

ASIAN HOTELS (WEST) LIMITED

CIN: L5510DL2007PLC157518

Regd. Office: 6th Floor, Aria Towers, J.W. Marriott, New Delhi Aerocity, Asset Area-4, Hospitality District,
Near IGI Airport, New Delhi-110037

Notice

Notice is hereby given that the Eighth Annual General Meeting (AGM) of Asian Hotels (West) Limited will be held on Thursday 10th September, 2015 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 & Consolidated Audited Financial Statements including Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date alongwith the Auditors' Report and Directors' Report thereon.
2. To declare dividend on Equity Shares of the Company.
3. To appoint a Director in place of Mr. Sudhir Chamanlal Gupta, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sandeep Gupta, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To ratify appointment of statutory auditors of the Company for the Financial Year 2015-16 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 thereunder the appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 00756N), Statutory Auditors of the Company be and is hereby ratified until the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by Board of Director of the Company.”

SPECIAL BUSINESS

6. To Appoint Mrs. Meeta Makhan as an Independent Director

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 sections 149, 152, and 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), read with Schedule IV to the Act and clause 49 of the Listing Agreement, Mrs. Meeta Makhan (DIN 07135150), who was appointed as an additional director of the Company on 27th March, 2015 (under the category of Independent Director) and whose term expires under section 161(1) of the Companies Act, 2013 at this AGM and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director be and is hereby appointed as Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2020.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to this resolution.”

7. Contribution to Charitable Funds

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 181 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to contribute, in any financial year, to bona fide charitable and other funds, any amounts the aggregate of which, may exceed five per cent of its average net profits for the three immediately preceding financial years, subject to a limit of Rs. 25 Lacs per annum.”

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

**Nikhil Sethi
Company Secretary
Membership No. – A18883**

Date : 7th August, 2015
Place : New Delhi

Notes:

1. The relative Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") in respect of the special business under Item Nos. 6 & 7 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable
3. Corporate Members intending to send their authorized representative/(s) u/s 113 of the Act, are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
4. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
5. Details of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships/ Chairmanships of Board Committees, shareholding in the Company as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to the Notice.
6. All the documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during office hours between 10.00 a.m. and 5.00 p.m. on all working days, for a period of twenty one days before the date of the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 4th September, 2015 till Thursday, 10th September, 2015, 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 3rd September, 2015, 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 3rd September, 2015.
9. 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 are requested to apply for duplicate dividend warrant(s) by writing to the Company/Registrar.
10.
 - 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.
11.
 - a. Non-Resident Indian Shareholders are requested to inform the Registrar & Share Transfer Agent / Company/ respective Depository Participant:
 - b. Particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not already intimated.
 - c. Change, if any, in their Residential status.
12. 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.
13. As per the circular no.CIR/MRD/DP/10/2013 dated 21st March, 2013 the Securities and Exchange Board of India has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividend through 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, quoting 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.
14. In terms of Section 101 of the Act, 2013 and Rule 18(2) and 18(3) of the Companies (Management and Administration) Rules, 2014 a notice is being sent through electronic mode, to such Members entitled to receive such email as per the records of the Company or as provided by the Depository.
 15. In terms of Section 134 of the Act 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 format 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 Tower, 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, Auditors' 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.
 16. The Ministry of Corporate Affairs (MCA) on March 27, 2012 notified the "Investor Education and Protection Fund" (IEPF) (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules) and notified Amendment Rules, 2014, (IEPF Rules) which are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, 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 7th Annual General Meeting (AGM) held on September 20, 2014, 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.
 17. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company.
 18. Electronic copy of the Notice of the 8th 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 8th 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.
 19. E-voting

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) 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 NSDI :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- * <u>Event no.</u> 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.

- iii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from 7th September, 2015 @ 9.00 AM to 9th September, 2015 @ 5.00 PM
- v) After entering these details appropriately, click on "LOGIN".

- vi) 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.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix) 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.
- x) 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'
- xi) 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.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIs/FIIs/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."

GENERAL INSTRUCTIONS

- a. The e-voting period commences on 7th September, 2015 (9.00 A.M. IST) and ends on 9th September, 2015 (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 3rd September, 2015, may cast their votes electronically. The E-Voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. 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 3rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. Mr. Dhawal Kant Singh, practicing Company Secretary in Practice, (CP No 7347 and (Membership No A17697), has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
- d. 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 favor of or against, if any, forthwith to the Chairman of the Company.
- e. Members who do not have access to e-voting facility, may send the duly completed Ballot Form (MGT-11) (enclosed with the Annual Report) to reach the Scrutinizer appointed by the board of Directors of the Company, Mr. Dhawal Kant Singh, Practicing Company Secretary (CP No 7347 and Membership No A17697) at the Registered Office of the Company not later than close of business hours on 9th September, 2015.

Members may request for physical copy of the Ballot Form by sending an e-mail to sn.raghu@asianhotelswest.com by mentioning their Folio/DP ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than close of business hours on 9th September, 2015. Ballot Forms received after this date will be treated as invalid.

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. Please note the unsigned Ballot Form MGT-11 will be rejected. Scrutinizer's decision on the validity of the Ballot Form shall be final.

- f. 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 3rd September, 2015.

- g. 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 8th Annual General Meeting of the Company on 10th September, 2015 and shall be communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Ltd.

20. 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.

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

**Nikhil Sethi
Company Secretary
Membership No. – A18883**

Date : 7th August, 2015

Place : New Delhi

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act)

The following Explanatory Statement sets out the material facts relating to the business under Item Nos. 6 & 7 of the accompanying Notice dated 7th August, 2015.

ITEM NO. 6

It is proposed to appoint Mrs. Meeta Makhan, as Independent Director of the Company in terms of the provision of the Companies Act, 2013 read with the provisions of the Listing Agreement. Details regarding proposed appointment of Mrs. Meeta Makhan and her brief background is annexed to the Notice for the information of members. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement Mrs. Meeta Makhan has offered herself for appointment as an Independent Director for five (5) consecutive years for a term upto 31st March, 2020.

The Board of Directors appointed Mrs. Meeta Makhan as an Additional Director of the Company effective from 27th March, 2015 pursuant to provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013. Mrs. Makhan holds office upto the date of the ensuing AGM. In the opinion of the Board, Mrs. Makhan fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for the appointment as Independent Director of the Company and is independent of the management and the Company has also received declarations from Mrs. Meeta Makhan that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. The Company has received notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Meeta Makhan for the office of Director of the Company.

Nomination & Remuneration Committee of the Company has also recommended her appointment as Independent Director of the Company. Your Directors feel that it will be in the Company's interest to have her association with the Company.

Mrs. Makhan has of around 18 years experience as Banker and has headed Multinational and transaction banking businesses in leading foreign banks in India and has experience of building new businesses, change management, and leading transformational projects involving various businesses and stakeholders across organization and has deep knowledge of Indian banking and regulatory framework including strong relationships with senior management across multinational & Indian corporations.

Copy of the letter for appointment of Mrs. Meeta Makhan, as Independent Director setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company between 10.00 AM and 5.00 P.M. on any working day of the Company upto the date of Annual General Meeting.

The Board considers that her association would be immense benefit to the Company and it is desirable to continue to avail her services as Independent Director.

None of the other Directors / Key Managerial Personnel (KMP) of the Company / their relatives except Mrs. Meeta Makhan, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 7

Under Section 181 of the Act, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the Members is required for such contributions during a financial year exceeding five percent of its average net profits during the three immediately preceding financial years. The approval of the Members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, in a financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial years subject to a limit of Rs. 25 Lacs per annum.

None of the Directors / Key Managerial Personnel (KMP) of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolutions set out at Item No. 7 of the Notice for approval by the shareholders.

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

**Nikhil Sethi
Company Secretary
Membership No. – A18883**

Date : 7th August, 2015

Place : New Delhi

Annual Reports containing Directors' Report and Audited Financial Statements (both Standalone & Consolidated) are being sent by Book Post/E-Mail

Annexure to Items 3, 4 & 6 of the Notice

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

As on 31 st March, 2015			
Name of the Director	Mr. Sudhir Chamanlal Gupta	Mr. Sandeep Gupta	Mrs. Meeta Makhan
Date of Birth	3 rd April, 1959	13 th August, 1968	25 th February, 1975
Date of Appointment on the Board	4 th July, 2008	4 th July, 2008	27 th March, 2015
Qualifications	B.Com	B.Com(Hons)SRCC, New Delhi, MBA from Notre Dame University, USA., Specializing in Finance & Marketing, PDP – Cornell University	PDGM (MBA) Indian Institute of Management and Bachelor of Economics (H)
Expertise in specific functional area	Industrialist/Hotelier having rich business experience	Industrialist/Hotelier having rich business experience	Mrs. Makhan has of around 18 years as Banker and has headed Multinational and transaction banking businesses in leading foreign banks in India and has experience of building new businesses, change management, and leading transformational projects involving various businesses and stakeholders across organization and has deep knowledge of Indian banking and regulatory framework including strong relationships with senior management across multinational & Indian corporations.
Number of shares held as on 31st March, 2015 in the Company	214290	128314	Nil
List of Directorship held in other Companies*	Aria Hotels And Consultancy Services Private Limited	a) Aria International Ltd b) Aria Hotels And Consultancy Services Private Limited	Nil
Chairman/Member in the Committees of the Boards of Companies in which he is Director*	Nil	Aria Hotels And Consultancy Services Private Limited	Nil

* Directorship includes Directorship of other Indian Public and Committee Membership includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Company (whether Listed or Unlisted)

ROUTE MAP TO AGM VENUE

