

November 13, 2024

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051.

Scrip Code: CHALET

BSE Limited

Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Scrip Code: 542399

Dear Sir / Madam,

Subject: Notice of Postal Ballot

Ref: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice along with the Explanatory Statement thereto ('Notice'), dated October 24, 2024, whereby the Company is seeking approval of the Members in respect of Special Business (by way of Ordinary and Special Resolutions) as detailed herein below:

- 1. To consider and approve the appointment of Mr. Shwetank Singh (DIN: 02976637) as Director of the Company**
- 2. To consider and approve the appointment of Mr. Shwetank Singh (DIN: 02976637) as an Executive Director of the Company for a period of three years**
- 3. To consider and approve raising of funds through issue of Debt securities on a Private Placement basis**
- 4. To consider and approve alteration of Articles of Association of the Company**

In compliance with Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, voting on the resolutions is being proposed by electronic means i.e. through remote e-voting and Notice has been sent only in electronic mode to all those Members whose names appear in the Register of Members and whose e-mail addresses are registered with their respective Depository Participant(s) as on the cut-off date of November 8, 2024. The Company has completed dispatch of the Notice today i.e. on November 13, 2024, to all the Members whose email addresses are registered with their respective Depository Participants.

The Company has engaged the services of KFin Technologies Limited ('KFin') for facilitating remote e-voting to enable the Members to cast their votes electronically. The procedure and detailed instructions for remote e-voting on the Postal Ballot are set out in the Notice.

The said Notice is also hosted on the Company's website www.chalet-hotels.com and website of the remote e-voting service provider i.e. KFin at <https://evoting.kfintech.com>.

Key information pertaining to the Postal Ballot is as follows:

Particulars	Details
Cut-off date for e-voting	Friday, November 8, 2024
E-voting Start Date and Time	Thursday, November 14, 2024, at 9.00 a.m. (IST)
E-voting End Date and Time	Friday, November 13, 2024, at 5.00 p.m. (IST)
Result of Postal Ballot	On or before Monday, December 16, 2024

We request you to take the aforementioned information on record.

Thanking You.

Yours faithfully,
For **Chalet Hotels Limited**

Christabelle Baptista
Company Secretary and Compliance Officer

Enclosed: As above

Chalet Hotels Limited



Chalet Hotels Limited

Regd. Office: Raheja Tower, Plot No. C-30, Block G, Next to Bank of Baroda, Bandra Kurla Complex, Bandra East, Mumbai 400051.

CIN: L55101MH1986PLC038538

Tel: +91-22-26564000

Email: companysecretary@chalethotels.com

Website: www.chalethotels.com

NOTICE OF POSTAL BALLOT OF CHALET HOTELS LIMITED

Postal Ballot and E-Voting Details

E-voting Start Date and Time	Thursday, November 14, 2024 at 9.00 a.m.
E-voting End Date and Time	Friday, December 13, 2024 at 5.00 p.m.
Date of Announcement of Result	On or before Monday, December 16, 2024
Website for publication of Result	www.chalethotels.com

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**CHALET HOTELS LIMITED**

CIN: L55101MH1986PLC038538

Regd. Office: Raheja Tower, Plot No.C-30, Block 'G', Next to Bank of Baroda,
Bandra Kurla Complex, Bandra(E), Mumbai 400051.

Tel No.: (91-22) 26564000, Fax No.: (91-22) 26565451

Website: www.chalethotels.com Email: companysecretary@chalethotels.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given that pursuant to and in compliance with the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), read with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**'MCA'**), respectively (collectively referred to as the **'MCA Circulars'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings (**'SS-2'**) issued by The Institute of Company Secretaries of India, and pursuant to other applicable laws and regulations, circulars and notifications issued thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), the Ordinary and Special Resolutions appended hereinunder as Item Numbers 1 to 4 are proposed for approval of the Members of Chalet Hotels Limited (**'Company'**) through Postal Ballot by remote e-voting process (**'Remote E-voting'**).

In line with the aforementioned MCA Circulars, this Notice is being sent through email to all the Members who have registered their email addresses with the Company or Depository / Depository Participants, as on **Friday, November 8, 2024** ('cut-off date'). MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis* to companies that are required to provide e-voting facility under the Act while transacting any business(es) by Postal Ballot, upto September 30, 2025.

In accordance with the provisions of the MCA Circulars, companies have been permitted to conduct voting on Postal Ballots only by way of Remote E-voting. Hence, physical copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Accordingly, the Company is pleased to offer Remote E-voting facility to the Members to cast their votes electronically and instructions regarding the same are provided in the Notes to the Postal Ballot Notice (**'Postal Ballot Notice'** or **'Notice'**). The Members may note that the Remote E-voting commences on **Thursday, November 14, 2024 from 9.00 a.m. (IST)** and ends on **Friday, December 13, 2024 at 5.00 p.m. (IST)**. Therefore, the Members are requested to cast their vote **not later than 5:00 p.m. IST on Friday, December 13, 2024** to be eligible for being considered, failing which it will be considered that no vote has been cast by the Member.

The Company has engaged the services of KFin Technologies Limited ('KFin') for the purpose of providing remote e-voting facility to its Members. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', all the individual shareholders holding shares in demat mode, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs).

The Explanatory Statement pursuant to the provisions of Sections 102, 110 and all other applicable provisions of the Act pertaining to the Special Resolutions setting out the material facts, along with instructions/procedure for Remote E-voting is annexed for your consideration.

Members who have not yet registered their e-mail addresses are requested to register the same with their respective Depository Participants.

The Board of Directors at its meeting held on October 24, 2024, has appointed Mr. Saurabh Agarwal (Membership No: F9290) and in his absence Mr. Omkar Dindorkar (Membership No: A43029), Partners of M/s. MMJB & Associates LLP, Company Secretaries, Mumbai, as Scrutinisers for conducting the Postal Ballot through Remote E-voting in a fair and transparent manner and the Scrutinisers have communicated their willingness to be appointed and be available for the purpose. The Scrutinisers will submit their report to the Chairman of the Company or in his absence to any other person authorised by the Chairman.

The results declared along with the Scrutiniser's Report will be made available on the website of the Company viz. www.chalet-hotels.com and on KFin's website viz. <https://evoting.kfintech.com> and the same shall also be communicated to National Stock Exchange of India Limited and BSE Limited on or before Monday, December 16, 2024.

SPECIAL BUSINESS

- 1. To consider and approve the appointment of Mr. Shwetank Singh (DIN: 02976637) as Director of the Company:**

To consider and, if thought fit, to approve, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Shwetank Singh (DIN: 02976637) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 24, 2024 based on the recommendation of the Compensation, Nomination and Remuneration Committee, and who holds office up to the date of the ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and who is eligible for appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Directors of the Company, Chief Financial Officer and Company Secretary be and are hereby severally authorised to make necessary applications, file necessary forms and to sign and submit any other documents or papers with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

2. To consider and approve the appointment of Mr. Shwetank Singh (DIN: 02976637) as an Executive Director of the Company for a period of three years:

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

“RESOLVED THAT pursuant to Sections 2(51), 149, 152, 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable in accordance with the provisions of the Articles of Association of the Company and the recommendation of the Compensation, Nomination and Remuneration Committee, the approval of the Board of Directors of the Company and subject to necessary approval(s), consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Shwetank Singh (DIN: 02976637) as an Executive Director of the Company (being a Director liable to retire by rotation), for a period of three years with effect from October 24, 2024, upon such terms and conditions, including remuneration, mentioned in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall include the Compensation, Nomination and Remuneration Committee) of the Company to alter and vary the same from time to time.

RESOLVED FURTHER THAT in the event of absence of profits or inadequate profits in any financial year during the term of appointment of Mr. Shwetank Singh as an Executive Director, consent of the Members be and is hereby accorded pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V of the Act, including any amendment thereto from time to time, for payment of salary, perquisites and statutory benefits, as approved by the Members (as more particularly set out in the Explanatory Statement which forms a part of this resolution) as minimum remuneration with the liberty to the Board thereof to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to an Executive Director, subject to receipt of requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approvals / consents as may be required in this regard including to amend, alter, modify or otherwise vary the terms and conditions of appointment and remuneration of Mr. Shwetank Singh.

RESOLVED FURTHER THAT the Directors of the Company, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution, including filing of the necessary forms with the Registrar of Companies, Mumbai / Ministry of Corporate Affairs and intimating any other concerned authority or such other regulatory body and for matters connected therewith or incidental thereto.”

3. To consider and approve raising of funds through issue of Debt securities on a Private Placement basis:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and any other applicable SEBI Rules and Regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), in accordance with the provisions of the Memorandum and Articles of Association of the Company, subject to necessary approval(s) and/or sanction(s), if any, of the appropriate authorities as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to offer, invite subscription(s) and issue Cumulative / Non-Cumulative, Listed or Unlisted, Secured, Redeemable, Non-Convertible Debentures / or other Debt securities (‘Debt Instruments’) on a private placement basis, in one or more series / tranches during a period of one year from the date of passing this resolution, upto an amount not exceeding Rs.600 Crore in the aggregate, to such person or persons, including one or more companies, bodies corporate, statutory corporations, commercial banks, lending agencies, domestic / international financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board may so decide, for cash either at par, premium or discount to the face value and on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debt Instruments be issued, the consideration for the issue, utilization of issue proceeds and all matters connected with or incidental thereto and that such borrowing is within the overall borrowing limits as approved by the Members of the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or Officers authorized by them in this regard be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary pre and post issue, in respect of issue of Debt Instruments, including but not limited to number of issues / tranches, face value, issue price / consideration, issue size, timing, amount, tenor, method of issuance, security / charge creation, coupon / interest rate(s), yield, listing, allotment, utilization and other terms and conditions of issue of the Debt Instruments as deemed proper and most beneficial to the Company, and all matters connected with or incidental thereto and to select, appoint and finalize the remuneration of various agencies associated with the issue of Debt Instruments as they may, in their absolute discretion, deem necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Directors of the Company, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications and documents that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution, including filing of the necessary forms with the Registrar of Companies, Mumbai / Ministry of Corporate Affairs and intimating any other concerned

authority or such other regulatory body and for matters connected therewith or incidental thereto.”

4. To consider and approve alteration of Articles of Association of the Company:

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

“RESOLVED THAT in accordance with the provisions of Section 5, Section 14 and Section 15 of the Companies Act, 2013 and other applicable provisions, if any, and the Rules made thereunder including any statutory amendment(s) or modification(s) thereto from time to time, subject to necessary approval(s), approval of the Members be and is hereby accorded for alteration of Articles of Association of the Company by substituting Clause 23(t) in the Articles of Association of the Company with respect to the appointment of Nominee Director, as mentioned below:

23 (t). Nominee Directors*

- (i) Whenever the Board enters into a contract with any lenders / debenture trustee in connection with borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders / debenture trustee shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement / facility agreement / debenture trust deed.

Further, the Board shall, upon receipt of a notice, or nomination, from a trustee/debenture trustee in pursuance of any agreement/deed or provisions of any law for the time being in force, appoint a person nominated by such trustee/debenture trustee in accordance with inter alia the agreement/deed read with the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (each as amended from time to time), as a Nominee Director on the Board of the Company (‘Nominee Director/Lender Nominee’), at the earliest and within the timelines provided in the agreement/deed read with the Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (each as amended from time to time) and other applicable provisions or regulations and modifications including any amendments thereto.

The nominee director representing lenders / debenture trustee(s) shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders / debenture trustee(s) entitled to appoint or nominate them and such lenders / debenture trustee(s) may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders or until the redemption of such non-convertible debentures.

- (ii) The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders.
- (iii) Provided that if any such nominee director is an officer of any of the lenders / debenture trustee(s), the sittings fees in relation to such nominee director shall also accrue to the lenders / debenture trustee(s) concerned and the same shall accordingly be paid by the Company directly to that lenders / debenture trustee(s).
- (iv) Any expenditure that may be incurred by the lenders or debenture trustee(s) or the nominee director in connection with the appointment or directorship shall be borne by the Company.
- (v) The nominee director shall be entitled to receive all notices, agenda, minutes, etc., and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member.
- (vi) If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders / debenture trustee(s) may depute an observer to attend the meeting. The expenses incurred by the lenders / debenture trustee(s) in this connection shall be borne by the Company.

RESOLVED FURTHER THAT the Directors of the Company, Chief Financial Officer and Company Secretary be and are hereby severally authorised to make necessary applications, file necessary forms and to sign and submit any other documents or papers with the Registrar of Companies, Mumbai / Ministry of Corporate Affairs and to do all such acts, deeds and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

Registered Office:

Raheja Tower, Plot No. C-30, Block G,
Next to Bank of Baroda, Bandra Kurla
Complex, Bandra East, Mumbai 400051.

By Order of the Board of Directors,
For **Chalet Hotels Limited**

Date: October 24, 2024
Place: Mumbai

Sd/
Christabelle Baptista
Company Secretary and Compliance Officer
Membership Number: A17817

EXPLANATORY STATEMENT/STATEMENT SETTING OUT ALL MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

Item Numbers 1 and 2:

Mr. Shwetank Singh (DIN: 02976637) was appointed as the Chief Growth & Strategy Officer of the Company with effect from August 2, 2023. He is also a member of the Senior Management as per Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Mr. Singh has more than 25 years of experience including 15 years of experience and expertise in the hospitality and real estate industry. The Compensation, Nomination & Remuneration Committee recommended and the Board of Directors approved the appointment of Mr. Shwetank Singh as an Executive Director at their meetings held on October 24, 2024 for a period of three years effective October 24, 2024, subject to approval of the Members of the Company.

Pursuant to the provisions of Section 161(1) of the Act, Mr. Shwetank Singh shall hold office up to the date of the ensuing Annual General Meeting proposed to be held in the Financial Year 2025-26. Additionally, as per Regulation 17 (1C) of the Listing Regulations, appointment or re-appointment of a person on the Board of Directors, shall be approved by the shareholders at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Shwetank Singh as an Executive Director of the Company for a period of three years and remuneration payable in such capacity. The Board considers that the appointment will be in the best interest and beneficial to the Company's operations and growth.

Brief profile of Mr. Shwetank Singh:

Mr. Singh has 25 years of experience with expertise in hospitality, real estate, strategy management and business operations. He holds a bachelor's degree from the Indian Institute of Technology (IIT), combined with an MBA in Finance & Marketing from the Faculty of Management Studies (FMS).

Prior to joining Chalet, Mr. Singh held key leadership positions at globally recognized organizations, with the latest being Golden Sands LLC in Dubai, where he was responsible for overseeing the asset management of esteemed hospitality brands such as Hilton, Marriott and Taj. He has also worked with Interglobe Hotels as the Vice President of Development & Asset Management. Earlier in his career, he gained valuable experience with distinguished companies, including Tata Steel, Citi Financial, IIDC and Premier Inn.

The terms of appointment and details of proposed remuneration in respect of Mr. Shwetank Singh as an Executive Director are as follows:

A. Tenure: Three years w.e.f. October 24, 2024 till October 23, 2027.

B. Nature of Duties:

- i. The Executive Director shall devote his whole time and attention to the business of the Company and employ the best of his skill and ability and make his utmost endeavour to promote the business, interests and welfare of the Company, carry out such duties, as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned by

the Board from time to time by serving on the Boards of subsidiaries or any other executive body or any Committee of the Company.

- ii. The Executive Director shall not exceed the powers that may be delegated by the Board pursuant to Clause B(i).

C. Remuneration: The remuneration payable to Mr. Singh as an Executive Director and the ceiling thereon, as per recommendation of the Compensation, Nomination and Remuneration Committee is as follows:

	Salary per annum	Ceiling
I. Salary, Statutory Bonus & Perquisites	Rs.2,94,25,000	Rs.8,00,00,000**
II. Performance Bonus*	Rs.25,00,000	
Total	Rs.3,19,25,000	

* Performance Bonus, if any, may be paid, based on the approval of the Compensation, Nomination and Remuneration Committee at its discretion.

** including Performance Bonus

III. ESOPs Granted:

Mr. Shwetank Singh has been granted 3,03,738 Options pursuant to the CHL Employee Stock Option Plan 2023 (each option is exercisable into 1 Equity Share of Face Value of Rs.10 each).

It is clarified that value of options granted / to be granted to Mr. Shwetank Singh, from time to time, shall not be considered while computing the overall remuneration as mentioned in (I) above.

IV. The Executive Director shall be entitled to annual increments as may be decided by the Board or any Committee thereof.

V. The valuation of perquisites shall be as per the Income Tax Rules and wherever no method of valuation is prescribed therein, the same shall be valued at cost.

VI. The terms and conditions of the said appointment may be altered and varied from time to time by the Board (including any Committee thereof), as it may, in its discretion, deem fit in such manner as may be agreed between the Board and Mr. Singh, subject to such statutory approvals as may be required.

D. The Company shall pay or reimburse actual entertainment and travelling expenses incurred by the Executive Director in connection with the Company's business.

E. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payment and encashment of leave, as per the service rules of the Company, shall be in addition to the above Remuneration.

F. Other Terms and Conditions:

- i. All personnel policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to Mr. Singh, unless specifically provided otherwise.
- ii. Mr. Shwetank Singh is appointed as a Director by virtue of his employment in the Company and the appointment shall be subject to the provisions of Section 164 of the Act.

- iii. The terms and conditions of the said appointment may be altered and varied from time to time by the Board or a Committee thereof, as it may, in its discretion, deem fit, in such manner and may be agreed between the Board and Mr. Singh, subject to such approvals as may be required.
- iv. The appointment may be terminated either by Mr. Singh or by the Company by giving 90 days' notice in writing.
- v. Mr. Singh shall continue in the said capacity as long as the Board of Directors deems fit. The termination of his employment for whatever reason shall automatically and forthwith result in the termination of his appointment as the Executive Director of the Company.
- vi. Upon termination, by whatsoever means, of his employment:
 - a. Mr. Singh, shall immediately tender his resignation from office as Director of the Company and from such offices held by him in any subsidiaries and associate companies and other entities without claim of compensation for loss of office and in the event of his failure to do so, the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation(s) to the Company and each of its subsidiaries and associate companies of which he is at the time Director or officer.
 - b. Mr. Shwetank Singh, shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.

Mr. Singh satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for appointment.

Mr. Singh is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, Mr. Singh has submitted and the Company has received all the required disclosures as mentioned below:

- (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.
- (iii) disclosure in Form MBP-1 pursuant to Section 184 of the Act and Rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014 with respect to his interest in other entities.

As per the requirement of Section 190 of the Act, the agreement to be entered into between Mr. Shwetank Singh and the Company, setting out the terms of his appointment shall be available for inspection at the Registered Office of the Company. Disclosure as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of Listing Regulations are provided as Annexure I and the information as required to be disclosed in accordance with the provisions of Section II of Part II of Schedule V of the Act is provided as Annexure II to the Explanatory Statement respectively.

The Company confirms that it has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors.

Except for Mr. Shwetank Singh and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolutions at Item Numbers 1 and 2 of the accompanying Notice.

The Board recommends passing of the resolutions as set out in Item Numbers 1 and 2 of the accompanying Notice as an Ordinary Resolution and a Special Resolution respectively.

Item Number 3:

The Company is considering raising of funds by way of issue of Cumulative / Non-Cumulative, Listed or Unlisted, Secured, Redeemable, Non-Convertible Debentures or other Debt securities ('Debt Instruments'), in one or more tranches on a Private Placement basis, pursuant to the provisions of Sections 23, 42 and 71 of the Act and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, read with applicable Rules and Regulations made thereunder.

The Board of Directors of the Company at its Meeting held on October 24, 2024 had accorded its approval for issue of Debt Instruments upto an amount not exceeding Rs.600 Crore in the aggregate on a Private Placement basis. The said Debt Instruments will be issued to identified persons as may be decided by the Board to be utilised, inter-alia, towards general corporate purposes, construction expenses of the Company and its subsidiaries, expansion plans including direct or indirect acquisitions, operational liquidity and working capital requirements, payment of fees and expenses in connection with the issue and refinancing high-cost debt. The net proceeds may also be utilized in the interim in cash equivalent investments, fixed deposits or mutual funds.

The borrowing limits under Section 180(1)(c) of the Act as approved by the Members of the Company at its Annual General Meeting held on June 13, 2018 is Rs.5,000 Crore. As on March 31, 2024, the total debt of the Company is Rs.2,476 Crore excluding the borrowing of its subsidiaries.

The said Debt Instruments are proposed to be issued to such person or persons, including one or more companies, bodies corporate, statutory corporations, commercial banks, lending agencies, domestic / international financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board / Committee of Directors may decide so, for cash either at par, premium or discount to face value and on such other terms and conditions as the Board/Committee may, from time to time, determine and consider proper and most beneficial to the Company.

Approval of the Members is being sought by way of a Special Resolution to enable the Company to offer or invite subscriptions of Debt Instruments on a Private Placement basis, in one or more tranches, during the period of one year from the date of passing of the resolution at Item Number 3, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Promoters, members of the Promoter Group, Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the aforesaid resolution as set out in Item Number 3 of the accompanying Notice as a Special Resolution.

Item Number 4:

The Board of Directors has approved raising of funds by way of issue of Cumulative / Non-Cumulative, Listed or Unlisted, Secured, Redeemable, Non-Convertible Debentures ('NCDs') or other Debt securities through Private Placement on October 24, 2024 as mentioned in Item Number 3 of this Notice, subject to Members' approval. Further, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 require the Articles of Association to contain provisions requiring the Board of Directors to appoint a person nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993 as a director on its Board in the event of: (i) two consecutive defaults in payment of interest to the debenture holders; or (ii) default in creation of security for debentures; or (iii) default in redemption of debentures.

Accordingly, it is proposed to seek approval of the Members of the Company by way of Special Resolution as per the provisions of Section 14 of the Act with respect to the said alteration and substitution of Clause 23(t) of the Articles of Association in connection with issue of the proposed NCDs. The same has been approved by the Board of Directors of the Company on October 24, 2024.

The draft of the amended Articles of Association proposed for approval shall be made available on receipt of a request from the Members of the Company and shall also be available for inspection at the Registered Office of the Company during business hours.

None of the Promoters, members of the Promoter Group, Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the aforesaid resolution as set out in Item Number 4 of the accompanying Notice as a Special Resolution.

Registered Office:

Raheja Tower, Plot No. C-30, Block G,
Next to Bank of Baroda, Bandra Kurla
Complex, Bandra East, Mumbai 400051.

Date: October 24, 2024

Place: Mumbai

By Order of the Board of Directors,
For **Chalet Hotels Limited**

Sd/-
Christabelle Baptista
Company Secretary and Compliance Officer
Membership Number: A17817

Annexure I

Details of Director seeking appointment at a General Meeting pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India

Name of Director	Mr. Shwetank Singh
DIN	02976637
Type of Directorship	Executive Director
Date of Birth	January 7, 1975
Age	49 years
Date of first appointment on the Board (current term)	October 24, 2024 (as Additional Director and Executive Director)
Qualifications	B.Tech from IIT and MBA - Finance & Marketing from Faculty of Management Studies (FMS)
Experience and Expertise in Specific Functional Areas	<p>Mr. Shwetank Singh has 25 years of experience with expertise in hospitality, real estate, strategy management and business operations. He holds a bachelor's degree from the Indian Institute of Technology (IIT), combined with an MBA in Finance & Marketing from the Faculty of Management Studies (FMS).</p> <p>Prior to joining Chalet, Mr. Singh held key leadership positions at globally recognized organizations, with the latest being Golden Sands LLC in Dubai, where he was responsible for overseeing the asset management of esteemed hospitality brands such as Hilton, Marriott and Taj. He has also worked with Interglobe Hotels as the Vice President of Development & Asset Management. Earlier in his career, he gained valuable experience with distinguished companies, including Tata Steel, Citi Financial, IIDC and Premier Inn.</p>
Terms & Conditions relating to appointment including proposed Remuneration	As per the Resolution at Item Numbers 1 and 2 of the Notice read with Explanatory Statement thereto.
Remuneration for the year 2023-24	Rs.2,29,51,677 (exclusive of ESOP expense of Rs.2,61,38,952)
Number of Board Meetings attended during the year 2023-24	N.A.
Directorships of other Boards	None
Membership / Chairpersonship of Committees of other Boards / LLPs	Designated Partner of Ayushi and Poonam Estates LLP, as a nominee on behalf of Chalet Hotels Limited.
Listed entities from which the Director resigned in the past 3 years	None
Shareholding in the Company	<p>None</p> <p>ESOP: - 3,03,738 Options in respect of 3,03,738 Equity Shares have been granted under CHL Employee Stock Options Plan 2023</p>
Significant Beneficial Ownership	NIL
Relationship with other Directors / Key Managerial Personnel	Mr. Shwetank Singh is not related to any of the Directors or Key Managerial Personnel of the Company.

I. General information:

Nature of industry	Hospitality / Real Estate Development		
Date or expected date of commencement of commercial production	The Company was incorporated on January 6, 1986 and has already commenced its operations.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (The Company is an existing Company).		
Financial performance based on given indicators	Financial Performance for last 3 years is given as under:		
	Financial Year	Gross Turnover	Profit / (Loss) after Tax
	2023-24	Rs.14,172.52 million	Rs.2,781.81 million
	2022-23	Rs.11,284.67 million	Rs.1,832.90 million
	2021-22	Rs.5,078.07 million	(Rs.814.69 million)
Foreign investments or collaborations, if any	There have been no foreign investments or collaborations by the Company.		

II. Information about the appointee:

Background details	<p>Mr. Shwetank Singh has 25 years of experience with expertise in hospitality, real estate, strategy management and business operations. He holds a bachelor's degree from the Indian Institute of Technology (IIT), combined with an MBA in Finance & Marketing from the Faculty of Management Studies (FMS).</p> <p>Prior to joining Chalet, Mr. Singh held key leadership positions at globally recognized organizations, with the latest being Golden Sands LLC in Dubai, where he was responsible for overseeing the asset management of esteemed hospitality brands such as Hilton, Marriott and Taj. He has also worked with Interglobe Hotels as the Vice President of Development & Asset Management. Earlier in his career, he gained valuable experience with distinguished companies, including Tata Steel, Citi Financial, IIDC and Premier Inn.</p>
Past remuneration	Rs.2,29,51,677 for FY 2023-24. Further, ESOP expenses of Rs.2,61,38,952 has been recognized during the Financial Year ended on March 31, 2024.
Recognition or awards	-
Job profile and his suitability	Considering his qualifications, industry expertise and experience, Mr. Singh is suitable for duties and responsibilities to be discharged as an Executive Director of the Company.
Remuneration proposed	As per the resolutions at Item Number 1 and 2 of the Notice read with Explanatory Statement thereto.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration paid to Mr. Singh is considered to be commensurate with the size and scale of the Company's operations as well as counterparts from the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	None

III. Other Information:

Reasons of loss or inadequate profits	Nil
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	Not Applicable

IV. Disclosures:

All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors	As per Explanatory Statement of Item Numbers 1 and 2
Details of fixed component and performance linked incentives along with the performance criteria	As per Explanatory Statement of Item Numbers 1 and 2
Service contracts, notice period, severance fees	The contract of the Executive Director is for a period of three years and is terminable by giving 90 days' notice from either side. The term is subject to retirement by rotation, in accordance with the provisions of the Act. There is no separate provision for payment of severance fees.
Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Mr. Shwetank Singh has been granted 3,03,738 Stock Options under the CHL Employee Stock Option Plan 2023. The exercise price for the said Stock Options shall be average of the closing share price of two weeks of the Company prior to the date of grant by the Company on the recommendation by the Compensation, Nomination and Remuneration Committee. Option granted under the Plan shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 3 (Three) years from the date of Grant. The Exercise Period in respect of a Vested Option shall be a maximum period of 5 (Five) years from the date of Vesting of Options.

NOTES FOR MEMBERS:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ('the Act') and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice ('Notice') is annexed to the accompanying Notice.
2. The Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Depository Participants and whose names appear in the Register of Members and/or in the List of Beneficial Owners of the Company received from the Depositories as on Friday, November 8, 2024 ("Cut-off Date").
3. Members may note that the Notice will also be available on the website of the Company at www.chalet-hotels.com, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com, and on the website of KFin Technologies Limited ('KFin') at <https://evoting.kfintech.com>.
4. In compliance with Section 108 and Section 110 of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by KFin. Members can vote only through the Remote E-voting and are requested to read the instructions given herein. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 8, 2024 i.e. Cut-off date, will be considered for the purpose of Remote E-voting.
5. The voting rights for Equity Shares is one vote per Equity Share, registered in the name of the Members as on the Cut-off date i.e. Friday, November 8, 2024. A person who is not a shareholder on the relevant date should treat this Notice for information purposes only.
6. The Members may note that Remote E-voting commences on **Thursday, November 14, 2024 at 9.00 a.m. (IST)** and ends on **Friday, December 13, 2024 at 5.00 p.m. (IST)**. Members are requested to cast their vote through the Remote E-voting process **not later than 5.00 p.m. (IST) on Friday, December 13, 2024** to be eligible for being considered for Remote E-voting. The Remote E-voting module shall be disabled by KFin thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. Relevant documents referred to in the Postal Ballot Notice shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on the requests received at companysecretary@chalet-hotels.com mentioning their name, DP ID and Client ID, until the last date for receipt of votes through Remote E-voting.

8. Members who have not registered their e-mail address with the Depositories are requested to register their e-mail address by contacting their respective Depository Participants.
9. In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, demat account holders are being provided a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
10. The procedure for Remote E-voting is annexed herewith.
11. In case of any query and / or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting User Manual available at the Downloads section at <https://evoting.kfintech.com> (KFin Website) or contact Mr. Umesh Pandey, Senior Manager (Unit: Chalet Hotels Limited) of KFin at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 or email at einward.ris@kfintech.com or call KFin's toll free no. 1800-309-4001 for any further clarifications.
12. Non-individual Members (i.e. Corporate / Institutional Members other than Individuals, HUF, NRI, etc.) intending to vote through their Authorized Representatives are requested to send a scanned copy (jpeg/pdf format) of the Board Resolution / Authority Letter authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, certified to be true, to the Scrutiniser at e-mail address: scrutinisers@mmjc.in with a copy marked to evoting@kfintech.com and companysecretary@chalethotels.com. The scanned copy of the above-mentioned documents should be named in the format "CHALET HOTELS LIMITED_EVEN 8498".
13. The Company has appointed Mr. Saurabh Agarwal (Membership No: F9290) and in his absence, Mr. Omkar Dindorkar (Membership No: A43029), Partners of M/s. MMJB & Associates LLP, Company Secretaries, Mumbai, to act as Scrutinisers to scrutinise the Remote E-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose.
14. The Scrutiniser shall, immediately after the conclusion of the Remote E-voting period unblock the votes cast, in the presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or any person authorised by him, who shall countersign the same.
15. The Scrutiniser will submit his report to the Chairman or in his absence to any other person authorised by the Chairman, after the completion of scrutiny, and the results of voting by Postal Ballot through the Remote E-voting process will be announced by the Chairman or the person duly authorised, on or before Monday, December 16, 2024.

16. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for Remote E-voting, i.e. **Friday, December 13, 2024**, as if it has been passed at a General Meeting of the Members.
17. The result on resolutions shall be declared not later than 2 working days of the conclusion of the Remote E-voting on the Postal Ballot and the resolutions will be deemed to have been passed on the date of conclusion of the Remote E-voting period. The resolutions will be considered to be passed as if they have been passed at a General Meeting of the Members, subject to receipt of the requisite number of votes in favour of the resolutions.
18. The results declared along with the Scrutiniser's Report will be displayed on the website of the Company (www.chalet-hotels.com), besides being communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and on the website of Registrar and Share Transfer Agent i.e. KFin at <https://evoting.kfintech.com> within 2 working days of the conclusion of the e-voting period.

Instructions for Voting through electronic means (Remote E-voting):

1. In compliance with the provisions of Section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed by means of Postal Ballot to be considered by electronic means i.e. through Remote E-voting.
2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 8, 2024 ('the Cut-off date'), shall be entitled to vote in respect of the shares held, by availing the facility of Remote E-voting. Any person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled for all the **individual Demat Account holders**, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants ('DPs') in order to increase the efficiency of the voting process.
4. Individual Demat Account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
5. The period of remote e-voting commences on Thursday, November 14, 2024 at 9:00 a.m. (IST) and ends on Friday, December 13, 2024 at 5:00 p.m. (IST). The Remote E-voting module shall be disabled by KFin Technologies Limited ('KFin') thereafter for e-voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
6. The details of the process and manner for Remote e-Voting and attending the AGM are explained herein below:

Option 1: Access **Depositories e-Voting system** in case of **individual shareholders** holding shares in demat mode.

Option 2: Access **KFin e-Voting system** in case of **non-individual shareholders** holding shares in demat mode.

Option 1: Login method for Remote e-Voting for INDIVIDUAL SHAREHOLDERS holding securities in demat mode.

Type of shareholders	Login Method
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. Member already registered for IDeAS (Internet Based Demat Account Statement) facility of NSDL: <ul style="list-style-type: none"> - Visit URL: https://eservices.nsdl.com - Under 'IDeAS' section, click on the "Beneficial Owner" icon under "Login". - Enter User ID and Password and post successful authentication, click on "Access to e-Voting". - Click on the name of the Company or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the Remote E-Voting period. 2. Members not registered for IDeAS e-Services: <ul style="list-style-type: none"> - To register, click on link https://eservices.nsdl.com - Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. - Follow steps given in Point 1. 3. Alternatively, by directly accessing the e-Voting website of NSDL: <ul style="list-style-type: none"> - Visit URL: https://www.evoting.nsdl.com/ - 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. - Post successful authentication, you would be requested to select the name of the Company and the e-Voting Service Provider's name, i.e. KFinTech. - On successful selection, you will be redirected to KFin's e-Voting page for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest: <ul style="list-style-type: none"> - Visit URL: https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on "New System Myeasi". - Login with your registered User ID and Password. - The Member will see the e-Voting menu. The menu will have links of ESP i.e. KFin's e-Voting portal. - Click on e-Voting Service Provider's name to cast your vote. 2. Members not registered for Easi / Easiest: <ul style="list-style-type: none"> - Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration - Proceed with completing the required fields. - Follow the steps given in Point 1 above. 3. Alternatively, by directly accessing the e-Voting website of CDSL: <ul style="list-style-type: none"> - Visit URL: www.cdslindia.com - Provide your Demat Account Number and PAN. - System will authenticate the details of the Member by sending OTP on registered mobile and email address, as recorded in the Demat Account. - After successful authentication, the Member will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.

Individual Shareholder login through their Demat Accounts / website of Depository Participant	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your Demat Account through your DP registered with NSDL / CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Click on e-Voting option and you would be redirected to NSDL / CDSL Depository website after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against Company's name or e-Voting Service Provider KFintech and you will be redirected to e-Voting website of KFin for casting your vote during the Remote e-Voting period without any further authentication.
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Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password options available at respective websites.

The details of the helpdesk for Individual Shareholders for any technical issues related to login through Depository i.e. NSDL and CDSL are mentioned below:

Login type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free number 1800 1020 990 and 1800 22 44 30 .
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 .

Option 2: Login method for e-Voting for shareholders OTHER THAN INDIVIDUAL (NON-INDIVIDUAL) SHAREHOLDERS holding securities in demat mode.

A. Members whose Email IDs are registered with the Company / DPs, will receive an email from KFin which will include details of E-Voting Event Number (EVEN), User ID and Password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- Enter the login credentials (i.e., User ID and Password). Your DP ID and Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and Password for casting your vote.
- After entering these details appropriately, Click on 'LOGIN'.
- You will now reach 'Password Change Menu' wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one uppercase (A-Z), one lowercase (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 such as mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You will need to login again with the new credentials.
- On successful login, the system will prompt you to select the 'EVEN' i.e., 'Chalet Hotels Limited - 8498'.

B. Members whose Email IDs are not registered with the Company / DPs and consequently have not received the Postal Ballot Notice and e-voting instructions will have to follow the following process:

- i. Members who have not registered their email address and consequently have not received the Postal Ballot Notice and e-voting instructions may send an email to companysecretary@chalethotels.com for the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID. In case of any queries, Members may write to einward.ris@kfintech.com.
- ii. Alternatively, Members may send an e-mail request at einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested copy of PAN and copy of Client Master for sending the Postal Ballot Notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all the steps mentioned below to cast your vote by electronic means.

Once the Members have logged in by using either of Option 1 or Option 2, as applicable, they are required to follow the instructions given below:

7. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' 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 on the cut-off date, i.e. Friday, November 8, 2024. You may also choose the option 'ABSTAIN'. If the Member does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either heads.
8. Members holding multiple Demat Accounts shall carry out the e-voting process separately for each Demat Account.
9. Voting has to be done for each Resolution stated in the Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
10. You may then cast your vote by selecting an appropriate option and clicking on 'SUBMIT'.
11. Thereafter, a confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify or change the votes cast. However, Members can login any number of times inspite of having voted on all the Resolutions.
12. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (pdf format) of the Board Resolution / Authority Letter etc., certified to be true, to the Scrutiniser at e-mail ID: scrutinisers@mmjc.in with a copy marked to evoting@kfintech.com and companysecretary@chalethotels.com. The scanned copy of the above-mentioned documents should be named in the format "CHALET HOTELS LIMITED_EVEN 8498".

13. Other Instructions:

Further, any person may obtain the ‘User ID’ and ‘Password’ in the manner mentioned below:

- i. where the mobile number of the Member is registered against DP ID and Client ID, the Member may send an SMS: MYEPWD (E-Voting Event Number) + DP ID and Client ID to 9212993399. For example
 - NSDL: MYEPWD IN12345612345678
 - CDSL: MYEPWD 1402345612345678
- ii. where e-mail address or mobile number of the Member is registered against DP ID and Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click “Forgot Password” and enter DP ID & Client ID and PAN to generate a password.

In case the Member is already registered with KFin for remote e-Voting then they can use their existing User ID and Password for logging in and casting their vote.

KFin shall endeavour to send User ID and Password to those new Members whose e-mail address is available.

Members can also reach out to KFin’s toll free number **1800-309-4001** OR send an e-mail request to einward.ris@kfintech.com.
