

ASIAN HOTELS (NORTH) LIMITED

RECORDED TRANSCRIPT OF THE 39TH ANNUAL GENERAL MEETING OF ASIAN HOTELS (NORTH) LIMITED HELD ON THURSDAY, THE 24TH DECEMBER, 2020 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS AT ITS REGISTERED OFFICE AT BHIKAJI CAMA PLACE, NEW DELHI, BEING THE DEEMED VENUE

<p>A. AT 11.30 A.M., WELCOME ADDRESS BY MR. AMRITESH JATIA, NON- EXECUTIVE DIRECTOR ON BEHALF OF THE CHAIRMAN:</p>	<p>Good Morning Ladies & Gentlemen!</p> <p>I am Amritesh Jatia, a Director of your Company and on behalf of Mr. Shiv Jatia, Chairman & Managing Director of your Company, I take this opportunity to welcome you all to this 39th Annual General Meeting of Asian Hotels (North) Limited.</p> <p>I hope all of you are safe and keeping well during these tough times of COVID-19 pandemic.</p> <p>Since the quorum is present, I now call the meeting to order.</p> <p>Now I request the Company Secretary, Mr. Dinesh Jain to introduce my fellow Directors, Key Managerial Personnel and Auditors, who are attending this meeting, and thereafter proceed with the requisite announcements.</p>
<p>B. COMPANY SECRETARY</p>	<p>Good Morning Dear Members!</p> <p>I extend a very warm welcome to you all to this Annual General meeting. I also feel privileged to introduce all the Directors, Key Managerial Personnel and Auditors, who are attending this meeting.</p> <p>On the dais, to my immediate right is Dr. Lalit Bhasin, an Independent Non- Executive Director and Chairman of the Audit Committee and Nomination & Remuneration Committee.</p> <p>Next to Dr. Bhasin is Mr. Shiv Kumar Jatia, Chairman & Managing Director. He is a Promoter Director and is also Chairman of the CSR Committee of the Company.</p> <p>On the extreme end of the dais is Mr. Amritesh Jatia, a Promoter and Non-executive Director of the Company.</p>

Now I would like to introduce other Directors and KMPs, those who are joining through video conferencing from their respective locations.

Mr. Dinesh Chandra Kothari, an Independent Non-Executive Director and Chairman of the Stakeholders' Relationship Committee has joined us from Dubai

Ms. Preeti Gandhi, an Independent Non- Executive Director has joined us from Kolkata

Mr. Akhilesh Bhuwalka, a Non- Executive Director has joined us from Kolkata

Mr. Samip Shah, Partner, Dhirubhai Shah & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, who has joined us from Ahmedabad. They are the outgoing Auditors as they complete their term at the end of this meeting.

I would also like to introduce Mr. Vijay Kale, Partner, M/s. V.V. Kale & Company, Chartered Accountants, proposed Auditors of your Company who has joined us from his office in Noida.

Then we have Mr. Dinesh Bhalotia, Chief Financial Officer of the Company who has joined us from his office in the hotel premises.

Now I proceed with the requisite announcements.

Members may please note that this AGM is being held through video conferencing or other audio-visual means in terms of General Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 respectively issued by the Ministry of Corporate Affairs and Circular dated 12th May, 2020 issued by Securities and Exchange Board of India. This Facility is available for up-to 1000 Members, on a first come-first-served basis.

The video conferencing platform for convening this meeting and that for electronic voting i.e. remote e-voting as well as e-voting facility during the AGM has been provided by KFin Technologies Private Limited, Registrar & Transfer Agent of the Company (RTA).

The Company had made all efforts to enable the Members to participate through video conferencing and to vote electronically. The proceedings of AGM shall be deemed to be conducted at the Registered office of the Company.

Participation of Members through video conference is being reckoned for the purpose of quorum as per the circulars issued by Ministry of Corporate Affairs and provisions of the Companies Act, 2013.

Accordingly, we have the requisite quorum to conduct the proceedings of this meeting.

As the AGM is being held through video conference, the facility for appointment of proxies was dispensed with.

The Company has received authorizations under Section 113 of the Companies Act, 2013 from 3 corporate shareholders representing 1,04,21,589 shares equivalent to 53.57% of its paid-up equity capital.

The Register of Directors and Key Managerial Personnel and the Register of Contracts or Arrangements are available electronically at KFin Technologies' Platform till conclusion of this meeting for inspection by the Members. Members seeking to inspect such documents can send their requests to investorrelations@ahlnorth.com

The Company has provided the facility to cast the votes electronically, on all resolutions set forth in the Notice.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility of remote e-voting to exercise their right in respect of the business placed at the AGM through e-voting platform provided by the RTA.

Members of the Company who held shares in physical form or in dematerialized form, as at the close of business hours on the cut-off date, i.e. Friday, the 18th December, 2020 are entitled to vote on the proposed resolutions; and their shareholding on such date is to be reckoned for the purposes of arriving at the results of the remote e-voting and Insta Poll at the AGM.

The remote e-voting facility was open from 9.30 a.m. on Monday, the 21st December, 2020 up to 5.00 p.m. on Wednesday, the 23rd December, 2020.

Members attending the AGM who have not cast their votes earlier through remote e-voting will have an opportunity to cast their votes during the meeting.

Members are requested to refer to the instructions provided in the notice or appearing on the video conference page, for a seamless participation through video conference. In case Members face any difficulty, they may reach out on the helpline numbers provided in the Notice.

The Board of Directors of the Company at its meeting held on 12th November, 2020 had appointed Dr. S. Chandrasekaran failing him, Mr. Rupesh Agarwal* failing him, Mr. Shashikant Tiwari, Partners, M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizers conducting the remote e-voting & electronic voting at the AGM in a fair and transparent manner.

The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours of conclusion of this meeting and shall submit the same to the Chairman of the Company or in his absence to Dr. Lalit Bhasin, as authorized by the Board, whereupon the Chairman or Dr. Bhasin, as the case may be, shall declare the result forthwith.

Immediately after declaration, the said results shall be uploaded on the Company's website and displayed on the Notice Board of the Company at its Registered office for information of the Members. Similarly, the said results shall be uploaded on the website of the RTA, and be intimated to the Stock Exchanges forthwith.

The Company has received requests from a few Members who have registered themselves as speakers at the meeting. Accordingly, the floor will be opened for these Members to ask questions or express their views. Please note that the Company reserves the right to limit the number of Members asking questions depending on the availability of the time at the AGM. For the smooth conduct of the meeting, the Members will be in mute mode. Audio-visual will be provided only during the Question & Answers session as per pre-registration.

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	<p>The recorded transcript of the proceedings of this meeting shall be made available on the website of the Company.</p> <p>Now, its time for the Chairman's Welcome Address.</p> <p>Since the Chairman has a bad throat, Mr. Amritesh Jatia would speak on his behalf.</p> <p>Thank you."</p>
<p>C. MR. AMRITESH JATIA AT THE BEHEST OF CHAIRMAN, DELIVERED HIS SPEECH</p>	<p>Good Morning Ladies and Gentlemen!</p> <p>I, on behalf of the Chairman, welcome you all to the 39th Annual General Meeting of your Company.</p> <p>To ensure safety of our Members during COVID-19 pandemic, we are holding this meeting through video conferencing.</p> <p>I am sure you must have gone through the Annual Report for the year ended 31st March, 2020, which has been with you for some time.</p> <p>Hotel operations of your Company were doing well during the financial year 2019-20 until the emergence of COVID-19 pandemic. Consequently, hotel operations were adversely impacted towards the end of the financial year. As a result, revenue from operations for the year under review shows a decrease of nearly 8% over the prior year.</p> <p>The COVID-19 outbreak and resultant lockdowns and restrictions on various operational activities has continued to severally impact the Hotel operations during the ongoing financial year 2020-21. Its impact can be assessed from the fact that total revenue from operations for the half year ended 30th September, 2020 was merely Rs. 19 crore as compared to revenue of Rs. 122 crore for the same period in the prior year. Despite difficult times, your Company, pursuing the highest standards of hospitality, safety and quality, has explored new initiatives to uplift revenue, such as home delivery of food.</p> <p>Due to the ongoing economic slowdown caused by COVID- 19 , your Company's cash flow has been constrained. Resultantly, your Company has also considered a restructuring plan, focusing on the revival of Company's business. The plan envisages, inter-alia infusion of equity shares resulting in dilution of Promoters' holding from the existing stake. However, the</p>

Promoter Directors will continue to be in full control of the Management of the Company.

In its endeavor for sustained growth, your Directors are contemplating how best to utilize, and for better commercial results, the existing hotel facilities and additional FAR of approx. 30,000 sq. meters which is available to the Company in respect of land where Hotel Hyatt Regency Delhi is situated.

In line with the above, your Directors envisage further development or expansion of the existing property which would include a luxury hotel, serviced residences and commercial space in line with the highest standards set by Hyatt International.

Leading Hotels Limited, a subsidiary, has acquired substantial parcels of land in Goa for developing an all-villa hotel complex and a PGA standard 18 hole, 72 par championship golf course. There has been a delay in the project completion due to Court proceedings arising out of environmental and tenancy related issues. The Company is confident of favourable outcome in the near future.

Due to difficult times, your Directors were constrained not to recommend dividend for the year 2019-20. I would like to thank our members for their forbearance and continued support during these challenging times.

I would also like to extend my gratitude to all the employees for their continuous dedication. And finally, I would also like to thank my fellow Board Members, Auditors, Bankers and Hyatt International for their unstinted support, encouragement, and guidance.

Thank You!

Mr. Amritesh Jatia further declared as under:

Notice convening this Annual General Meeting has been with you for some time. With your permission, I take the Notice as read.

Now I request the Company Secretary to take up the Agenda.

**D. COMPANY
SECRETARY**

With the permission of the Chair, I would like to explain to the Members, the objective and implication of each agenda item sequentially. The text of the resolutions along with explanatory statement is provided in the Notice convening this meeting and the same may be read therefrom.

Item No. 1 relates to approval and adoption of the Audited Stand-alone and Consolidated Financial Statements for the financial year ended 31st March, 2020, and is being taken up as an Ordinary Resolution;

May I inform the esteemed Members present that the Statutory Auditors' Report on the Stand-alone Financial Statements for the year under review is with un-modified opinion. In view of the same, with the permission of the Chair and the Members present, the same may be taken as read.

However, the Auditors have expressed modified opinion in respect of the Consolidated Financial Statements for the year under review, as the Company's ultimate subsidiary i.e. Leading Hotels Limited had not provided interest liability amounting to Rs. 17,67,04,283/- relating to Inter Corporate Deposits and other financial commitments, which includes interest payable for earlier year amounting to Rs. 6,58,84,357/-, and that the non-provisioning of interest has resulted in under-statement of capital work in progress to that extent.

In response to the above, your Directors had already clarified in their Report for the year under review that in view of the financial crunch being faced by the said subsidiary, provisions for interest liability for the said amount was not made by it and that the said non-provisioning has had no impact on the profit/(loss) of the said subsidiary or the consolidated profit/(loss) of the Company, since this would have otherwise formed part of the Capital work-in-progress in the respective financial statements.

The Auditors had also expressed a material uncertainty regarding the going concern status of the above-named subsidiary, which in their outlook is largely dependent on the outcome of the ongoing litigation and that subsidiary's ability to raise fund for its project.

Your Directors have in their Report for the year under review have assured the Members that they are confident of favourable outcome of the ongoing litigation. Further, they are of the view that the project is unique and has a great potential going forward, and the subsidiary is in the process of mobilizing the required funds to enable it to execute the project.

Therefore, the financial statements of the aforesaid subsidiary and resultant consolidated financial statements have been prepared on the basis that the said subsidiary continues as a going concern, and no adjustments have been made to the classifications of the asset and liabilities and their carrying values in its books of account.

The Secretarial Auditors in their report dated 6th August, 2020, had expressed modified opinion in respect of Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the Company has not appointed any one of its Independent Directors on the respective Boards of each of its overseas material subsidiaries, namely Finline Hospitality and Consultancy Pte. Ltd. and Lexon Hotel Ventures Ltd.

Pursuant to the above opinion, your Directors in their meeting held on 12th November, 2020, nominated Ms. Preeti Gandhi, Independent Non-Executive Director, for appointment on the respective Boards of the abovenamed subsidiaries. The respective subsidiaries are being advised to take appropriate action in this regard.

Item No. 2 relates to re-appointment of Mr. Amritesh Jatia (Director's Identification Number: 02781300) as a Director of the Company, liable to retire by rotation, and is being taken up as an Ordinary Resolution;

Item No. 3 relates to appointment of M/s. V.V. Kale & Company, Chartered Accountants, Firm Registration No.: 000897N, as Statutory Auditors of the Company from the conclusion of this meeting till the conclusion of 44th Annual General Meeting of the Company, and their remuneration, and is being taken up as an Ordinary Resolution;

Item No. 4 is a special business relating to appointment of Mr. Akhilesh Bhuwalka (Director's Identification Number : 02764273), as a Director of the Company, liable to retire by rotation, and is being taken up as an Ordinary Resolution; and

<p>E. MODERATOR: Mr. Balakrishnan</p>	<p>Item No. 5 is a special business relating to appointment of Ms. Preeti Gandhi (Director's Identification Number : 08552404), as an Independent Non -Executive Director of the Company for a term of two consecutive years ending 12th September, 2022, and is being taken up as an Ordinary Resolution.</p> <p>Special Business at Item Nos. 4 and 5 have been included in the agenda for this meeting in pursuance of the provisions outlined by the Ministry of Corporate Affairs vide General Circular No. 20/2020 dated May 05, 2020, as non-inclusion of these items would have impacted the composition of the Board of Directors.</p> <p>We may now proceed with the Question & Answer Session, and before we go live with the Question & Answer , here are some points to note for the convenience of the Speaker Members:</p> <ul style="list-style-type: none">• The Question & Answer session will be anchored by the Moderator and he will also call the pre-registered speaker to come up one by one and un-mute their micro phones• As we have a long list of speakers, may I request all the Speakers to kindly be brief and finish their queries within two minutes• Members are requested to mention their folio-no., DP-ID Client ID and location• To avoid repetition, the Chairman/Directors will respond to all the questions, including the ones directly received by the Company, at the end. <p>Thank you! May I request the Moderator to start the Question & Answer session please.</p> <p>QUESTION AND ANSWER SESSION</p> <p>Thank you Sir, this is the Moderator Balakrishnan. I will bring the pre-registered speakers, who are currently available one by one.</p> <p>Moderator called out names of all the registered speakers, one by one. While some speakers had not joined the meeting, a few did not respond to several calls made for them. Only the following speaker Members expressed their views and/or raised their queries:</p>
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	<p>Mr. Pradeep Sood, Mr. Gagan Kumar, Mr. Yashpal Chopra, Mr. Bhupinder Singh Reen (joint holder of Ms. Navneet Kaur), Mr. Ashok Kumar Jain and Mr. Santosh Bhutani</p> <p>Their queries are summarised below:</p> <ul style="list-style-type: none">• What had been the impact of COVID-19 on the hospitality industry in general, and on the business of the Company specifically?• What is the current financial position of the Company and how the Company has managed the working capital during this period ?• In the given circumstances, has the Board of Directors considered any right issue in the near future?• What is the Board’s vision or plan for the coming year(s)?• What is the current status of the property located in Goa, and by when can its effect on our balance sheet be seen? <p>On behalf of the Chairman, Mr. Amritesh Jatia answered the queries appropriately.</p>
<p>F. COMPANY SECRETARY</p>	<p>Now on behalf of Mr. Chairman, I request the Registrar & Transfer Agent to open the Insta Poll i.e. electronic voting at the AGM. May I request those Members attending this meeting, who have not cast their votes earlier through remote e-voting, to proceed and cast their votes now. This facility is available on the left-hand corner of video conferencing screen in the form of a ‘Thumb’ sign. The Members may click on the same to take them to the ‘Insta Poll’ page where they can exercise their vote. This electronic voting window is open for next 15 minutes.</p> <p>As informed earlier, the consolidated result of the remote e-voting and Insta Poll shall be declared and intimated to the authorities concerned immediately upon receipt of the Scrutinizer’s Report, but not later than 48 hours of closure of this meeting. Subject to requisite majority, the resolutions, as set forth in the Notice, shall be deemed to be passed today.</p>

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	<p>Now I request Mr. Chairman to deliver his concluding remarks.</p> <p>Thank You!</p>
<p>G.MR. AMRITESH JATIA, AT THE BEHEST OF CHAIRMAN DELIVERED HIS CONCLUDING REMARKS</p>	<p>Dear Members, I thank you all for your active and constructive participation in the meeting and hereby declare the meeting as closed.</p> <p>I wish all the Members a safe and healthy future.</p> <p>Thank You!</p>

* Mr. Rupesh Agarwal, Partner, Chandrasekaran Associates, Company Secretaries, Secretarial Auditors of the Company, and Scrutinizer for this meeting, did attend the meeting but due to some technical issue, was not visible on the screen. Hence, could not be introduced.

Note:- The above proceedings lasted for 40 minutes ending 12.10 p.m. Thereafter, the Insta Poll was declared and remained operational for 15 minutes, which ended at 12.26 p.m. Consequently, the Scrutinizer unlocked the voting held during Insta Poll, at 12.55 p.m.