

ASIAN HOTELS (WEST) LIMITED

CIN: L5510DL2007PLC157518

Registered office: 6th Floor, Aria Towers, JW Marriot, New Delhi, Aerocity,
Asset Area 4 Hospitality District, Near IGI Airport, New Delhi - 110 037
Tel: 011-46101210, Fax: 011-46101202, email: vivek.jain@asianhotelswest.com,
Website: www.asianhotelswest.com

NOTICE

Notice is hereby given that the **9th Annual General Meeting** (AGM) of the members of Asian Hotels (West) Limited will be held on Friday, 22nd July, 2016 at 3.00 PM at Air force Auditorium, Subroto Park, New Delhi 110010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements including Balance Sheet as at 31st March, 2016 and the Profit and Loss Account as on that date along with the Auditors' Report and Directors' Report thereon.
2. To consider and declare Dividend on Equity Shares of the Company, for the Financial Year ended 31st March 2016.
3. To appoint a Director in place of Mr. Sushil Kumar Gupta (DIN: 00006165), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To ratify appointment of Statutory Auditors of the Company for the Financial Year 2016-17 and 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, and other applicable provisions, if any, of the Companies Act, 2013 and rules notified there-under the appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 00756N), Statutory Auditors of the Company to hold office as Statutory Auditors until the conclusion of next Annual General Meeting of the Company, be and is hereby ratified, at such remuneration as shall be fixed by Board of Directors of the Company.”

SPECIAL BUSINESS:

5. **To consider and approve the resolution for conversion of Debt into equity Shares of the Company pursuant to section 62(3) and other applicable provisions if any of the companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and in accordance with the Memorandum and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, in the event of Strategic Debt Restructuring Scheme as per circular no. DBR. BP.BC.No.101/21.04.132/2014-15, as amended or modified or replaced from time to time by the Reserve Bank of India on 8th June 2015, to convert the obligation or part thereof, (as already stipulated or as may be specified by the Financial Institutions/ Banks under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the “Lenders”), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the “Financial Assistances”), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding Rs.400/- Crores (Rupees Four Hundred Crores), consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable laws and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company.

RESOLVED FURTHER THAT the new Equity Shares of Rs. 10/- each, to be allotted post conversion of the Facility, shall rank paripassu in all respects with and carry the same rights as the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any

question, difficulty or doubt that may arise in regard to the offer / issue, allotment, size and terms and conditions of the offer / issue, including but not limited to valuation of the equity shares and the premium to be charged at the time of conversion, if any, to accept and give effect to any modifications, changes, variations, alterations, deletions and additions as the Board may decide in its absolute discretion in the best interest of the Company without requiring any further approval of the members, to finalize and execute all documents and writings and to give such directions and / or instructions as may be necessary, proper, desirable or expedient as it may deem fit from time to time.

RESOLVED FURTHER THAT the acts, deeds and things already done in this regard, by and with the authority of the Board, be and are hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to negotiate and accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid including any modifications required from time to time and to do all such acts and things as may be necessary to give effect to the above resolution.”

6. To consider and approve the Short term unsecured loan availed by the Company from Mettel Estates Private Limited.

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

“**RESOLVED THAT** pursuant to section 179 and other applicable provisions (if any) of the Companies Act 2013 and rules made thereunder (including re-enactment or statutory modification, if any) and Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, approval of the members of the Company be and is hereby accorded for the short term unsecured loan amounting to Rs. 100,00,00,000 (One Hundred Crores only) availed by the Company from Mettel Estates Private Limited (MEPL) on such terms and conditions, as detailed out in the loan agreement, copy of which duly initialed by the Chairman is laid down before the meeting.”

For Asian Hotels (West) Limited

Date: 24th May, 2016

Place: New Delhi

Vivek Jain
Company Secretary
Membership No. – F7204

NOTES:

1. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) in respect of the special business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**
3. A proxy form in Form MGT-11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate Members intending to send their authorized representative/(s) u/s 113 of the Companies Act, 2013 (the Act), are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
5. In case of joint holding, the joint holder whose name stands first, as per the Company’s records, shall alone be entitled to vote.
6. All the documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16th July, 2016 till Friday, 22nd July, 2016, both days inclusive.
8. The dividend, if declared by the Company in the Annual General Meeting, will be paid to those members or to their mandates whose name stand registered as:
 - a. Beneficial owners as at the end of business on 15th July, 2016, as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form, and
 - b. Members whose names stand in the Register of Members of the Company, after giving effect to valid share transfers in physical form lodged with the Company, as at the end of business on 15th July, 2016.

9. Members / Proxy-holders are requested to produce at the entrance, the attached Attendance Slip duly filled in, for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID for identification.
10. Shareholders who have not received and/or not encashed the dividend warrant(s) in respect of Dividend declared for the Financial Years 2009-10; 2010-11; 2011-12; 2012-13; 2013-14; 2014-15 are requested to apply for duplicate dividend warrant(s) by writing to the Company/Registrar.
11. a) Members holding shares in Physical form are requested to notify the Registrar and Share Transfer Agent/Company change in their address, if any, with pin code, quoting their folio number.
b) Members holding shares in electronic form should notify any change in their residential address or bank details directly to their respective Depository Participants.
12. Non-Resident Indian Shareholders are requested to inform the Registrar & Share Transfer Agent / Company/ respective Depository Participant:
 - a) Particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not already intimated.
 - b) Change, if any, in their Residential status.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
14. SEBI has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company prints the bank account details, if available, on the warrant for distribution of dividend. Therefore, to avoid any fraudulent encashment of warrants, the members are requested to furnish, quote their folio number, following information to the Registrar & Share Transfer Agents / Company / respective depository participant so that requisite details could be printed on all future dividend warrants:
 - a. Name of the Sole/First Joint Holder, and
 - b. Particulars of his/her Bank account, viz. account number, name of Bank and complete address of the Branch with Pin code Number.
15. For effecting changes in address / bank details / ECS mandate etc., shareholders are requested to contact the RTA in case of shares held in physical form / their respective Depository Participant in case of shares held in dematerialised form.
16. In terms of Section 134 of the Companies Act, 2013 and Rule 11(a) of the Companies (Accounts) Rules, 2014, financial statements are being sent through electronic mode to such Members whose shareholding is in dematerialised form and whose email addresses are registered with Depository and / or the Company. For Members who have not registered their email addresses, physical copies of the Annual Reports are being sent by the permitted mode. Shareholders who have received Annual Report by e-mail and who wish to have printed Annual Report, can seek copy thereof from Company's Registrar & Transfer Agent M/s. Karvy Computershare Private Limited, Unit: Asian Hotels (West) Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Mandal, Hyderabad – 500 032 or Asian Hotels (West) Limited, 6th Floor, Aria Towers, J.W Marriott, Aerocity, Asset Area 4, Hospitality District, Near IGI Airport, New Delhi -110037. The Notice of the AGM and copies of Audited Financial Statements, Directors Report, Auditor's Report etc will also be displayed on the website of the Company www.asianhotelswest.com and the other requirements of the aforesaid MCA circular will be duly complied with.
17. The Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2010, as on the date of the 8th Annual General Meeting (AGM) held on September 10, 2015, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.asianhotelswest.com.
18. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company.
19. Electronic copy of the Notice of the 9th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email Addresses are registered with the Company and / or Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 9th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
20. The Board of Directors has appointed Mr. Dhawal Kant Singh, Company Secretary in Whole Time Practice, (CP No 7347), as the Scrutinizer to scrutinize the voting and remote E-Voting process in a fair and transparent manner. The Scrutinizer shall, within a period of two working days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

21. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. close of business hours on 15th July, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
 - i) The voting rights of the shareholders shall be in proportion to the shares held by them, of the paid-up equity share capital of the company as on the cut-off date of close of working hours of 15th July, 2016.
 - ii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.asianhotelswest.com and on the website of Karvy within two days of passing of the resolutions at the 9th Annual General Meeting of the Company on 22nd July, 2016 and shall be communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Ltd.
23. Shareholders are requested not to carry any briefcase, carry bag, shopping bag and the like to the venue since these will not be allowed inside for security reasons.
24. Members are requested to bring along their copy of the Annual Report to the meeting.
25. All the businesses mentioned in the Notice may also be transacted through electronic voting system arranged by KARVY. The process for e-voting has been annexed in the Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

1. The e-voting period commences on 19th July, 2016 (9.00 A.M. IST) and ends on 21th July, 2016 (5.00 P.M. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 15th July, 2016, may cast their votes electronically. At the end of the voting period the portal shall forthwith be blocked.
2. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
3. Enter the login credentials (i.e., user-id & password) mentioned on the Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:-
	a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL :- 16 digits beneficiary ID
	For Members holding shares in Physical Form:-
	* Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

4. For any queries or grievance or clarification regarding e-voting process the members may contact Mr. Vivek Jain, Company Secretary & Compliance Officer of the Company or can contact RTA toll free No. 1-800-34-54-001.
5. After entering these details appropriately, click on "LOGIN".
6. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. You need to login again with the new credentials.
8. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
9. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used.
10. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the shareholder do not wants to cast, select 'ABSTAIN'

11. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
12. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
13. Corporate/Institutional Members (corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to info@dsassociate.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

**By order of Board of Directors
For Asian Hotels (West) Limited**

**Date: 24th May, 2016
Place: New Delhi**

**Vivek Jain
Company Secretary
Membership No – F7204**

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement sets out the material facts relating to the business under Items appearing in SPECIAL BUSINESS of the accompanying Notice dated 24th May, 2016.

ITEM NO 5

In terms of the provisions of section 180(1)(c) of the Companies Act, 2013, the shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money/ moneys upto an amount of Rs. 400 Crores by passing a Special Resolution at 7th AGM of the Company held on 20th September, 2014.

In line with the regulatory changes in the recent past, the changes in the Companies Act, 1956 and in line with various directives issued by Reserve Bank of India, from time to time, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable the Banks and Financial Institutions (hereinafter referred to as the "Lenders") to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assurances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion.

Accordingly, the Board recommends the resolution as set out in Item No. 5, to enable the Lenders, in terms of the lending arrangements/facility Agreements, entered/ to be entered, and as may be specified by the Financial Institutions/Banks under the financing documents already executed or to be executed in respect of the Financial Assurances availed/to be availed, at their option, to convert the obligation or part thereof into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI Regulations at the time of such conversion.

Since decisions for raising the Financial Assurances or agreeing to terms and conditions for raising the Financial Assurances (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO 6

The shareholders may note that during April, 2016, to meet its fund requirements, the Company has taken a short term unsecured loan of Rs. 100 crores at 11.5% per annum, to be repaid within 3 months from the date of disbursement, from M/s Mettel Estates Private Limited (a related party having Mr. Sushil Kumar Gupta and Mr. Sandeep Gupta as Directors), which has already been repaid in full by the Company.

Since the amount of transaction was more than ten percent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company, it is proposed to take the approval of shareholders as per material related party policy of the Company and as per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

The members may note that the said transaction was on arms length and none of the Directors and Key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except Mr. Sushil Kumar Gupta, Mr. Sandeep Gupta and Mr. Sudhir Gupta.

**By order of Board of Directors
For Asian Hotels (West) Limited**

**Date: 24th May, 2016
Place: New Delhi**

**Vivek Jain
Company Secretary
Membership No – F7204**

ANNEXURE TO ITEM NO 3 OF THE NOTICE

Details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Sushil Kumar Gupta
Date of Birth	05th January, 1944
Date of Appointment on the Board	04 th July, 2008
Qualifications	F.S.C., Certified Hotel Administrator (CHA)
Expertise in specific functional area	He is the founding promoter of Asian Hotels (West) Limited. He has in-depth knowledge of the core business of the Company. He has wide exposure on all aspects of business of the Company and is engaged in supervision & conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board. He was awarded the Padmashree by the Honourable President of India in the year 2007.
Relationships between Directors inter-se	Mr. Sushil Kumar Gupta and Mr. Sudhir Gupta are brothers. Mr. Sushil Kumar Gupta is a father of Mr. Sandeep Gupta.
Number of shares held as on 31 st March, 2016	4,13,612
Names of Listed entities in which he holds the Directorship.	NIL
Names of Listed entities in which he holds the membership of committees of the Board.*	NIL

Committee Membership includes only Audit Committee and Stakeholders Relationship Committee of Listed Company.



