

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



ASIAN HOTELS (NORTH) LIMITED

AHL/CS/1013/2022
03rd September, 2022

Corporate Services Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code/Scrip ID:
500023/ASIANHOTNR

Symbol: ASIANHOTNR

Dear Sirs,

Subject: Intimation for

1. Annual General Meeting,
2. Cut-off date for e-voting,
3. Closure of Register of Members & Share Transfer Book of the Company

Ref.: ISIN: INE 363A01022

Dear Sir(s),

We wish to inform that:

1. 41st Annual General Meeting of Asian Hotels (North) Limited will be held on **Wednesday, 28th September, 2022 at 10.30 a.m.**, through Video Conference ('VC')/ Other Audio Visual Means ('OAVM'). The copy of the Notice of the 41st Annual General Meeting is enclosed herewith.
2. Cut-off date for remote e-voting is **Wednesday, 21st September, 2022**. The remote e-voting shall commence on **Saturday, 24th September, 2022 at 9.30 a.m.** and will end on **Tuesday, 27th September, 2022 at 5.00 p.m.**

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SRIVASTAVA
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OWNERS OF :



**HYATT
REGENCY**
DELHI

ASIAN HOTELS (NORTH) LIMITED

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3. Further, in pursuance to the requirement of Section 91 of the Companies Act, 2013, Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and Share Transfer Book will remain closed from **Thursday, 22nd September, 2022 to Wednesday, 28th September, 2022** (inclusive of both the days) for the purpose of Annual General Meeting.

Thanking you,

Yours faithfully,

For **Asian Hotels (North) Limited**

TARUN
SRIVASTAVA
VA

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TARUN SRIVASTAVA
Date: 2022.09.03
13:02:44 +05'30'

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-400 013**
- ii) **Central Depository Services (India) Limited, Marathon Futurex, A Wing, 25th Floor, N.M. Joshi Marg, Lower Parel (East), Mumbai-400 013.**
- 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 – 500 032**

ASIAN HOTELS (NORTH) LIMITED

ASIAN HOTELS (NORTH) LIMITED

CIN: L55101DL1980PLC011037

Registered Office: Bhikaiji 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

Notice is hereby given that the 41st (Forty-first) Annual General Meeting (hereinafter referred to as "the AGM") of ASIAN HOTELS (NORTH) LIMITED (hereinafter also referred to as "the Company") will be held on Wednesday, the 28th September, 2022 at 10.30 a.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business(es). The venue of the AGM shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS (ES):

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2022 and Reports of Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Akhilesh Bhuwarka (DIN: 02764273), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment;

SPECIAL BUSINESS(ES):

3. Appointment of Mr. Amritesh Jatia (DIN: 02781300) as a Managing Director of the Company

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

"RESOLVED THAT in pursuance of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including statutory modification(s) or re-enactment(s) thereof, for the time being in force read with the Articles of Association of the Company, and in accordance with the Nomination and Remuneration Policy of the Company, the plans for orderly succession for appointments as duly approved by the Board of the Company, the consent of the Members be and is hereby accorded to appoint Mr. Amritesh Jatia (DIN: 02781300) as Managing Director of the Company for a term of five consecutive years commencing from 23rd October, 2021 to 22nd October, 2026, not liable to retire by rotation, on such terms and conditions as set out in the Explanatory Statement annexed hereto without remuneration, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment, from time to time as it deems fit, based on the recommendation of the Nomination and Remuneration committee, in such manner as may be decided by the Board of Directors.

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 as may be required, considered necessary or incidental thereto, and to 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."

4. Appointment of Mr. Ashish Dhanuka (DIN: 07220876) as a Director of the Company, liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof and any rules made thereunder, for the time being in force, read with the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee along with Nomination and Remuneration Policy of the Company, Mr. Ashish Dhanuka (DIN: 07220876), who was appointed as an Additional Director of the Company with effect from 23rd October, 2021, and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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."

5. Appointment of Mr. Ashish Dhanuka (DIN: 07220876) as a Whole Time Director of the Company

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

"RESOLVED THAT in pursuance of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules framed thereunder and Schedule V of the Act read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force also read with the Articles of Association of the Company, subject to the requisite approvals and as agreed by the Board of Directors the consent of the members of the Company be and is hereby accorded to appoint Mr. Ashish Dhanuka (DIN: 07220876) as a Whole Time Director

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designated as Executive Director and Chief Financial Officer of the Company, liable to retire by rotation, for a period of 3 (Three) years commencing from 23rd October 2021 to 22nd October 2024 on the remuneration and on such terms and condition as detailed in the explanatory statement attached hereto subject to the provisions of section 197 and all other applicable provisions of the Act and Schedule V thereto.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the period of appointment of Mr. Ashish Dhanuka, the Company shall pay remuneration by way of Salary including perquisites and allowances as mentioned in the explanatory statement of this Notice in accordance with the Schedule V of the Companies Act, 2013 as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or increase the remuneration based on the recommendation of the Nomination & Remuneration Committee and Audit Committee and in accordance with the Nomination and Remuneration Policy of the Company, subject to the same not exceeding the limits specified under Section 197 and / or Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

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."

6. Re-appointment of Ms. Preeti Gandhi (DIN:08552404) 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, and the rules made thereunder read with Schedule IV of the Companies Act, 2013 ("Act") and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Nomination and Remuneration Policy of the Company and as approved by the Board of Directors of the Company, Ms. Preeti Gandhi (DIN: 08552404), Non-Executive Independent Woman Director of the Company, who has submitted a declaration that she 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 her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years w.e.f. 13th September, 2022 to 12th September, 2025.

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."

7. 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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Nomination and Remuneration Policy of the Company and as approved by the Board of Directors of the Company, Mr. Sanjeev Agarwala (DIN: 09342150), who was appointed as an Additional Director in the capacity of Independent Non-Executive Director on the Board of the Company w.e.f. 4th October, 2021, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office w.e.f. 4th October, 2021 for a term of 2 (two) consecutive years, i.e., up to 3rd October, 2023.

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."

8. Appointment of Ms. Mita Namonath Jha (DIN:07258314) 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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Nomination and Remuneration Policy of the Company and as approved by the Board of Directors of the Company, Ms. Mita Namonath Jha (DIN: 07258314), who was appointed as an Additional Director in the capacity of Independent Non-Executive Director on the Board of the Company w.e.f. 7th July, 2022, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office w.e.f. 7th July, 2022 for a term of 1 (one) year, i.e., up to 6th July, 2023."

ASIAN HOTELS (NORTH) LIMITED

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: 9th August, 2022

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

ASIAN HOTELS (NORTH) LIMITED

NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 read with 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 02/2022 dated 5th May, 2022 ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 on 13th May, 2022 (collectively "SEBI Circulars") have permitted companies to conduct AGM through VC or OAVM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the 41st AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM. The detailed instructions for accessing and participating in the AGM through VC/OAVM facility is mentioned in Note No.13 below and available on the website of the Company. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this AGM notice are considered unavoidable and forms part of this Notice.

Accordingly, Notice of the AGM along with the Annual Report 2021-22 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 26th day of August, 2022 and have their email addresses registered with the Company/Depositories.

Pursuant to the SEBI Circulars, no physical copy of Annual Report will be dispatched to Shareholder unless they expressly request for the same.

KFin Technologies Limited ('Kfintech') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The detailed instructions for accessing and participating in the AGM through VC/ OAVM facility is mentioned in Note No.13 below.

Members may note that Notice of the AGM and Annual Report 2021-22 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.

2. Since the AGM shall be held through VC/OAVM and the physical attendance of Members has been dispensed with in terms of the MCA Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 ("the Act") will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

Institutional/Corporate Members are advised to appoint their Authorized Representatives in pursuance of Section 113 of the Act for the purposes of exercising remote e-voting, attending the AGM through VC/OAVM and e-Voting during the AGM. Institutional/Corporate Members intending to appoint their authorized representatives are requested to provide a duly certified copy of the Resolution of its Board or Governing Body under Section 113 of the Act (in PDF Format), authorizing them to exercise remote e-voting, attend the AGM through VC/OAVM and exercise e-Vote at the AGM, and email the same to the Scrutinizer through their registered email at rupesh@cacsindia.com with a copy marked to the Company and the RTA at investorrelations@ahlnorth.com and evoting@kfintech.com respectively.

3. Members attending the AGM through VC/OAVM shall be reckoned for the purposes of the quorum under Section 103 of the Act.
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 Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Act or any other documents as may be required electronically during the AGM shall be accessible for the inspection electronically by the Members during the continuance of the AGM.

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 10.00 a.m. and 5.00 p.m. on all working days (except Saturday and Sunday) till the date of the AGM, and also during the AGM. The members seeking to inspect such documents can send an email to investorrelations@ahlnorth.com requesting the same. On receiving a valid email request from any member, the Company shall make requisite arrangements for inspection of such documents.

6. Members seeking information or clarification regarding any business placed before the AGM may e-mail their query from their registered e-mail address, mentioning their name, DP-ID and Client-ID/ Folio No. and mobile no. to reach the Company's e-mail address at investorrelations@ahlnorth.com at least 72 hours in advance before the start of the said meeting.

ASIAN HOTELS (NORTH) LIMITED

7. Members of the Company are advised to nominate a person pursuant to Section 72 of the Act read with SEBI Circular, in whom the shares held by him/them shall vest in the unfortunate event of his/their death. Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. Members holding shares in dematerialized form may file their nomination directly with their respective Depository Participant. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.asianhotelsnorth.com/Downloads.html>
8. Securities and Exchange Board of India ("SEBI") has mandated that effective 1st April, 2019, securities of listed companies can be transferred only in dematerialized form, and accordingly, the Company and its RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to dematerialize their securities.
9. The Register of Members and Share Transfer Books of the Company will remain closed from the 22nd September, 2022 to 28th September, 2022 inclusive of both days.
10. In compliance with the MCA Circulars and to ensure that this Annual Report 2021-22 and notice for the AGM reaches all members, the Company had published a Notice in "Business Standard" newspaper (published on 24th August 2022) advising the Members who have not registered/updated their e-mail addresses with the Company to register/update their e-mail addresses in the manner described therein

In continued compliance of Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide yet another opportunity to the members to register/update their e-mail addresses by providing the requisite details in the proforma annexed towards the end of the Annual Report.

- a) 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 or RTA, quoting their folio number, at investorrelations@ahlnorth.com or einward.ris@kfintech.com respectively.
- b) 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.

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 Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032; Toll Free No. 1800-309-4001; or at the e-mail id: einward.ris@kfintech.com for any assistance/clarification.

11. The Securities and Exchange Board of India has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever requisite bank details are available. **Members holding shares in physical form are also requested to register their mandate for transfer of future dividend, as well as unclaimed/unpaid dividends through NECS so that the same may be deposited directly to the members' respective bank accounts. The proforma for registration/up-dation of NECS mandate is annexed towards the end of the Annual Report.** In the absence of NECS facilities, the Company prints the bank account details, if available, on the dividend warrant to avoid any fraudulent encashment of warrants.
12.
 - a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of The Companies (Management & Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is pleased to provide to the members the facility to exercise their right to vote by electronic means in respect of the business placed at the AGM through remote e-voting platform and e-voting at the AGM provided by KFin Technologies Ltd.
 - b) The members attending the AGM through VC/OAVM who have not cast their vote through remote e-voting shall be provided the opportunity to vote through e-voting at the AGM.
 - c) The members who have cast their vote prior to the AGM through remote e-voting may also attend the said meeting through VC/OAVM. However, such members shall not be entitled to cast their votes again at the AGM.
 - d) In case of joint holders attending the Meeting, only such joint holder whose name appears first in order of joint holders will be entitled to vote at the AGM.
 - e) Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
13. **General instructions for accessing and participating in the AGM through VC/OAVM:**
 - a) Members may note that the VC/OAVM facility, provided by RTA allows participation of 1,000 Members on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come first-served principle.
 - b) The window for joining the meeting through VC/OAVM shall open for the Members from 10.15 a.m. IST i.e. 15 minutes before the scheduled time for the commencement of the AGM and shall remain open throughout the proceedings of the AGM.
 - c) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM.
 - d) Members may join the AGM through VC/OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.

ASIAN HOTELS (NORTH) LIMITED

- e) Members are requested to follow the procedure as set out below:
- i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e. User ID and password for e-voting)
 - iii. After logging in, click on "Video Conference" option
 - iv. Then click on camera icon appearing against AGM event of Asian Hotels (North) Limited to attend the Meeting.
- f) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- g) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during the e-voting period from 24th September, 2022, 09.30 am to 27th September, 2022 till 05.00 pm. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may curtail the Question and Answer Session. Hence, Members are encouraged to send their questions/queries etc.
- h) Members who need assistance before or during the AGM, can contact KFin Technologies Limited on emeetings@kfintech.com or call on toll free number 1800 309 4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting EVEN Number in all your communications.
- i) Members are advised to join the AGM using laptops and ensuring internet connectivity with good speed for better sound and video clarity. Those connecting from Mobile Devices or Tablets or through laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any disturbance.

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

In connection with e-Voting facility provided by Listed Companies SEBI has issued Circular, bearing No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 stating, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories/websites of depositories/depository participants.

Accordingly the Company is allowing individual shareholders holding securities in Demat mode to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in order to access e-Voting facility in following manner:

14.1 Login method for remote e-Voting 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.nsdl.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 period. 	<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. V. Click on e-Voting service provider name to cast your vote.
<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select "Register Online for IDeAS" III. Proceed with completing the required fields. 	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields.

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<p>3. User not registered for IDEAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp ii. Proceed with completing the required fields. 	<p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP i.e. KFINTECH where the e- Voting is in progress.
<p>4. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nSDL.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. 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. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. 	

<p>Individual Member login through their demat accounts / Website of Depository Participant</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. • Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. • Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
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Important note:

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.</p>

14.2 Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode is given below:

- 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

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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. 6927."

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. 21st September, 2022, may obtain the User Id and password in the manner as mentioned below:

- (a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register /update the same by clicking on <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self attested copy of PAN card at investorrelations@ahlnorth.com or to RTA at einward.ris@kfintech.com
- (b) 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.
- (c) After due verification, the Company / RTA will forward your login credentials to your registered email address.
- (d) Follow the instructions given at Note no.14.1 to cast your vote.
- (e) 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).

15. 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 21st September, 2022 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 and e-voting at the AGM.

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. 21st September, 2022.

16. The remote e-voting period commences on 24th September, 2022 at 9.30 a.m IST and ends on 27th September, 2022 at 5.00 p.m IST. Thereafter, the remote e-voting module shall be disabled for voting. E-vote once cast, cannot be altered subsequently.

Members, who could not cast their vote through remote e-voting, shall be provided the opportunity to vote electronically during the AGM.

Information and instructions for the electronic voting at the AGM (Insta Poll): Facility to cast vote through Insta Poll will be made available on the VC/OAVM screen and will be activated once the Insta Poll is announced at the AGM.

Members who may cast their vote through remote e-voting are also entitled to attend the AGM through VC/OAVM but shall not be permitted to vote at the meeting through e-Voting (Insta Poll). In case of voting by both the modes, votes cast through remote e-voting shall only be considered valid.

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17. In case of any query pertaining to remote e-voting, please visit Help & FAQs section of KFin Technologies Ltd. website i.e. <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at Telephone No.: 1800 309 4001 (toll-free). The members may also contact the following designated officer at KFin's office:

Mr. D Suresh Babu
KFin Technologies Limited
Selenium Tower-B, Plot 31 & 32,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad, 500 032, Telangana
email: evoting@kfintech.com

18. The Board of Directors of the Company, at its meeting held on 9th August, 2022, has appointed Mr. Rupesh Agarwal, Managing Partner (Membership No. ACS 16302), failing him Dr. S. Chandrasekaran, Senior Partner (Membership No. FCS 1644) failing him Mr. Shashikant Tiwari, Partner (Membership No. FCS 11919), M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizer for conducting the remote e-voting process as well as the electronic voting at the AGM (Insta Poll) in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first unblock and determine the votes cast at the meeting through e-voting, and there-after unblock the votes cast through remote e-voting, on both occasions in the presence of at least two (2) witnesses not being in the employment of the Company, and prepare not later than 2 working days in terms of Listing Regulations or 3 days in terms of Act, whichever is earlier from the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company or in his absence to Mr. Sanjeev Agarwala, Independent Non-Executive Director and Chairman, Audit Committee, as authorized by the Board, whereupon the Chairman/Mr. Sanjeev Agarwala shall declare the result forthwith. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the AGM. Once declared, the result shall be notified to the Stock Exchanges and uploaded on the website of the Company and RTA.
19. Those persons, who have acquired shares and have become Shareholders of the Company after the email of Notice of the AGM by the Company and whose names appear in the Register of Shareholders or Register of beneficial holders as on the cut-off date i.e. 21st September, 2022 shall view the Notice of the AGM on the Company's website or on the website of KFin Technologies Limited.

Such persons may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.

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

Place: New Delhi
Date: 9th August, 2022

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

ASIAN HOTELS (NORTH) LIMITED

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

ITEM NO. 3

Mr. Shiv Kumar Jatia, Chairman and Managing Director of the Company resigned w.e.f. 21st October, 2021 from the Board of the Company. In view of the "plans for orderly succession for appointments", Mr. Amritesh Jatia, being the other Promoter Director ought to be the natural successor to him. Consequently, the Nomination and Remuneration Committee of the Board in its meeting held on 23rd October, 2021, considered the candidature of Mr. Amritesh Jatia, keeping in view his association with the Company since 2010, being the Promoter Director holding position as a Non-Executive Director, recommended his appointment as Managing Director to the Board without any remuneration. Further the Board in its meeting held on 23rd October, 2021 approved the appointment of Mr. Amritesh Jatia (DIN: 02781300) as a Managing Director of the Company w.e.f. 23rd October, 2021 subject to the approval of members of the Company for a period of 5 years i.e. upto 22nd October, 2026.

Mr. Amritesh Jatia, aged about 36 years, graduated in Business Management from Babson College, U.S.A., and worked as an Analyst with Ernst & Young LLP, New York. Since returning to India, he has been monitoring execution and progress of various projects initiated by the Jatia Group. Mr. Amritesh Jatia has about fifteen years' of experience in the industry. In view of his educational background and experience in the industry, he holds good command over financial and operational functions.

Mr. Amritesh Jatia has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 in form DIR-8, nor debarred from holding the office of Director of the Company, by virtue of any order passed by SEBI or any such statutory authority and given his consent to act as a Managing Director along with Declaration that he meets the criteria of the Schedule V of the Act.

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") issued by Institute of Company Secretaries of India are annexed and forms part of this notice.

Except Mr. Amritesh Jatia, none of the Director and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, either financially or otherwise, in the resolution proposed at Item No. 3 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director therein.

The Board recommends the Ordinary Resolution as set out at item no. 3 for approval by the Members.

ITEM NO. 4 & 5

The Board of Directors at its meeting held on 23rd October, 2021, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ashish Dhanuka (DIN: 07220876), as an Additional Director in the category of Whole Time Director designated as Executive Director and Chief Finance Officer of the Company, with effect from 23rd October, 2021 who shall hold the office up to the date of the ensuing AGM.

Therefore, approval of the shareholders is sought for the appointment of Mr. Ashish Dhanuka as Director designated as Whole Time Director of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from member signifying intention to propose the candidature of Mr. Ashish Dhanuka for the office of a Director of the Company.

Further, The Nomination and Remuneration Committee of the Board, considered the candidature of Mr. Ashish Dhanuka, aged 30 years, keeping in view his association with the Company and holding positions of Chief Financial Officer since 24th July, 2021 recommended his appointment as a Director in the category of Whole Time Director designated as Executive Director and Chief Finance Officer to the Board. Subsequently, Board, subject to the approval of the members of the Company, approved the appointment of Mr. Ashish Dhanuka as a Director in the category of Whole Time Director designated as Executive Director and Chief Finance Officer of the Company for the period of 3 years effective from 23rd October, 2021 to 22nd October, 2024.

Mr. Ashish Dhanuka has done B.Com (Hons) from Calcutta University and has about eight years' experience in the Industry. He has worked in the field of Finance Analysis & Management, Taxation & reporting with ADS Resources Ltd., Hongkong. He has been monitoring execution and progress of various projects initiated by the Company since his association with the Company.

TERMS AND CONDITIONS:

Remuneration:

Salary: Rs. 9,00,000/- per annum (w.e.f 23rd October, 2021 till 27th May, 2022)
Rs. 18,00,000/- per annum (w.e.f 28th May, 2022)

LTA, Ex-Gratia, and Insurance shall be paid in accordance with the policy of the Company, or as may be agreed to by the Board of Directors. Gratuity shall be paid as per Payment of Gratuity Act, 1972.

Minimum Remuneration

In the event of absence or inadequacy of profits during the period of appointment of Mr. Ashish Dhanuka, the Company shall pay remuneration by way of Salary including perquisites and allowances as mentioned in the explanatory statement of this Notice in accordance with the Schedule V to the Companies Act, 2013 as minimum remuneration.

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Termination

In the event of termination by Mr. Ashish Dhanuka or by the Company, either party can terminate the contract of service by giving to the other 2 months calendar notice in writing or on such other terms as may be mutually agreed.

The Board of Directors or committee thereof may, in their discretion, revise/modify any of the terms from time to time within limits stipulated.

Mr. Ashish Dhanuka has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of Director of the Company, by virtue of any order passed by SEBI or any such statutory authority and given his consent to act as a Director.

Further, Statement pursuant to Clause IV of Para (B) of Section II of Part II of Schedule V of the Act detailing information prescribed therein is appended and forms part of the accompanying Notice. Mr. Ashish Dhanuka holds 128 (One Hundred Twenty eight) equity shares of the Company.

Except Mr. Ashish Dhanuka, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested either financially or otherwise in the resolution proposed at Item No. 4 & 5 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director therein.

The Board recommends the Ordinary Resolution as set out at item no. 4 and Special Resolution as set out at item no. 5 for approval by the Members.

In terms of Schedule V to the Companies Act 2013, the relevant details are as under:

I. General Information

- i. Nature of Industry: Hospitality Sector
- ii. Date of commencement of commercial production: 1st May, 1983
- iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. :NA
- iv. Financial performance based on given indicators:

Rs. in Lakhs

Particulars	FY 2021-22	FY 2020-21
Total Revenue	13,052.54	7,258.30
Profit Before Tax	(12,481.15)	(69512.81)
Net Profit After Tax	(12,481.15)	(69,513.58)
EPS	(64.16)	(357.34)

- v. Foreign Investments or collaborations, if any:

For details of investment made by the Company, please refer the schedule no. 5 of the Standalone Balance Sheet forming part of the Annual Report for 2021-22 being sent along with this Notice.

As on 31st March, 2022, the shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is detailed as under:

Particulars	No. of shares	%
Foreign- Bodies Corporate (Promoter Group Entity)	98,30,025	50.53
Foreign Body Corporate (Non-Institutions)	6,90,802	3.55
Foreign Portfolio Investors	214	0.00

II. Information about the appointee:

	Mr. Ashish Dhanuka
Background Details	Mr. Ashish Dhanuka has done B.Com(Hons) from Calcutta University and has about eight years' experience in the Industry. He has worked in the field of Finance Analysis & Management, Taxation & reporting with ADS Resources Ltd., Hongkong. He has been monitoring execution and progress of various projects initiated by the Company since his association with the Company
Past Remuneration	Rs. 9.00 Lakh p.a.
Recognition or awards	-

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Job profile and his suitability	In the capacity of Whole Time Director designated as an Executive Director and Chief Financial Officer, he shall be responsible for the taxation and finance of the Company.
Remuneration proposed	As mentioned in the explanatory statement
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The current remuneration being paid to the Whole-time Director and Chief Financial Officer (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Apart from the remuneration paid to him as Whole-time Director and Chief Financial Officer as stated above and their respective shareholding held directly or indirectly in the Company, the Director do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III. Other Information:

i. Reasons of loss or inadequate profits:

1. Due to global COVID-19 pandemic restrictions /travel restrictions and lockdowns in the country, the hospitality industry in general has not been doing well which resulted into reduced international tourist inflow affecting both Food & beverages division, the occupancy levels as well as the average room rate.
2. The Company had substantial liability on account of accumulated interest obligations and borrowings.
3. Foreign exchange fluctuation has severely impacted the operations of the Company.

ii. Steps taken or proposed to be taken for improvement:

1. The Company is earnestly working on controlling the operational costs, refinancing its debts to reduce the interest costs and improving the overall efficiency levels to improve the Overall performance.

iii. Expected increase in productivity and profit in measurable terms:

1. The Company is making all efforts in increasing efficiencies and controlling costs. It is expected that these efforts should yield results and the performance during the financial year 2022-23 and should be better than the previous year.
2. Due to improvement in COVID-19 situation and relaxation in related restrictions, the tourist inflow is getting better and expected to be better in coming days in festive season than the previous year and position of the Company is expected to be better than before.

IV. Disclosures

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, stock option details, etc., if any, have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2021-22.

ITEM NO. 6

The Members of the Company had at their Annual General Meeting held on 24th December, 2020 approved the appointment of Ms. Preeti Gandhi (DIN: 08552404), as Non-Executive Independent Woman Director of the Company to hold office for a term of 2 (Two) consecutive years with effect from 13th September, 2020. The first term of her appointment will be completed on 12th September, 2022.

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, Ms. Preeti Gandhi being eligible for re-appointment as an Independent Director, the Board of Directors of the Company ('the Board') at its meeting held on 9th August, 2022, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), subject to approval of the Members, re-appointed Ms. Preeti Gandhi (DIN: 08552404) as Non-Executive Independent Woman Director of the Company for a second term of 3 (Three) consecutive years, with effect from 13th September, 2022 to 12th September, 2025, 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'), as set out in the resolution relating to her re-appointment.

The Company has received notice under Section 160 of the Act, from member signifying intention to propose the candidature of Ms. Preeti Gandhi for the office of an Independent Director of the Company. Further the Company has also received the consent to act as an Independent Director in prescribed format Form DIR-2 along with the declaration from her that she meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations and She has confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act in form DIR-8 nor debarred from holding office as

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a Director of the company, by virtue of any SEBI Order or any other such authority and given her consent to act as a Director.

The Board is of the view that, given the knowledge, experience and performance of Ms. Preeti Gandhi and contribution to Board processes by her continued association as Director will be of immense benefit and in the best interest of the Company. The Board on the basis of the performance evaluation of Ms. Gandhi done by the Nomination and Remuneration Committee recommended the re-appointment for the second term of 3 consecutive years. The performance evaluation report of Ms. Preeti Gandhi has been very good. Ms. Preeti Gandhi, proposed to be re-appointed as aforesaid, effectively participated in discussions on various agenda items, provided independent judgments wherever required, her views, expertise and suggestions were of immense benefit to the Company.

Ms. Preeti Gandhi is qualified and registered with the Indian Institute of Corporate Affairs, Govt. of India, to act as an Independent Director.

The NRC Committee and the Board is of the opinion that Ms. Preeti Gandhi possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with rules made thereunder and the Listing Regulations and that she is independent of the management and her continued association as an Independent Director will immensely benefit the Company

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. 6 of the Notice for re-appointment of Ms. Preeti Gandhi as an Independent Director on the Board of the Company.

None of the Directors, except Ms. Preeti Gandhi, 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. 6 of the Notice. The Board recommends the Special Resolution as set out at item no. 6 for approval by the Members.

ITEM NO. 7

Mr. Sanjeev Agarwala (DIN: 09342150) was appointed by the Board as an Additional Director in the category of Independent Director with effect from 4th October, 2021, who shall hold office up to the conclusion of ensuing AGM in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder.

Accordingly, Company has received a notice from a member proposing candidature of Mr. Sanjeev Agarwala, for the office of an Independent Director of the Company in terms of Section 160 of the Companies Act, 2013. Further the Company has also received the consent to act as an Independent Director in prescribed Form DIR-2 along with the declaration to the Company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant Regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and he has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act in form DIR-8 nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director.

Accordingly, Mr. Sanjeev Agarwala is proposed to be appointed as a Director of the Company in the category of Independent Director for a period of two consecutive years effective from 4th October, 2021 to 3rd October, 2023.

Mr. Sanjeev Agarwala, aged 56, is an industry veteran with over 30 years of experience. His core strengths include fund raising in equity and debt capital markets, private equity, investments, derivatives, as well as mergers and acquisitions. Mr Sanjeev Agarwala holds a bachelor's degree in Commerce from St. Xavier's College in Calcutta, India. He is a Fellow Chartered Accountant in India, Certified Public Accountant from United States of America, a public speaker and erstwhile faculty member at Becker CPA in Dubai Knowledge Village.

Mr. Sanjeev Agarwala is presently the Founder & CEO of ARIA Consultancy, Dubai. He specialises in consultancy in the fields of Family office restructuring, Hospitality, Mergers & Acquisitions, IPO, and Dubai Real Estate. He offers dynamic, results-driven leadership with years of progressive experience leveraging legal skills and business acumen to drive business growth, minimize risk and assurance of compliances.

The Board is of the view that, given the knowledge, experience and contribution of Mr. Sanjeev Agarwala to the Board as a Director will be of immense benefit and in the best interest of the Company.

Mr. Sanjeev Agarwala is qualified and registered with the Indian Institute of Corporate Affairs, Govt. of India, to act as an Independent Director.

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. 7 of the Notice for the 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. 7 of the Notice. The Board recommends the Special Resolution as set out at item no. 7 for approval by the Members.

ITEM NO. 8

Ms. Mita Namonath Jha (DIN: 07258314) was appointed by the Board as an Additional Director in the category of Independent Director with effect from 7th July, 2022 who shall hold office up to the conclusion of ensuing AGM, in terms of provisions of Section 161 of the Companies

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Act, 2013, rules made thereunder. Therefore, Ms. Mita Namonath Jha is proposed to be appointed as a Director of the Company in the category of Independent Director for a period of one year effective from 7th July, 2022 to 6th July, 2023.

Accordingly, Company has received a notice from a member proposing candidature of Ms. Mita Namonath Jha, for the office of Independent Director of the Company in terms of Section 160 of the Companies Act, 2013. Further the Company has also received the consent to act as an Independent Director in prescribed Form DIR-2 along with the declaration to the Company that she meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant Regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Ms. Mita Namonath Jha has confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act in form DIR-8 nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given her consent to act as a Director.

Ms. Mita Namonath Jha, aged 54, has an experience of over 27 years. She is a proven leader at senior level in diverse industries vis mining & metals, packaging, healthcare, financial services and steel. Ms. Mita Namonath Jha is a Gold Medalist in MBA at Hull University, U.K, and holds a Master's degree in Industrial Relations & Personnel Management from Nagpur University, India and holds a bachelor's degree in Arts (Political Science) from Patna University, India.

She specialises in, results-driven leadership with years of progressive experience leveraging legal skills and business acumen to drive business growth, minimize risk and assurance of compliance.

The Board is of the view that, given the knowledge, experience and contribution of Ms. Mita Namonath Jha to the Board as a Director will be of immense benefit and in the best interest of the Company.

Ms. Mita Namonath Jha is qualified and registered with the Indian Institute of Corporate Affairs, Govt. of India, to act as an Independent Director.

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. 8 of the Notice for the appointment of Ms Mita Namonath Jha as an Independent Director on the Board of the Company.

None of the Directors, except Ms. Mita Namonath Jha, 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. 8 of the Notice. The Board recommends the Special Resolution as set out at item no. 8 for approval by the Members.

Detailed Profile of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting, forming part of the Notice convening the said meeting 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 which may also be read as part of the Corporate Governance Report

Particulars	Mr. Akhilesh Bhuwalka	Mr. Amrutesh Jatia	Mr. Ashish Dhanuka
DIN	02764273	02781300	07220876
Date of Birth	15.04.1985	16.04.1986	15.04.1992
Age	37 years	36 years	30 years
Nationality	Indian	Indian	Indian
Qualification	Bachelor of Management in Finance, University of Westminster, UK MSc in Finance, Monash university, Australia	Graduation in Business Management from Babson College, U.S.A	B.Com (H), Calcutta University
Experience (including expertise in specific functional area)/ Skills and capabilities/ Brief Resume	He is an entrepreneur having over 11 years of extensive experience in finance, administration & accounting in Manufacturing & Services industry and with the strong ability to make the tangible connection between business and its financial performance for effective decision making. He is proficient in handling finance function entailing strategy, business plans, capital budgeting etc.	He has about Fifteen years' experience. In view of his educational background and experience in the industry, he holds good command over financial and operational functions	He has about eight years' experience in the industry and has an experience of working in the field of Finance Analysis, Management & Taxation.
Terms and Conditions of Appointment / Reappointment	As disclosed in the Corporate Governance Report	As disclosed in explanatory statement at item no. 3	As disclosed in explanatory statement at item no. 4&5
Existing and Proposed Remuneration (including sitting fees, if any)	Nil	Nil	As disclosed in the explanatory statement
Date of first appointment on the Board	18.06.2020	11.11.2010	23.10.2021

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Shareholding in the Company as on 31 March 2022	Nil	He does not hold any shares in the Company in his individual capacity. However, being one of the directors, controlling shareholder and Significant Beneficial Owner in respect of shares held by Fineline Holdings Limited (FHL) and Yans Enterprises (H.K.) Limited (Yans), he controls 50.53% equity of the Company. Further, being the son of Mr. Shiv Kumar Jatia, he may be considered to have indirect interest in the entire promoters' shareholding of 9861625 equity shares (50.69% of the total equity including the shares held by FHL and Yans) in the Company.	Holding 128 equity shares
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year	4 out of 7	7 out of 7	2 out of 3
Directorships of other Boards as on 31st March 2022	1. Accordion Properties Private Limited 2. Delaware Properties Pvt. Ltd 3. Prithvi Tea Co. Pvt. Ltd.	1. Leading Hotels Limited 2. Energy Infrastructure (India) Limited 3. Pergo India Private Limited	1. Vibhor Tracon Private Limited
Membership / Chairmanship of Committees of other Boards as on 31 March 2022	Nil	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil

Particulars	Ms. Preeti Gandhi	Mr. Sanjeev Agarwala	Ms. Mita Namonath Jha
DIN	08552404	09342150	07258314
Date of Birth	10.04.1988	15.03.1966	01.02.1968
Age	34 years	56 years	54 years
Nationality	Indian	Indian	Indian
Qualification	Law Graduate, Premier University, Bangladesh	CA & CPA	MBA, Hull University, UK
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements Experience (including expertise in specific functional area)/Brief Resume	<p>Ms. Preeti Gandhi meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:</p> <p>She has over 12 years of experience in advising corporate and individual clients in various sectors, including pharmaceuticals, print media, real estate, technology, media and telecom. Her expertise vests in counseling the management while balancing legal expertise and business judgment. She offers extensive advisory in general corporate and commercial matters and litigation strategy. She also holds exposure in managing various globally staged events and productions from a right perspective. In the entertainment segment, she deals with a myriad of transactions in the likes of rights optioning, deal structuring, acquisition and assignment deals, talent management, brand endorsements, synchronization deals, among others.</p>	<p>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:</p> <p>He is an industry veteran with over 30 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.</p>	<p>Ms. Mita Namonath Jha meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:</p> <p>She has an experience of over 27 years. She is a proven leader at senior level in diverse industries vis mining & metals, packaging, healthcare, financial services and steel. She specialises in, results-driven leadership with years of progressive experience leveraging legal skills and business acumen to drive business growth, minimize risk and assure compliance.</p>

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Terms and Conditions of Appointment / Reappointment	As disclosed in explanatory statement at item no. 6	As disclosed in explanatory statement at item no. 7	As disclosed in explanatory statement at item no. 8
Existing and Proposed Remuneration (including sitting fees, if any)	-	Rs. 4,00,000 and Will be paid sitting fee for attending meetings of the Board & Board Committees	Will be paid sitting fee for attending meetings of the Board & Board Committees
Date of first appointment on the Board	13.09.2020	04.10.2021	07.07.2022
Shareholding in the Company as on 31st March 2022	Nil	Holding 17,000 equity shares	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year	7 out of 7	3 out of 3	NA
Directorships of other Boards as on 31st March 2022	Nil	Nil	1. Brady & Morris Engineering Company Limited 2. Sharp Mint Limited 3. Responsive Industries Limited 4. Balasore Alloys Limited 5. Axiom Cordages Limited.
Membership / Chairmanship of Committees of other Boards as on 31st March 2022	Nil	Nil	Brady & Morris Engineering Company Limited- Member of Audit Committee and Stakeholders Relationship Committee Balasore Alloys Limited- Member of Audit Committee and Chairperson of Stakeholders Relationship Committee Responsive industries Limited- Member of Audit Committee Axiom Cordages Limited- Member of Audit Committee
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil

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

Place: New Delhi
Date: 9th August, 2022

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