

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



ASIAN HOTELS (NORTH) LIMITED

AHL/CS/1013/2023
20th November, 2023

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 9th November, 2023 along with explanatory statement as sent to the Members of the Company on 20th November, 2023, 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 re-appointment of Mr. Sanjeev Agarwala (DIN: 09342150) as an Independent Director of the Company to hold the office for a second term of 6 (six) months w.e.f. 4th October, 2023 to 3rd April, 2024.

In compliance with the provisions of the General Circulars Nos. 14/2020 dated 8th April, 2020, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 respectively and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 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,**



OWNERS OF:



HYATT
REGENCY
DELHI

ASIAN HOTELS (NORTH) LIMITED

the 17th November, 2023 (the cut-off date), seeking their approval as set out in the Postal Ballot Notice.

The remote e-voting period commences on **Tuesday, the 21st November, 2023 at 9.00 a.m. (IST)** and ends on **Wednesday, the 20th December, 2023 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 20th December, 2023, 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 Agents) for providing remote e-voting facility to its members. The Postal Ballot Notice along with the 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**



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 8th April, 2020, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 respectively and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 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 Resolution 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:

1. Re-appointment of Mr. Sanjeev Agarwala (DIN: 09342150) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“Act”), and the rules made thereunder read with Schedule IV of the Act and applicable regulations 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 and Remuneration Policy, recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors of the Company, Mr. Sanjeev Agarwala (DIN: 09342150), Independent Director of the Company, who has submitted his declaration that he meets the criteria

for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a second term of 6 (six) months w.e.f. 4th October, 2023 to 3rd April, 2024.

RESOLVED FURTHER THAT any of the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things 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 to give effect to the aforesaid resolution.”

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

Place: New Delhi
Date: 09.11.2023

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 17th November, 2023 “cut-off date” and have their email addresses registered with the Company/Depositories. A person who is not a members 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.asianhotelsnorth.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 namely KFin Technologies Ltd. (RTA) at www.kfintech.com.

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. KFin Technologies Limited (‘KFinTech’) will be providing 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. Amritesh Jatia, Chairman & Managing Director and Mr. Tarun Srivastava, Company Secretary and Compliance Officer as the persons 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 (to be published on 21st November, 2023)
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 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. 20th December, 2023. 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: 21st November, 2023 from 0900 Hours (IST).
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 20th December, 2023 upto 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. Shashi Kant Tiwari, 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> <ol style="list-style-type: none"> I. URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting. 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 	<p>1. Existing user who have opted for Easi /Easiest</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.

<p>period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsd.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.nsd.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.nsd.com/</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>	<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/myeasi/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>
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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
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	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.

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. 7762.”

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. 17th November, 2023, 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 inward.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 17th November, 2023 (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. 17th November, 2023.

13. The remote e-voting period commences on 21st November, 2023 at 9.00 a.m (IST) and ends on 20th December, 2023 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, at its meeting held on 9th November, 2023, has appointed Mr. Rupesh Agarwal, Managing Partner (Membership No. ACS 16302), failing him Mr. Shashikant Tiwari, Partner (Membership No. FCS 11919), 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 casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, 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 any other person authorised by the Chairman in writing for this purpose on or before Friday, 22nd December, 2023 at the registered office of the Company at Bhikaji Cama Place, M. G. Marg, New Delhi – 110066

16. The result of the Postal Ballot 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. 20th December, 2023.
18. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from 1st April, 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 2nd December, 2020 had fixed 31st March, 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 24th January, 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 recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January, 2022, any service requests or complaints received from the Shareholder, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1st January, 2024 in case any of the above cited documents/details are not available in the folio(s), RTA shall be constrained to freeze such folio(s).

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

ITEM NO. 1

The Members of the Company had at their Annual General Meeting held on 28th September, 2022 approved the appointment of Mr. Sanjeev Agarwala (DIN: 09342150), as Non-Executive Independent Director of the Company to hold office for a term of 2 (two) consecutive years with effect from 4th October, 2021. The first term of his appointment was completed on 3rd October, 2023.

Pursuant to Section 149(10) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Accordingly, the Board of Directors of the Company on 15th September, 2023 by Circular Resolution No. 2/2023-24, on recommendation of the Nomination and Remuneration Committee, in terms of Section 149 read with Schedule IV of the Act, and relevant Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), re-appointed Mr. Sanjeev Agarwala (DIN: 09342150) subject to the approval of the members of the Company, as Non-Executive Independent Director of the Company for a second term of 6 (six) months, with effect from 4th October, 2023 to 3rd April, 2024 as set out in the resolution relating to his re-appointment.

The Company has received notice under Section 160 of the Act, from member signifying intention to propose the candidature of Mr. Sanjeev Agarwala for the office of an Independent Director of the Company. Further the Company has also received the consent from Mr. Sanjeev Agarwala to act as an Independent Director 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 Listing Regulations

The Board on the basis of the performance evaluation of Mr. Sanjeev Agarwala done by the Nomination and Remuneration Committee recommended his re-appointment for a second term of 6 months. The performance evaluation report of Mr. Sanjeev Agarwala has been satisfactory. Mr. Sanjeev Agarwala, proposed to be re-appointed as aforesaid, effectively participated in discussions on various agenda items, provided independent judgments wherever required, his views, expertise and suggestions were of immense benefit to the Company. The Board is of the opinion that Mr. Sanjeev Agarwala continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

In the opinion of the Board, Mr. Sanjeev Agarwala fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

Mr. Sanjeev Agarwala is qualified and registered with the Indian Institute of Corporate Affairs, Govt. of India, to act as an Independent Director. He is an industry veteran with over 31 years of experience. His core strengths include Hospitality, Fund raising in equity and debt capital markets, private Equity, investments, derivatives, as well as mergers and acquisitions.

A copy of the draft letter for the appointment of Mr. Sanjeev Agarwala 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 05.00 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.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 1 of the Notice for re-appointment of Mr. Sanjeev Agarwala as an Independent Director on the Board of the Company.

None of the Directors except Mr. Sanjeev Agarwala, Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the special resolution set out at Special Business Item No. 1 of the Notice. The Board recommends the Special Resolution as set out in item no. 1 for approval of the Members.

Detailed Profile of Director seeking re-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

Particulars	Mr. Sanjeev Agarwala
DIN	09342150
Date of Birth	15.03.1966
Age	57 years
Nationality	Indian
Qualification	CA & CPA
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	Mr. Sanjeev Agarwala 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. He is an industry veteran with over 31 years of experience. His core strengths include Hospitality, Fund raising in equity and debt capital markets, private Equity, investments, derivatives, as well as mergers and acquisitions.
Terms and Conditions of Appointment / Reappointment	As disclosed in explanatory statement at item no. 1
Existing and Proposed Remuneration (including sitting fees, if any)	Rs. 4,50,000 and will be paid sitting fee for attending meetings of the Board & Board Committees
Date of first appointment on the Board	04.10.2021
Shareholding in the Company as on 31st March 2023 including shareholding as a beneficial owner	Holding 17,000 equity shares
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	4 out of 4
Directorships in Listed Entities	1. Asian Hotels (North) Limited

as on 31st March 2023	
Directorships in other Indian Unlisted Companies as on 31st March 2023	None
Details of Listed Companies from which the Director resigned in the past three years i.e FY 2020-21, FY 2021-22 and FY 2022-23	None
Membership/ Chairmanship of Committees in Listed Companies as on 31st March 2023	1. Asian Hotels (North) Limited- Chairman of Audit Committee and Member of Stakeholders Relationship Committee
Membership/ Chairmanship of Committees in Indian Unlisted Companies as on 31st March 2023	None

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

Place: New Delhi
Date: 9th November, 2023

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