

## ASIAN HOTELS (WEST) LIMITED

6th Floor, Aria Towers, J.W. Marriott, New Delhi Aerocity, Asset Area 4, Hospitality District,  
Near IGI Airport, New Delhi - 110 037  
Phone No. + 91 - 11 4610 1210; Fax No: + 91- 11 4610 1202  
CIN: L55101DL2007PLC157518

### Notice of Postal Ballot

#### NOTICE TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given to members of the Asian Hotels (West) Limited pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 that the Company is seeking consent of its Members, for the proposed following resolutions by way of Postal Ballot:

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

“**RESOLVED THAT** pursuant to provisions of Sections 186 read with other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules notified thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company is hereby authorised (with full powers to delegate as the Board may decide) consent of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee thereof, which the Board may have constituted or constitute hereafter to exercise powers conferred by this resolution) to make any loans or investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 400 Crore (Rupees Four Hundred Crore only) as detailed in the attached explanatory statement, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Act, as in their absolute discretion deem beneficial and in the interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

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

“**RESOLVED THAT** in supersession of resolutions passed under section 293 (1) (a) of the Companies Act, 1956 at the Extra Ordinary General Meeting of the Company held on 23rd December, 2008 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and rules notified thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the Board of Directors of the Company (hereinafter referred to as “the board” which term shall be deemed to include any committee thereof, which the Board may have constituted or constitute hereafter to exercise powers conferred by this resolution) be and is hereby authorized to mortgage and /or create charge on all or any one or more of the movable /immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of National / International Financial institutions / Public Financial Institutions/ Banks/NBFC’s etc. hereinafter referred to as ‘the Lenders’ to secure any Term Loans / credit facilities / Cash Credit facilities / Debentures / Bonds or the like, obtained / to be obtained from any of the aforesaid Lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption cost, charge(s), expenses and all other monies payable by the Company to such lenders under the respective Loan /other agreement(s) entered/to be entered into between the Company and the Lender(s) in respect of the said borrowings, such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders the requisite agreements, documents, deeds and writings for borrowing and / or creating the aforesaid mortgages and / or charge (s) and do all such acts, deed and things as may be necessary to give effect to the above resolutions”

By the order of the Board  
For Asian Hotels (West) Limited

Nikhil Sethi  
Company Secretary

Place: New Delhi

Date: 23rd August, 2014

#### NOTES & GENERAL INSTRUCTIONS:

1. An explanatory statement pursuant to Section 102 of the Act read with Rule 22 of the Rules setting out the material facts pertaining to the proposed resolutions and reasons there-for is annexed for your consideration along with the Postal Ballot Form for your requisite action.
2. The Notice of Postal Ballot (hereinafter referred to as ‘the Notice’) is being sent to all the 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 close of business hours on Friday, 8th August, 2014 and voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on that date.
3. The Board of Directors of the Company, at its meeting held on 9th August, 2014, has appointed Mr. Dhawal Kant Singh, Company Secretary in Practice, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
4. The Company has designated Mr. Sushil Kumar Gupta, Chairman & Managing Director and Mr. Nikhil Sethi, Company Secretary as the persons responsible for the entire postal ballot process.
5. In compliance with Clause 35B of the Listing Agreement and provisions of Section 108 and Section 110 of the Act read with the Rule 20 and 22 of the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. Members desiring to opt for e-voting are requested to carefully read and follow the instructions on e-voting printed in this Notice. It must be noted that e-voting is optional.
6. In accordance with Rule 18 and 22 of the Rules, members who have registered their e-mail IDs with the Company or the Depositories, the Notice is being sent by e-mail and to other members by registered post along with the Postal Ballot Form.
7. Members have an option to vote either through e-voting or through Postal Ballot Form. Members who have received the Notice by e-mail but wish to vote through Postal Ballot Form may directly write to the Company at its registered office or may e-mail their request at [sn.raghu@asianhotelswest.com](mailto:sn.raghu@asianhotelswest.com) indicating their option to receive physical form. The Notice along with the Postal Ballot Form will be displayed on the Company's website [www.asianhotelswest.com](http://www.asianhotelswest.com) during the entire period of voting for the information of all concerned.
8. Members should opt for only one mode of voting i.e., either by post or e-voting. In case Members cast their vote both by e-voting and post, then the vote cast by e-voting shall prevail and voting done by post shall be considered invalid.
9. The Scrutinizer shall scrutinize the ballots and submit his report to the Chairman of the Board of Directors on 01st October, 2014.
10. The Chairman & Managing Director, and in his absence the person authorized by him, shall announce the results of the Postal Ballot at the Registered Office of the Company on Wednesday, the 01st October, 2014 at 05.00 p.m. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolutions.
11. The results of said postal ballot along with the Scrutinizer's report will be communicated to BSE Limited and The National Stock Exchange of India Limited, where the equity shares of the Company are listed. The said results will be displayed on the Company's website [www.asianhotelswest.com](http://www.asianhotelswest.com) and published in the newspapers within 48 hours.

#### Instructions for voting by Postal Ballot (in physical form)

- 1) You are requested to carefully read the instructions mentioned in the Postal Ballot Form before filling the same.
- 2) A shareholder desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and mail it in the attached self addressed Business Reply Envelope so as to reach the Scrutinizer at **Karvy Computershare Pvt Ltd. “Unit Asian Hotels (West) Limited”, “Karvy House”, Plot no. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad-500081**, before the close of working hours of 27th September, 2014. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form may also be deposited personally. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received.
- 3) The vote should be casted either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (√) mark in respect of the same vote in both the columns will render the form invalid. A shareholder need not use all his votes nor does he need to cast all his votes in the same way. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- 4) The Postal Ballot Form should be completed and signed by the shareholder. There will be one Postal Ballot Form for every folio/client id irrespective of the number of joint holders. In case of joint shareholding, this Form should be completed and signed by the first named shareholder and/or his attorney provided the Power of Attorney has been earlier registered with the Company. In the absence of the first named shareholder, the Form may be completed and signed by the next named shareholder. However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid. Voting rights in the postal ballot cannot be exercised by a proxy.
- 5) The person signing the Postal Ballot Form should sign as per the specimen signature registered with the Company.

- 6) In case of shares held by the companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization, together with the specimen signature(s) of the duly authorized signatories.
- 7) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Shareholders are requested to fill the Form in indelible ink and not in any erasable writing mode.
- 8) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer, and any extraneous paper found in such envelope may not reach the Company.
- 9) A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours of 27th September, 2014
- 10) The Scrutinizer's decision on the validity of a postal ballot will be final.

### Instructions for e-voting

**1A.** Members whose e-mail IDs are registered with the Company / Depository Participants, on receiving an e-mail from Karvy should:

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e., **User ID and initial password as tabulated in the Ballot Form**). Your Folio No./ DPID-Client ID will be your User ID. However, if you are already registered with Karvy 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 compulsorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password 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 login again with the new credentials.
- vi) On successful login, the system will prompt you to select the "EVENT" i.e. Asian hotels (West) Limited.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut off date under "FOR/AGAINST" 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 hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the share held will not be counted under either head.
- viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolutions.
- xii) Corporate/Institutional 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 [info@dsassociate.com](mailto:info@dsassociate.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name Asian hotels (West) Limited.EVENT No."

1B. Members receiving physical copy of the Notice for Postal Ballot by post [for Members whose e-mail IDs are not registered with the Company/Depository Participant(s)] should follow the steps detailed at Sub-clause (i) to (xii) under Clause (1A) above, to cast your vote.

2. The e-voting period commences on Tuesday, the 27th August, 2014, at 9.00 A.M. and ends on Saturday, the 27th September, 2014, at 6.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (record date), being Friday, the 8th August, 2014, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the

Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by physical ballot form.

3. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date (record date), being Friday, the 8th August, 2014.
5. Mr. Dhawal Kant Singh, the Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will prepare his report considering the votes casted by Postal Ballot in physical form and submit the same to the Chairman of the Company as detailed in NOTES & GENERAL INSTRUCTIONS.

### EXPLANATORY STATEMENT

(Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, forming part of the accompanying Postal Ballot Notice)

#### Item No. 1

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies for an amount not exceeding ` 400 crore.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

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

Your Directors, as an enabling measure, seek your approval for the proposed Special Resolution at Item No. 1 of the accompanying Notice of Postal Ballot.

#### Item no. 2

The members of the Company at their Extra Ordinary General Meeting held on 23rd December, 2008 by way of an Ordinary Resolution under Section 293(1) (a) of the Companies Act, 1956 had authorised Board of Directors to create mortgages, charges and hypothecations etc. in favour of banks/ financial institutions NBFC's etc provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 400 Crores (Rupees Four hundred crores)

Section 180(1)(a) of the Companies Act, 2013 requires that for creating mortgages, charges and hypothecations etc. in favour of banks/ financial institutions NBFC's on all or any of the movable/immovable properties of the, Company is required to seek approval of members by way of Special Resolution.

Accordingly it is proposed to pass an enabling Special Resolution under Section 180(1)(a) to enable the Board of Directors or any committee thereof or any person authorised by such Board or Committee to create mortgages, charges and hypothecations etc. in favour of banks/ financial institutions NBFC's for a value of Rs. 400 Crore.

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

Your Directors, as an enabling measure, seek your approval for the proposed Special Resolution at Item No. 2 of the accompanying Notice of Postal Ballot.

By the order of the Board  
For Asian Hotels (West) Limited

Nikhil Sethi  
Company Secretary

Place: New Delhi

Date: 23rd August, 2014