

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

AHNL/CS/1013/2025

September 06, 2025

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

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

Scrip Code/Scrip ID: 500023/ASIANHOTNR

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: INE363A01022

Dear Sir/Madam,

We wish to inform that:

1. 44th Annual General Meeting of Asian Hotels (North) Limited is scheduled to be held on **Monday, September 29, 2025 at 11.30 a.m.**, through Video Conference ('VC')/ Other Audio Visual Means ('OAVM'). The copy of the Notice of the 44th Annual General Meeting is enclosed herewith.

A letter containing the weblink of the Annual Report is also being sent to the shareholders whose e-mail addresses are not registered with the Company/ RTA/Depository Participant(s) in compliance with the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy enclosed herewith.

2. Cut-off date for remote e-voting is **Monday, September 22, 2025**. The remote e-voting shall commence on **Friday, September 26, 2025 at 9.00 a.m.** and will end on **Sunday, September 28, 2025, at 5.00 p.m.**
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 **Tuesday, September 23, 2025, to Monday, September 29, 2025** (inclusive of both the days) for the purpose of Annual General Meeting.

Thanking you,

Yours faithfully,
For Asian Hotels (North) Limited

Tarun Srivastava
Company Secretary & Compliance Officer
Encl: As above

Contd...2

OWNERS OF:



HYATT
REGENCY™
DELHI

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ASIAN HOTELS (NORTH) LIMITED

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C.C:

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

OWNERS OF:



**HYATT
REGENCY™**
DELHI

ASIAN HOTELS (NORTH) LIMITED

CIN: L55101DL1980PLC011037

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

Phone: 011 66771225/26; Fax: 011 26791033

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

NOTICE

Notice is hereby given that the 44th (Forty-Fourth) 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 Monday, September 29, 2025 at 11.30 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 Financial Statements of the Company for the financial year ended on March 31, 2025 and Reports of Board of Directors and Auditors thereon;
2. To appoint a Director in place of Dr. Arun Gopal Agarwal (DIN: 00374421), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment;
3. **Appointment of M/s G. K. Choksi & Co., Chartered Accountants as the Statutory Auditors of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee and Board of Directors of the Company, M/s G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 101895W), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th (Forty Nineth) Annual General Meeting of the Company, at a remuneration of Rs.55 Lakhs (Rupees Fifty Five Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred to conduct the audit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

SPECIAL BUSINESS (ES):

4. **Appointment of M/s Chandrasekaran Associates, Company Secretaries as Secretarial Auditors of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 & rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of M/s. Chandrasekaran Associates, Company Secretaries (FRN: P1988DE002500 and Peer Reviewed Certificate No. 6689/2025) as Secretarial Auditors of the Company for a period of five (5) consecutive Financial Years (FY) to hold office from the FY 2025-26 to 2029-30 at a fee of Rs. 5.00 Lakhs (Rupees Five Lakhs only) per annum plus applicable taxes and reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT pursuant to Regulation 24(A)(1B) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and on the recommendation of the Audit Committee and Board of Directors of the Company, the approval of the Members be and is hereby further accorded to avail or obtain from the Secretarial Auditors, below mentioned certificates or reports, or any other services, which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a below mentioned respective fees plus applicable taxes and reimbursement of out of pocket expenses as applicable for the financial year 2025-26 and so on.

Sr. No.	Scope of Services	Proposed fee in INR p.a. (excluding GST)
1.	Annual Secretarial Compliance Report	2,00,000
2.	Certificate of Disqualification of Directors of the Company	75,000
3.	Auditors certificate on compliance of conditions of Corporate Governance	1,00,000



RESOLVED FURTHER THAT the Board be and is hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or fix and pay the Secretarial Audit Fee and other certifications fees as may be deemed fit for the remaining tenure, as may be mutually agreed with the Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to settle all questions or difficulties that may arise in this regard and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution.”

5. Re-appointment of Dr. Arun Gopal Agarwal (DIN:00374421) as Whole Time Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in pursuance to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V & rules framed thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Articles of Association of the Company, Nomination, Remuneration and Evaluation Policy of the Company, and on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded to re-appoint Dr. Arun Gopal Agarwal (DIN: 00374421) as the Whole Time Director designated as an CEO & Executive Director of the Company, liable to retire by rotation, for a period of 1 (one) year with effect from July 30, 2025 to July 29, 2026 on an annualized remuneration of Rs. 25,00,008/- (Rupees Twenty-Five Lakhs and Eight only) and on such terms and conditions 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 in the Company during the period of appointment of Dr. Arun Gopal Agarwal as Whole Time Director, the Company shall pay aforesaid 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 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 in accordance with the Nomination, Remuneration and Evaluation Policy of the Company in such manner as mutually agreed between the Board and Dr. Arun Gopal Agarwal (DIN: 00374421), subject to 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 the Board be and is hereby authorized to do all such acts, deeds and things as it may deem fit at its absolute discretion 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 Mr. Krishna Kumar Acharya (DIN:08933298) as Whole Time Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in pursuance to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V & rules framed thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Articles of Association of the Company, Nomination, Remuneration and Evaluation Policy of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Krishna Kumar Acharya (DIN: 08933298) as the Whole Time Director designated as an Executive Director of the Company, liable to retire by rotation, for a period of 1 (one) year with effect from August 12, 2025 to August 11, 2026, on an annualized remuneration of Rs. 48,00,000/- (Rupees Forty Eight Lakhs only) and on such terms and conditions 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 in the Company during the period of appointment of Mr. Krishna Kumar Acharya as Whole Time Director, the Company shall pay aforesaid 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 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 in

accordance with the Nomination, Remuneration and Evaluation Policy of the Company in such manner as agreed between the Board and Mr. Krishna Kumar Acharya (DIN: 08933298), subject to 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 the Board be and is hereby authorized to do all such acts, deeds and things as it may deem fit at its absolute discretion 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: September 03, 2025

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

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (“hereinafter referred collectively as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 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 (“the Act”) and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the 44th 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 (‘Deemed Venue’). The detailed instructions for accessing and participating in the AGM through VC/OAVM facility is mentioned in Note No.14 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 2024-25 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 August 29, 2025 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.14 below.

Members may note that Notice of the AGM and Annual Report 2024-25 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 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-Voting 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 related to the ordinary and special business are annexed hereto and forms part of the Notice.

Additional information pursuant to Regulation 36(3) of the Listing Regulations and 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 at the Registered Office of the Company and 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.
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/her/them shall vest in the unfortunate event of his/her/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/they 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 from April 01, 2019, securities of listed companies can be transferred only in dematerialized form, and accordingly, the Company and its RTA has stopped accepting any fresh lodgment 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 **September 23, 2025 to September 29, 2025** inclusive of both days.
10. In compliance with the MCA Circulars and to ensure that this Annual Report 2024-25 and notice for the AGM reaches all members, the Company had published a Notice in "Business Standard" newspaper (published on September 04, 2025) 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.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a) **For shares held in physical form:** Members holding shares in physical mode are requested to notify change, if any, in their e-mail address, mailing address including pin code, bank details, residential status etc. to the Company or RTA in prescribed Form ISR -1 and other forms pursuant to SEBI Master circular SEBI/HO/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company's website at <https://www.asianhotelsnorth.com/Downloads.html> and is also available on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> quoting their folio number, at investorrelations@ahlnorth.com or inward.ris@kfintech.com respectively.
 - b) **For shares held in electronic form:** Members holding shares in electronic form should notify any change in their e-mail address, mailing address including pin code, bank details, residential status etc. directly to their respective Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.

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

12. SEBI vide its Master Circular No. SEBI/HO/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, has mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature) and nomination details by holders of securities. Security holders shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC Details and nomination.
 - 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 1000 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 11.15 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.
 - 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 September 26, 2025, 09.00 am to September 28, 2025, 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. on the company’s email id at investorrelations@ahlnorth.com.
 - h) Members who need assistance before or during the AGM, can contact KFin Technologies Limited on emeetings@kfintech.com or call on 040-67162222 or on toll free number 1800 309 4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event 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.
- j) Members are requested to note that, RTA of the Company have launched a website – KPRISM <https://kprism.kfintech.com/> for investors. Members can see their portfolios serviced by KFINTECH, check dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms.

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/PoD2/CIR/P/0155 dated November 11, 2024 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:

15.1 Login method for remote e-Voting for Individual shareholders holding securities in Demat mode is given below:

NSDL	CDSL
1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	1. Existing user who have opted for Easi / Easiest I. URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered 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.
2. User not registered for IDeAS e-Services I. To register click on link: https://eservices.nsdl.com II. Select "Register Online for IDeAS" under the list of particulars provided at left side or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields IV. Follow steps given in point 1	2. User not registered for Easi/Easiest I. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. II. Proceed with completing the required fields. III. Follow steps given in point 1
3. By visiting the e-Voting website of NSDL 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.	3. By visiting the e-Voting website of CDSL 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 e-Voting is in progress.

Individual Member can login through their demat accounts / Website of Depository Participant	<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.
<p>1. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>	

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
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625 , 022-62343626 , 022-62343259

15.2 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 KFinTechnologies Ltd. should:
- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Homescreen will be displayed and then click on ‘Shareholders’ icon on the homepage.
 - ii) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM. The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date). Your Folio No. DP ID – Client ID will be your User ID. However, if you hold shares in Demat form and 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 mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.



- 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 Event 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. You may cast your vote by selecting an appropriate option and click on “Submit”.
- viii) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- ix) 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 login any number of times till they have voted on the Resolution(s).
- x) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- xi) 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.
- 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 or shashikant@cacsindia.com or lakhan@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. 9214.”

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. August 29, 2025, may obtain the User Id and password in the manner as mentioned below:

- i) 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 in prescribed Form ISR -1 and other forms pursuant to SEBI Master Circular SEBI/HO/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company’s website at <https://www.asianhotelsnorth.com/Downloads.html> and is also available on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
- ii) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register /update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
- iii) After due verification, the Company / RTA will forward your login credentials to your registered email address.
- iv) Follow the instructions given above to cast your vote.
- v) You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending further communication(s).

16. 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 September 22, 2025 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. September 22, 2025.

17. The remote e-voting period commences on September 26, 2025 at 9.00 a.m. IST and ends on September 28, 2025 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): After the items of Notice have been discussed, e-voting through insta poll will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of September 22, 2025 and who has not casted his/her vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM. 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.

18. 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

Senior Manager

KFin Technologies Limited, Selenium Tower-B, Plot 31 & 32,

Financial District, Nanakramguda, Serilingampally Mandal,

Hyderabad, 500 032, Telangana

E-mail: inward.ris@kfintech.com, evoting@kfintech.com

19. **SPECIAL WINDOW FOR RE-LODGE MENT OF TRANSFER REQUEST OF PHYSICAL SHARES**

Pursuant to SEBI Circular No. SEBI/HO/MIRSD-PoD/P/CIR/2025/97, dated July 02, 2025, the Company is pleased to offer one time special window for physical shareholders to submit re-lodgement requests for the transfer of shares. The Special Window will be open from July 07, 2025 to January 06, 2026 and is applicable to cases where original share transfer requests were lodged prior to April 01, 2019 and were returned/unattended or rejected due to deficiencies in documentation, process or any other reason. The shares re-lodged for transfer will be processed only in dematerialised form during this window. Eligible shareholders may submit their transfer requests along with the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at KFin Technologies Limited having office at Selenium Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, 500 032, Telangana

20. The Board of Directors of the Company, at its meeting held on September 03, 2025, has appointed Mr. Rupesh Agarwal, Managing Partner (Membership No. ACS 16302), failing him Mr. Shashikant Tiwari, Partner (Membership No. FCS 11919) failing him Mr. Lakhn Gupta, Partner (Membership No. FCS 12682), 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 two (2) working days in terms of Listing Regulations or three (3) days in terms of Act, whichever is earlier from the conclusion of the Annual General Meeting, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson of the Company or in her absence to Dr. Arun Gopal Agarwal, CEO and Executive Director or Mr. Tarun Srivastava, Company Secretary and Compliance Officer of the Company, as authorized by the Board, whereupon the Chairperson/CEO & Executive Director/Company Secretary shall declare the result forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding. 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.

21. Those persons, who have acquired shares and have become Shareholders of the Company after sending 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. September 22, 2025 may 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/CDSL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following procedure as mentioned above in Note no.15 or by voting at the AGM.

22. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.asianhotelsnorth.com in the 'Investors' Section, at the earliest soon after the conclusion of the Meeting.

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

Place: New Delhi

Date: September 03, 2025

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

**EXPLANATORY STATEMENT****Under Section 102 of the Companies Act, 2013****ITEM NO. 3**

The Members of the Company at the 39th Annual General Meeting ('AGM') held on December 24, 2020 approved the appointment of M/s. V. V. Kale & Company, Chartered Accountants (Firm Registration No.: 000897N), as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of the 39th AGM till the conclusion of 44th AGM of the Company. M/s. V. V. Kale & Company will complete their present term on the conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The present remuneration of M/s. V. V. Kale & Company for conducting the statutory audit for FY 2024-25 as approved by the Board of Directors is Rs 24 Lakhs plus applicable taxes and reimbursement of out-of-pocket expenses. Further, an amount of Rs 3.325 Lakhs is approved to be paid to auditors towards Tax Audit, GST Audit, GST Assessment services, ROC XBRL filing of financial statement and DPT-3 certification services.

Presently Company wishes to change the Statutory Auditors and thereby the Board of Directors of the Company at its meeting held on September 03, 2025, on the recommendation of the Audit Committee, has considered to recommend the appointment of M/s. G. K. Choksi & Co., Chartered Accountants (Firm Registration no. 101895W), as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of the 49th AGM subject to the approval of members of the Company at this AGM.

On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration of M/s. G. K. Choksi & Co., Chartered Accountants for FY 2025-26 as set out in the Resolution.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. G. K. Choksi & Co., Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

As per the requirement of the Companies Act, 2013 (the 'Act'), as amended, M/s. G. K. Choksi & Co., Chartered Accountants, have given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act and the rules made thereunder.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Item No. 3 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 3 for approval by the Members.

ITEM NO. 4

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

In accordance to the recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity shall appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval in its Annual General Meeting effective from April 1, 2025. Further, any association of the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the aforesaid tenure.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Chandrasekaran Associates (CACS), Peer Reviewed Firm of Company Secretaries in practice, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from FY 2025-26 to FY 2029-30. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending CACS for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. CACS was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

CACS headquarters located in the political capital of India, New Delhi, is a peer reviewed and a well-established firm of Company Secretaries, registered with the Institute of Company Secretaries of India having professional experience spanning over more than 36 years specializing in Secretarial Audit, Due Diligence, Assurance Audit, Statutory Compliance Management and Solutions, Representation services, Merger, Amalgamation and Restructuring, Transaction Advisory Services to the Corporate world on various matters etc. The firm provides consultancy and secretarial audit to reputed multinational companies, listed companies including part

of NIFTY50/ SENSEX and large corporate houses in various sectors such as Information Technology, Telecom, Manufacturing, Real Estate, Insurance, Fast Moving Consumer Goods, Hotel, Travel, Food, Hospital, Pharma, Media, Tobacco, housing Finance, Banking, REIT, INVITS etc.

The terms and conditions of CACS's appointment include a tenure of five years, from FY 2025-26 to FY 2029-30. The fixed remuneration for the Secretarial Audit for the FY 2025-26 is set at Rs. 5,00,000/- (Rupees Five Lakh only) per annum plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by CACS to conduct the audit effectively.

Further pursuant to regulation 24A(1B) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and on the recommendation of the Audit Committee, the Board of Directors of the Company approved below mentioned certificates or reports which the Secretarial Auditor is eligible to provide or issue under the applicable laws at a mentioned respective fees plus applicable taxes and reimbursement of out of pocket expenses as applicable for the financial year 2025-26 and so on.

Sr. No.	Scope of Services	Proposed fee in INR p.a. (excluding GST)
1.	Annual Secretarial Compliance Report	2,00,000
2.	Certificate of Disqualification of Directors of the Company	75,000
3.	Auditors certificate on compliance of conditions of Corporate Governance	1,00,000

Additional fees for statutory certifications and other professional services as may be permissible by the SEBI in addition to above will be determined separately by the management, in consultation with CACS, and will be subject to approval by the Board of Directors and/or the Audit Committee.

CACS was appointed as the Secretarial Auditor for the FY 2024-25. This appointment took place before the implementation of the five-year term requirement, as described above. The fee paid to CACS for the year 2024-25 is same as that proposed for FY 2025-26 onwards. Accordingly, there is no material change in the fee payable to CACS.

CACS has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of CACS as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 4 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members

ITEM NO. 5

Dr. Arun Gopal Agarwal (DIN: 00374421), aged 79 years, was appointed as the Whole Time Director designated as an Executive Director of the Company to hold office for a term of 1 (One) year with effect from July 30, 2024 by way of special resolution by the Members of the Company at their Annual General Meeting held on September 27, 2024. The first term of his appointment got completed on July 29, 2025.

Dr. Arun Gopal Agarwal is a doctoral degree holder (Ph.D.) from Meerut University and is also a Fellow Member of Institute of Cost & Management Accountant of India, The Institute of Company Secretaries of India, Indian Council of Arbitration, All India Management Association and Institution of Valuers.

Dr. Arun Gopal Agarwal has an overall industrial experience of around 55 years including many years of managerial experience on senior positions in the field of Solar Power, Automobile Industry, Hotel & Tourism Industry.

Dr. Arun Gopal Agarwal satisfies all the conditions set out in Part-I of Schedule V for being eligible for the re-appointment as Whole-time Director of the Company. Dr. Arun Gopal Agarwal has also 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.

Section 196(3) of Companies Act, 2013, inter alia, provides that no Company shall continue the employment of a person who has attained the age of seventy years, as Managing Director, Whole-time Director or Manager unless it is approved by the members by passing a Special Resolution, Part I of Schedule V to the Act contains such relaxation.

The Board of Directors at its meeting held on July 28, 2025 on the recommendation of Nomination and Remuneration Committee, re-appointed Dr. Arun Gopal Agarwal (DIN: 00374421), as Whole Time Director designated as CEO and Executive Director of the Company w.e.f. July 30, 2025 for another term of one (1) year w.e.f. July 30, 2025 to July 29, 2026 subject to the approval of the shareholders of the Company in terms of Sections 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions set out below:



TERMS AND CONDITIONS:

Period:

From July 30, 2025 to July 29, 2026

Remuneration:

Salary: Rs. 25,00,008/- per annum up to a maximum of Rs. 35,00,000/- per annum

LTA, Ex-Gratia, Insurance shall be paid in accordance with the Nomination, Remuneration and Evaluation policy of the Company and the annual increments within the said maximum amount shall be decided by the Board based on the recommendation of the Nomination and Remuneration Committee and will be performance-based and take into account the Company's performance as well.

Gratuity shall be paid as per Payment of Gratuity Act, 1972.

Benefits

- a. Medical Coverage
He will be entitled to Medical Insurance for himself, his spouse and up to two dependent children as per Company policy.
- b. Personal Accident Insurance Coverage
He will be suitably insured under a Personal Accident Insurance Scheme as per Company policy.
- c. Ex Gratia
He will be entitled to the payment of an Ex-Gratia, if declared, as per Company policy and provisions there in. The ex-gratia declared by the Company during the past years has been 20% of the basic salary.
- d. Leave Travel Allowance
He will be entitled to receive annual Leave Travel Assistance limited to one month's basic salary. This is payable on completion of each anniversary year and will be subject to deduction of income tax as per local law.
- e. Duty Meals
His entitlement to duty meals at Hyatt Regency Delhi will be as per Company policy.
- f. Laundry & Dry-Cleaning Facility
He will be entitled to complimentary laundry and dry-cleaning facility at Hyatt Regency Delhi's laundry as per Company policy.
- g. Telephone/ Mobile
He will be entitled to reimbursement of official Mobile Cell Phone expenses as per company policy.
- h. Fitness Centre & Beauty Salon Facilities
Use of the Fitness Centre & Beauty Salon facilities at Hyatt Regency Delhi will be as per Company policy.

Minimum Remuneration

In the event of absence or inadequacy of profits during the period of appointment of Dr. Arun Gopal Agarwal, the Company shall pay remuneration by way of Salary including perquisites and allowances as mentioned above in accordance with the Schedule V to the Companies Act, 2013 as minimum remuneration.

Termination

In the event of

- (i) knowingly commitment of any act of dishonesty relating to the Company, or
- (ii) guilty of any serious misconduct that brings the Company into disrepute or affects the interests of the Company, or
- (iii) conviction of any arrestable criminal offence (other than an offence under road traffic, or any other for which there is no sentence of any term of imprisonment)

Then the Company shall be entitled to terminate the contract immediately without notice without payment in lieu of notice whereupon you shall have no claim against the Company for any reason whatsoever.

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.

During the FY 2025-26, the Company has committed default in payment of dues to following bank or public financial institution:

1. Star Strength (Debt assigned by DBS Bank)

2. Ambitious Cement Private Limited

Except Dr. Arun Gopal Agarwal, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested either financially or otherwise in the Special resolution proposed at Item No. 5 of the accompanying Notice.

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.

The Board recommends the Special Resolution as set out at Item no. 5 for approval by the Members

ITEM NO. 6

Mr. Krishna Kumar Acharya (DIN: 08933298), aged 68 years, was appointed as the Whole Time Director designated as an Executive Director of the Company to hold office for a term of 1 (One) year with effect from August 12, 2024 by way of special resolution by the Members of the Company at their Annual General Meeting held on September 27, 2024. The first term of his appointment got completed on August 11, 2025.

Mr. Krishna Kumar Acharya has done first class B.Sc. (Hons) and has been a Gold Medalist in M.Sc. (Hons). He also holds Post Graduate Diploma in Industrial Relations and Personal Management and has also done CAIIB from Indian Institute of Bankers, Mumbai.

Mr. Krishna Kumar Acharya has 37 years of Banking experience, out of which more than 20 years he has worked in Credit Appraisal and Credit Monitoring area. Mr. Acharya previously has been a Head of State Level Banker's Committee, New Delhi (SLBC) & Government Operations as General Manager since Feb 2016 to July 2017. He has also headed Mumbai Region as a General Manager and been a General Manager at Hyderabad with a branch network of 80 branches. Further he has assumed various responsibilities as Manager of Branches & Headed Credit/Foreign Exchanges departments in Branches.

Mr. Krishna Kumar Acharya satisfies all the conditions set out in Part-I of Schedule V for being eligible for the re-appointment as Whole-time Director of the Company. Mr. Krishna Kumar Acharya has also 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.

The Board of Directors at its meeting held on July 28, 2025 on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Krishna Kumar Acharya (DIN: 08933298), as Whole Time Director designated as an Executive Director of the Company w.e.f. August 12, 2025 for another term of one (1) year w.e.f. August 12, 2025 to August 11, 2026 subject to the approval of the shareholders of the Company in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions set out below:

TERMS AND CONDITIONS:

Period:

From August 12, 2025 to August 11, 2026

Remuneration:

Salary: Rs. 48,00,000/- per annum up to a maximum of Rs. 60,00,000/- per annum

LTA, Ex-Gratia, Insurance shall be paid in accordance with the Nomination, Remuneration and Evaluation policy of the Company and the annual increments within the said maximum amount shall be decided by the Board based on the recommendation of the Nomination and Remuneration Committee and will be performance-based and take into account the Company's performance as well.

Gratuity shall be paid as per Payment of Gratuity Act, 1972.

Benefits

a. Medical Coverage

He will be entitled to Medical Insurance for himself, his spouse and up to two dependent children as per Company policy.

b. Personal Accident Insurance Coverage

He will be suitably insured under a Personal Accident Insurance Scheme as per Company policy.

c. Ex Gratia

He will be entitled to the payment of an Ex-Gratia, if declared, as per Company policy and provisions there in. The ex-gratia declared by the Company during the past years has been 20% of the basic salary.

d. Leave Travel Allowance

He will be entitled to receive annual Leave Travel Assistance limited to one month's basic salary. This is payable on completion of each anniversary year and will be subject to deduction of income tax as per local law.



e. Duty Meals

His entitlement to duty meals at Hyatt Regency Delhi will be as per Company policy.

f. Laundry & Dry-Cleaning Facility

He will be entitled to complimentary laundry and dry-cleaning facility at Hyatt Regency Delhi's laundry as per Company policy.

g. Telephone/ Mobile

He will be entitled to reimbursement of official Mobile Cell Phone expenses as per company policy.

h. Fitness Centre & Beauty Salon Facilities

Use of the Fitness Centre & Beauty Salon facilities at Hyatt Regency Delhi will be as per Company policy.

Minimum Remuneration

In the event of absence or inadequacy of profits during the period of appointment of Mr. Krishna Kumar Acharya, 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.

Termination

In the event of

- (i) knowingly commitment of any act of dishonesty relating to the Company, or
- (ii) guilty of any serious misconduct that brings the Company into disrepute or affects the interests of the Company, or
- (iii) conviction of any arrestable criminal offence (other than an offence under road traffic, or any other for which there is no sentence of any term of imprisonment)

Then the Company shall be entitled to terminate the contract immediately without notice without payment in lieu of notice whereupon you shall have no claim against the Company for any reason whatsoever.

During the FY 2025-26, the Company has committed default in payment of dues to following bank or public financial institution:

- 1. Star Strength (Debt assigned by DBS Bank)
- 2. Ambitious Cement Private Limited

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.

Except Mr. Krishna Kumar Acharya, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested either financially or otherwise in the resolution proposed at Item No. 6 of the accompanying Notice.

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.

The Board recommends the Special Resolution as set out at item no. 6 for approval by the Members.

In terms of Schedule V to the Companies Act 2013, the relevant details for the item no. 5 and 6 are as under:

I. General Information

- i. Nature of Industry: Hospitality Sector
- ii. Date of commencement of commercial production: May 01, 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 2024-25	FY 2023-24
Total Revenue	32,068.21	30,002.57
Profit Before Tax	23,203.34	-8,730.43
Net Profit After Tax	18,725.96	-8,749.67
EPS	96.26	-44.98

v. Foreign Investments or collaborations, if any:

For details of investment made by the Company, please refer the note no. 5 of the Balance Sheet forming part of the Annual Report for 2024-25 being sent along with this Notice.

As on March 31, 2025, the shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is detailed as under:

Particulars	No. of shares	%
Non-Resident Indians (NRI)	1,06,34,026	54.66
Foreign Portfolio Investors	10,22,951	5.26

II. Information about the appointee:

Particulars	Dr. Arun Gopal Agarwal	Mr. Krishna Kumar Acharya
Background Details	Dr. Arun Gopal Agarwal is a doctoral degree holder (Ph.D) from Meerut University and is also a Fellow Member of Institute of Cost & Management Accountant of India, The Institute of Company Secretaries of India, Indian Council of Arbitration, All India Management Association and Institution of Valuers. Dr. Arun Gopal Agarwal has an overall industrial experience of around 55 years including many years of managerial experience on senior positions in the field of Solar Power, Automobile Industry & Hotel & Tourism Industry.	Mr. Krishna Kumar Acharya has done first class B.Sc. (Hons) and has been a Gold Medallist in M.Sc. (Hons). Mr. Acharya also holds Post Graduate Diploma in Industrial Relations and Personal Management and has also done CAIIB from Indian Institute of Bankers, Mumbai.
Past Remuneration	Rs. 25,00,008/- per annum	Rs. 48,00,000/- per annum
Recognition or awards	N.A.	N.A.
Job profile and his suitability	Dr. Arun Gopal Agarwal, Whole Time Director designated as a CEO and Executive Director of the Company is responsible for the overall management of the Company.	Mr. Krishna Kumar Acharya, Whole Time Director designated as an Executive Director of the Company is responsible for the overall management of the Company.
Remuneration proposed	As mentioned in the resolution and explanatory statement as well	As mentioned in the resolution and explanatory statement as well
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 (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.	The current remuneration being paid to the Whole-time Director (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 as stated above, the Director do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.	Apart from the remuneration paid to him as Whole-time Director as stated above, 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. Company has reasonably performed good this year as compared to the previous year, but due to continuous losses during the previous years along with Debts and substantial liability on account of accumulated interest obligations there has been an inadequate profit.

2. Foreign exchange fluctuations have also 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 activities and settlements with secured lenders has substantially reduced the interest costs and Company is constantly trying to improve the overall efficiency levels to improve the Overall performance.

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

1. The Company is making every effort to increase the efficiencies and to control the finance costs. It is expected that these efforts should yield results and the performance of the financial year 2025-26 should be better than the previous year.

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 2024-25.

Detailed Profile of Directors seeking 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	Dr. Arun Gopal Agarwal	Mr. Krishna Kumar Acharya
DIN	00374421	08933298
Date of Birth	02.03.1946	24.07.1957
Age	79 years	68 years
Nationality	Indian	Indian
Qualification	Dr. Arun Gopal Agarwal is a doctoral degree holder (Ph.D) from Meerut University and is also a Fellow Member of Institute of Cost & Management Accountant of India, The Institute of Company Secretaries of India, Indian Council of Arbitration, All India Management Association and Institution of Valuers.	Mr. Krishna Kumar Acharya has done first class B.Sc. (Hons) and has been a Gold Medallist in M.Sc. (Hons). Mr. Acharya also holds Post Graduate Diploma in Industrial Relations and Personal Management and has also done CAIIB from Indian Institute of Bankers, Mumbai.
Brief Resume, Experience and nature of expertise in specific functional areas	Dr. Arun Gopal Agarwal has an overall industrial experience of around 55 years including many years of managerial experience on senior positions in the field of Solar Power, Automobile Industry & Hotel & Tourism Industry.	Mr. Krishna Kumar Acharya has 37 years of Banking experience, out of which more than 20 years he has worked in Credit Appraisal and Credit Monitoring area. Mr. Acharya previously has been a Head of State Level Banker's Committee, New Delhi (SLBC) & Government Operations as General Manager since Feb 2016 to July 2017. He has also headed Mumbai Region as a General Manager and been a General Manager at Hyderabad with a branch network of 80 branches further he has assumed various responsibilities as Manager of Branches & Headed Credit/Foreign Exchanges departments in Branches.
Terms and Conditions of Appointment / Reappointment	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report

Existing and Proposed Remuneration	As disclosed in the Corporate Governance Report	As disclosed in the Corporate Governance Report
Remuneration last drawn by such person	Rs. 25,00,008/- per annum	Rs. 48,00,000/- per annum
Date of first appointment on the Board	30.07.2024	12.08.2024
Relationship with other Directors/ 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 2024-25	5 out of 5	1 out of 3
No. of Equity shares held in the Company including beneficial ownerships (As on June 30, 2025)	N.A.	N.A.
Directorships in Listed Entities	Asian Hotels (North) Limited	Asian Hotels (North) Limited
Directorship in other Indian unlisted Companies	1. Bloom Inn Private Limited 2. Prudent ARC Limited 3. Spaark Bresson WTE Private Limited	1. AHNL Realty Private Limited
Details of Listed Companies from which the Director resigned in the past three years i.e. FY 2022-23, FY 2023-24 and FY 2024-25,	1. Sampann Utpadan India Limited	N.A.
Membership/ Chairmanship of Committees in Listed Companies	N.A.	N.A.
Membership/ Chairmanship of Committees in Indian Unlisted Companies	N.A.	N.A.

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

Place: New Delhi
Date: September 03, 2025

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



Asian Hotels (North) Limited
(CIN:- L55101DL1980PLC011037)
Registered Office: Bhikaji Cama Place
M.G. Marg, New Delhi – 110066
Tele Phone:011-26791234 /

E-mail: Investorrelations@ahlnorth.com / Website: www.asianhotelsnorth.com.

Date: 06.09.2025

Ref: Folio No. / DPID & Client ID: AHNXXXXXX

Dear Member,

Sub: Web-link of the Annual Report for FY 2024-25

We wish to inform you that 44th Annual General Meeting (“AGM”) of Asian Hotels (North) Limited is scheduled to be held on **Monday, September 29, 2025, at 11:30 p.m. (IST)** through Video Conferencing / Other Audio-Visual Means (“VC / OAVM”) to transact the business(es) as set out in the notice dated September 03, 2025, convening the meeting (the “Notice”).

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has sent the soft copy of the Annual Report for the Financial Year 2024-25 to all those shareholders who have registered their email addresses with the Depository Participant (DP)/Registrar and Transfer Agent (RTA). We find that your email address is not registered with the DP/RTA. We are unable to send the report electronically, this letter is being sent to you to provide the web-link where complete details of the Annual Report are available, which is given as under:

a) on the website of the Company at the below link:

https://www.asianhotelsnorth.com/Annual_Report_2024_25

b) follow the below path:

www.asianhotelsnorth.com ▶ Reports ▶ Annual Reports ▶ AGM Notice & Annual Report 2024-25.

Detailed information with respect to procedure for e-voting and participation at AGM, speaker registration, etc. is contained in the Notice convening AGM.

Looking forward to your participation at AGM and continued support.

Thank you,

Yours faithfully,

For Asian Hotels (North) Limited

Sd/-

Tarun Srivastava
Company Secretary and Compliance Officer