provider website, select the Company name Asian Hotels (North) Limited from the Drop down button for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p>	<p>1. Existing user who have opted for Easi /Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasitoken/Home/ Login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/en/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP i.e. KFINTECH where the e- Voting is in progress.</p>

<p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. 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.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>	
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<p>Individual Member login through their demat accounts / Website of Depository Participant</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. • Once logged-in, 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 – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
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Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
<p>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.: 1800 1020 990 and 1800 22 44 30</p>	<p>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.</p>

Step 2: Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. Members whose e-mail IDs are registered with the Company/Depository Participants, on receiving an e-mail from KFin Technologies Ltd. should:

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed and then click on ‘Shareholders’ icon on the homepage.
- ii) Enter the login credentials (i.e. User ID and password mentioned over leaf). Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with Kfintech for E-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, click on “LOGIN”.
- iv) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password and that you take utmost care to keep your password confidential.
- v) You need to log-in again with the new credentials.
- vi) On successful log-in, the system will prompt you to select the E-Voting Even Number “EVEN” for Asian Hotels (North) Limited.
- vii) On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under each of the heading of the resolutions and cast your vote by selecting the “FOR/AGAINST” option or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option ABSTAIN and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as ABSTAINED.
 - x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can log-in any number of times till they have voted on the resolutions.
 - xii) Institutional/Corporate Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID rupesh@cacsindia.com with a copy marked to the Company and RTA at investorsrelations@ahlnorth.com and evoting@kfintech.com respectively. They may also upload the same in the E-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Asian Hotels (North) Limited EVEN NO. 8195.”

B. In case of a Member whose e-mail address is not registered/updated with the Company/RTA/Depository Participant(s) including those who becomes member of the Company after email of the Notice of the meeting and holding shares as on the cut-off date i.e. July 19, 2024, may obtain the User Id and password in the manner as mentioned below:

- i) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to send an email to einward.ris@kfintech.com for getting the soft copy of notice, user id and password.
- ii) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register /update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.

- iii) After due verification, the Company/ RTA will forward your login credentials to your registered email address.
 - iv) Follow the instructions given above to cast your vote.
 - v) You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending further communication(s).
12. Members of the Company holding shares in physical form or in dematerialized form, as at the close of business hours on the cut-off date, being July 19, 2024 (including those Shareholders who may not have received this Postal Ballot Notice due to non-registration of the email address with the Company/Depositories), shall only be entitled to vote on the proposed resolutions; and their shareholding on such date shall only be reckoned for the purposes of arriving at the results of the remote e-voting.

The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as at the close of business hours on the cut-off date, i.e. July 19, 2024.

13. The remote e-voting period commences on July 24, 2024 at 9.00 a.m (IST) and ends on August 22, 2024 at 5.00 p.m (IST). Thereafter, the remote e-voting module shall be disabled for voting once e-votes are casted and cannot be altered subsequently.
14. In case of any query pertaining to remote e-voting, please visit Help & FAQs section of KFintech website i.e. <https://evoting.kfintech.com> or contact KFintech at Telephone No.: 1800 309 4001 (toll-free). The members may also contact the following designated officer at KFintech's office:
Mr. D Suresh Babu
Senior Manager
KFin Technologies Limited
Selenium Building, Tower-B, Plot No.31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi, Telangana, 500 032,
E-mail: inward.ris@kfintech.com, evoting@kfintech.com
15. In compliance with Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Rupesh Agarwal, Managing Partner (Membership No. ACS 16302), failing him Mr. Shashikant Tiwari Partner (Membership No. FCS 11919) and failing him Mr. Lakhan Gupta, Partner (Membership No. FCS 12682), M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of remote e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than two days of the conclusion of voting, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results of Postal Ballot will be announced by the Chairman, or in his absence to Mr. Tarun Srivastava, Company Secretary and Compliance Officer for this purpose on or before August 24, 2024 at the registered office of the Company at Bhikaji Cama Place, M. G. Marg, New Delhi – 110066.

16. The result of the Postal Ballot alongwith scrutinisers' report will also be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. Additionally, the results will also be displayed on the Company's website viz. <https://www.asianhotelnorth.com/> and on website of KFintech <https://evoting.kfintech.com>.

17. In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. August 22, 2024.
18. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.
19. SEBI has mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature) and nomination details by holders of securities. Security holders shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC Details and nomination. Effective from April 01, 2024 any payment including dividend, interest or redemption payment in respect of such folios, if any, shall be made only through electronic mode upon complying with abovesaid requirements.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) and 110 OF THE COMPANIES ACT, 2013

On recommendation of the Nomination and Remuneration Committee, in terms of Section 149, 150, 152 and 161 of the Act read with Schedule IV of the Act and as per regulation 16, 17 and 25 of Listing Regulations, the Board of Directors of the Company in its meeting held on May 29, 2024 appointed Mr. Naresh Kumar Jain (DIN: 01281538) subject to the approval of the members of the Company, as an Additional Director of the Company in the category of Independent Director for a term of two years with effect from May 29, 2024 to May 28, 2026.

As per the provisions contained under section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office up to the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of the shareholders is sought for the appointment of Mr. Naresh Kumar Jain, as a Director of the Company in the category of Independent Director of the Company for a period of two year with effect from May 29, 2024 to May 28, 2026.

Accordingly, the Company has received notice under Section 160 of the Act, from a member signifying intention to propose the candidature of Mr. Naresh Kumar Jain for the office of an Independent Director of the Company. Further the Company has also received the consent from Naresh Kumar Jain to act as an Independent Director in prescribed Form DIR-2 and he has confirmed that he is neither disqualified from being appointed as a Director nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act and the Listing Regulations. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Naresh Kumar Jain, has an industry experience of over 44 years which includes more than 30 years of managerial experience in senior positions. He holds a degree of B.Sc, LLB, DCL and has been a Fellow member of The Institute of Company Secretaries of India, 1981 (FCS) and been Honorary fellow member - The Institute of Certified Public Secretaries – Kenya (FCPS).

Mr. Naresh Kumar Jain has been a Director, Legal & Compliance, for a large listed entity for 5+ years and he is a past chairman of NIRC (1992) and been a Council Member (1995-1997), Secretary and CEO (2003-2012) of The Institute of Company Secretaries of India. Mr. Jain has been a member of various committees and groups of apex industry associations, government/regulatory bodies, academic institutions, international associations including the MCA, Planning Commission, SEBI, NFCG, IGONU, IFCS, CSIA.

Mr. Naresh Kumar Jain is holding positions as Independent Director, Corporate Advisor, member of ASSOCHAM national council for Corporate Affairs & CSR, member of Corporate Affairs Committee of PHD and partner of Global FinServe LLP.

The Board is of the opinion that his skills, background and experience are aligned to the role and capabilities identified by the NRC and that he also fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the Management which will be of immense benefit and in the best interest of the Company.

A copy of the draft letter for the appointment of Mr. Naresh Kumar Jain as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to 06.00 p.m. and is available on the website of the Company at <https://www.asianhotelnorth.com/>

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

Detailed Profile of Directors seeking appointment, forming part of the Notice of postal ballot and the accompanying Statement under Section 102 of the Companies Act, 2013 (the Act), and further in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Secretarial Standard -2 issued by Institute of Company Secretaries of India is as follows:

Particulars	Mr. Naresh Kumar Jain
DIN	01281538
Date of Birth	01.01.1953
Age	71 years
Nationality	Indian
Qualification	He holds a degree of B.Sc, LLB, DCL and has been a Fellow member of The Institute of Company Secretaries of India, 1981 (FCS) and been Honorary fellow member - The Institute of Certified Public Secretaries – Kenya (FCPS).
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements Experience (including expertise in specific functional area)/Brief Resume	<p>Mr. Naresh Kumar Jain meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:</p> <p>He has an industry experience of over 44 years which includes more than 30 years of managerial experience in senior positions. He holds a degree of B.Sc, LLB, DCL and has been a Fellow member of The Institute of Company Secretaries of India, 1981 (FCS) and been Honorary fellow member - The Institute of Certified Public Secretaries – Kenya (FCPS).</p> <p>He has been a Director, Legal & Compliance, for a large listed entity for 5+ years and he is a past chairman of NIRC (1992) and been a Council Member (1995-1997), Secretary and CEO (2003-2012) of The Institute of Company Secretaries of India. Mr. Jain has been a member of various committees and groups of apex industry associations, government/regulatory bodies, academic institutions, international associations including the MCA, Planning Commission, SEBI, NFCG, IGONU, IFCS, CSIA.</p>
Terms and Conditions of Appointment / Reappointment	He is eligible to receive sitting fee for attending meetings of the Board and its Committees, reimbursement of expenses towards the official purpose of the Company and other benefits and amenities as per Companies Act, 2013 for discharging his responsibilities as Director of the Company.

Existing and Proposed Remuneration (including sitting fees, if any)	Will be paid sitting fee for attending meetings of the Board & its Committees
Date of first appointment on the Board	29.05.2024
Remuneration last drawn by such person	N.A.
Shareholding in the Company as on July 19, 2024 including shareholding as a beneficial owner	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year	1 out of 1
Directorships in Listed Entities as on July 19, 2024	1) Asian Hotels (North) Limited 2) Optiemus Infracom Limited 3) Paisalo Digital Limited
Directorships in other Indian Unlisted Companies as on July 19, 2024	1) Model Economic Township Limited
Details of Listed Companies from which the Director resigned in the past three years i.e. FY 2021-22, FY 2022-23 and FY 2023-24	None
Membership/ Chairmanship of Committees in Listed Companies as on July 19, 2024	<u>Asian Hotels (North) Limited</u> - Member of Stakeholders Relationship Committee <u>Paisalo Digital Limited</u> - Member of Audit Committee, Chairman of Stakeholders Relationship Committee <u>Optiemus Infracom Limited</u> - Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee
Membership/ Chairmanship of Committees in Indian Unlisted Companies as on July 19, 2024	<u>Model Economic Township Limited</u> - Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee

Accordingly, consent of the members is being sought for passing a Special Resolution as set out in the Notice for the appointment of Mr. Naresh Kumar Jain as an Independent Director on the Board of the Company.

None of the Directors, except Mr. Naresh Kumar Jain, Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the special resolution as set out in the Special Business of the Notice. The Board recommends the Special Resolution as set out for approval by the Members. Further, the proposed resolution should be treated as recommendation for appointment of Mr. Naresh Kumar Jain as a Director as well as Independent Director of the Company.

By order of the Board of
ASIAN HOTELS (NORTH) LIMITED

Place: New Delhi
Date: July 19, 2024

Tarun Srivastava
Company Secretary and Compliance Officer
M. No.: 53209