

ASIAN HOTELS (NORTH) LIMITED

CIN: L55101DL1980PLC011037

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

Tel: 91 11 66771225/66771226, Fax: 91 11 26791033

E-mail: investorrelations@ahlnorth.com

Website: www.asianhotelsnorth.com

AHNL/CS/Mandate/2014/1

4th August, 2014

Dear Shareholder,

SUBJECT: REQUEST FOR UPDATION OF EMAIL ID / NECS DETAILS

In pursuit of green initiative and paperless communication, and in terms of Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the Company may serve documents e.g. notice of meetings, annual reports, notices of postal ballot, other official communications etc. to their members by any means of electronic communication. Further, Rule 18 of the Companies (Management and Administration) Rules, 2014, also states that the Notice of meetings may be given to the members through electronic mode. **Thus you are requested to register your email id which will enable you to receive all communications and documents through electronic mail.**

If you wish to opt for the electronic mode, please provide your email-id in the format given overleaf. Please note even after registering your email, if you wish to receive the said official communications in physical form, the Company shall be pleased to provide you with the same. This letter may also be considered as compliance in pursuance of Rule 18(3) of the Companies (Management and Administration) Rules, 2014.

Further, a majority of shareholders have registered their bank details with the Company thus facilitating remittance of their dividend directly to their bank accounts through National Electronic Clearing Service (NECS). This eliminates the possibility of loss of dividend warrant in transit or being misappropriated if it falls in wrong hands.

In the above backdrop, we earnestly recommend to you to register your NECS details so that your dividend is credited directly to your account on the same day. The details of dividend so remitted are advised separately by the Company for your information and record. In case you have already registered your NECS details with the Company, please update the same as and when there is any change in such details. **Members holding their shares in dematerialized form should communicate their NECS details or any change therein directly to their respective Depository Participant (DP).**

To avail the above facilities, you need to authorize the Company's Registrar & Transfer Agent (RTA) by providing the requisite information in the format printed overleaf and forwarding the duly executed form to the RTA at the following address:

**Karvy Computershare Private Limited
Unit: Asian Hotels (North) Limited
Plot No. 17-24, Vittal Rao Nagar, Madhapur,
Hyderabad - 500 081
Ph- 91 40 23420815 Fax: 91 40 23420814**

We thank you for your co-operation and assure you of our best attention at all times.

For ASIAN HOTELS (NORTH) LIMITED

Sd/-
DINESH KUMAR JAIN
*Vice President (Corporate) &
Company Secretary*

REQUEST FOR UPDATION OF EMAIL-ID AND NECS MANDATE

Karvy Computershare Private Limited
Unit: Asian Hotels (North) Limited
Plot No. 17-24, Vittal Rao Nagar, Madhapur,
Hyderabad - 500 081

Folio No. :

Dear Sir,

Please register my/our email-id for forwarding all official communications including the general meeting notices/postal ballot notices/ annual reports etc. of the Company through electronic mail. My/our email id is as follows:

Email id:

I/We hereby give my/our mandate to credit my/our dividend, in respect of shares held by me/us in **Asian Hotels (North) Limited** under the aforesaid folio, directly to my/our bank account through National Electronic Clearing Service (NECS). The details of the bank account are given below:

| | | | |
|---|--|--------|----------------|
| A | Name of the Bank | | |
| B | Branch Name & address | | |
| C | Account Number | | |
| D | Type of Account | Saving | Current/ Other |
| E | Nine Digit MICR Code No. | | |
| F | Indian Financial System Code (IFS Code) | | |

Please attach a blank "cancelled" cheque along with this authorization form.

I/We hereby declare that particulars given above are correct and complete. If the transaction is delayed or credit is not affected due to incomplete or incorrect information, I/We will not hold the Company or its share transfer agent responsible for the same.

Please ignore this request, if you have already registered your NECS details.

Date :

.....
Signature of the sole/first holder
Name & Address of the shareholder



ASIAN HOTELS (NORTH) LIMITED

CIN: L55101DL1980PLC011037

Regd. Office : Bhikaiji Cama Place, M. G. Marg, New Delhi-110066

Tel: 011 26791234, Fax: 011 26791033

Website: www.asianhotelsnorth.com, e-mail id: investorrelations@ahnorth.com

POSTAL BALLOT FORM

As enclosed with the Notice of Postal Ballot dated 24th July, 2014.

Ballot No.:

1. Name & Registered address of the :
sole/first named shareholder

CANCELLED

2. Name(s) of the joint shareholder(s) :
if any

CANCELLED

3. Registered Folio No./DPID No. & :
Client ID No.

4. Number of shares held :

LOGIN CREDENTIALS

| EVENT No. (E-Voting Event Number) | User ID | Password |
|-----------------------------------|---------|----------|
| | | |

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through postal ballot for the businesses stated in the Notice of Postal Ballot dated 24th July, 2014, by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

| Resolution No. | Description of the Resolution | No. of Shares Held | I/ We assent to the Resolution (FOR) | I/ We dissent to the Resolution (AGAINST) |
|----------------|---|--------------------|--------------------------------------|---|
| 1. | Special Resolution under Section 186 of the Companies Act, 2013, enabling the Company to provide security and/or give guarantees | All _____ | | |
| 2. | Special Resolution under Section 180(1)(a) of the Companies Act, 2013, enabling the Company to sell, lease or otherwise dispose of immovable assets | All _____ | | |
| 3. | Special Resolution pursuant to Section 180(1) (c) of the Companies Act, 2013, enabling the Company to borrow up to the increased limits | All _____ | | |
| 4. | Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013, enabling the Company to create charge, mortgage, hypothecation or other encumbrance on the assets of the Company to secure borrowings up to the increased limits | All _____ | | |

Note : Please read carefully the instructions printed in the Notice of Postal Ballot before exercising your vote.

CANCELLED

Place :

Date :

Signature of the Shareholder(s)



ASIAN HOTELS (NORTH) LIMITED

CIN: L55101DL1980PLC011037

Regd. Office : Bhikaiji Cama Place, M. G. Marg, New Delhi-110066

Tel: 011 26791234, Fax: 011 26791033

Website: www.asianhotelsnorth.com, e-mail id: investorrelations@ahlnorth.com

Notice of Postal Ballot

To the Members,

Notice is hereby given in accordance with Section 110 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as 'the Rules'), as amended or restated from time to time, that the following businesses are proposed to the shareholders of Asian Hotels (North) Limited (hereinafter referred to as 'the Company' or 'AHNL') seeking their consent by Postal Ballot which means voting by post or through e-voting process:

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

"RESOLVED THAT in modification of an earlier resolution passed by a postal ballot in terms of Section 372A read with Section 192A of the Companies Act, 1956, proceedings whereof were concluded on 20th September, 2013, and in pursuance of Section 186 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014; Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014; and other applicable provisions, if any, of the Act and rules made there-under, as amended or restated from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as 'the Board', which term shall be deemed to include any committee thereof) to provide security and/or to give guarantee to or in favour of any bank, financial institution, non-banking financial company, body corporate or any person in connection with loans made to **Leading Hotels Limited and New Town Hospitality Private Limited**, from time to time, in one or more tranches, provided that the securities so provided and/or guarantees so given shall not exceed an amount of Rs. 600,00,00,000/- (Rupees six hundred crore).

RESOLVED FURTHER THAT the Board be and is hereby authorized to provide security and/or give guarantees in connection with loans made to Leading Hotels Limited and New Town Hospitality Private Limited, as aforesaid, notwithstanding the fact that the security and/or guarantees being contemplated to be provided or given together with the investments and loans already made along with the securities provided and guarantees so given may exceed the limits prescribed under Section 186(2) of the Act at any given point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals as the Board may deem fit and appropriate to give effect to the same."

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

"RESOLVED THAT in pursuance of Section 180(1)(a) and Section 110 of the Companies Act, 2013 (hereinafter referred to as 'the Act'), read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Act and rules made there-under, as amended or restated from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as 'the Board', which term shall be deemed to include any committee thereof) to sell, lease or otherwise dispose of the following immovable assets of the Company whether such assets constitute whole and/or substantially the whole of the various undertakings of the Company, as described below along with plant and machinery, furniture and fixtures and other movable assets fastened thereto and/or attributable/identifiable therewith:

- i) Stand-alone newly constructed tower comprising serviced apartments and commercial space situated within the complex of Hotel Hyatt Regency Delhi;
- ii) Six acre hotel plot at New Town, Kolkata; and
- iii) Power generation undertaking comprising two Wind Turbine Generators (WTGs) including the existing rights in the land on which WTGs are installed.

RESOLVED FURTHER THAT the sale proceeds of the aforesaid assets may be applied in discharging the respective liabilities attributable thereto and in discharging the overall liabilities of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals as the Board of Directors may deem fit and appropriate to give effect to the same."

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

"RESOLVED THAT in modification of an earlier resolution passed by a postal ballot in terms of Section 293(1)(d) read with Section 192A of the Companies Act, 1956, proceedings whereof were concluded on 20th September, 2013, and in pursuance of Section 180(1)(c) and Section 110 of the Companies Act, 2013 (hereinafter referred to as 'the Act'), read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Act and rules made there-under, as amended or restated from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as 'the Board', which term shall be deemed to include any committee thereof) to borrow, from time to time, such moneys whether fund based or non-fund based; from any bank, financial institution, non-banking financial company, body corporate or any other person; either in Indian Rupees or in foreign currency as they may deem requisite or appropriate for the purposes of the business of the Company provided that the aggregate amount up to which the moneys may be borrowed by the Board, and remaining outstanding at any point in time, shall not exceed a sum of Rs. 1,500,00,00,000/- (Rupees one thousand five hundred crore), exclusive of interest, notwithstanding that the moneys to be borrowed, together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and matters, as it may at its discretion deem appropriate, necessary or desirable for the purposes of the business of the Company while exercising the powers conferred upon it herein under this resolution and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution."

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

"RESOLVED THAT in modification of an earlier resolution passed by a postal ballot in terms of Section 293(1)(a) read with Section 192A of the Companies Act, 1956, proceedings whereof were concluded on 20th September, 2013, and in pursuance of Section 180(1)(a) and Section 110 of the Companies Act, 2013 (hereinafter referred to as 'the Act'), read with the Companies (Management and Administration)

Rules, 2014, and other applicable provisions, if any, of the Act and rules made there-under as amended or restated from time to time with the consent of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as "the Board"), which term shall be deemed to include any committee thereof) to create such charges, mortgages, hypothecation or encumbrance on such movable or immovable assets, where so ever situated, both present and future, or the whole or any part of the whole of the undertaking of the Company and with such ranking as to priority and for such time and in favour of securities, debentures, trustees and other agencies to secure the borrowings availed by the Company by way of loans (whether in Indian Rupees or in any other currency) and/or working capital facilities and/or securities issued to be issued by the Company from time to time, which the Board may deem fit and appropriate and that such charges, mortgages, hypothecation or encumbrances to secure the said loans or borrowings apart from temporary loans obtained from the company's bankers in the ordinary course of business, shall not exceed a sum of Rs. 1,500,00,00,000/- (Rupees one thousand five hundred crore), being the limits approved under Section 180(1)(c) of the Act, as the time being, together with interest, compound interest, additional interest, liquidated damages, costs, charges, expenses and all other moneys payable by the Company to such lenders in terms of the loan agreements / subscription agreements entered into from time to time by the Company in respect of the said borrowing/securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and matters, as it may at its discretion deem appropriate, necessary or desirable for the purposes of the business of the Company and in exercising the powers conferred upon it herein under this resolution and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution."

By Order of the Board
For Asian Hotels North Limited
Sd/-
Vice President (Corporate) & Company Secretary

Place: New Delhi
Date: 24th July, 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 and the proposed resolutions and reasons there-for is annexed for your consideration along with the Postal Ballot Form for your consideration.
- 2) All documents referred to in the Notice of Postal Ballot and Explanatory Statement setting out the material facts (hereinafter referred to as 'the Notice') and the Notice itself shall remain open for inspection by the members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on all working days except Saturdays, Sundays and National Holidays up to 11th September 2014.
- 3) The Notice is being sent to all the members, whose names appear in the Register of Members / list of Beneficial Owners as maintained 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, the 1st 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.
- 4) The Board of Directors of the Company, at its meeting held on 24th July, 2014, has appointed Dr. S. Chandrasekaran, Chairman, M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 5) The Company has designated Mr. Shiv Kumar Jatia, Chairman & Managing Director and Mr. Dinesh Kumar Jaiswal, Vice President (Corporate) and Company Secretary as the persons responsible for the entire postal ballot process.
- 6) In compliance with Clause 35B of the Listing Agreement and provisions of Sections 108 and 110 of the Act read with Rule 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.
- 7) In accordance with Rules 18 and 22 of the Rules, members who have registered their e-mail IDs with the Company at BSE Limited, the Notice is being sent by e-mail and to other members by registered post along with the Postal Ballot Form.
- 8) 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 the request to investorrelations@ahlnorth.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.asianhotelsnorth.com during the entire period of voting for the information of all the members.
- 9) 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.
- 10) The Scrutinizer shall scrutinize the ballots and submit his report to the Chairman of the Board of Directors on 11th September 2014.
- 11) The Chairman & Managing Director, and in his absence the person authorized by him, shall announce the result of the Postal Ballot at the Registered Office of the Company on Thursday, the 11th September, 2014 at 5.00 p.m. The date of declaration of the result of postal ballot will be taken to be the date of passing of the resolutions.
- 12) The result of the 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 result will be displayed on the Company's website www.asianhotelsnorth.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 herein the Notice before filling in the Postal Ballot Form.
- 2) A shareholder desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and mail it in the advance self addressed pre-paid Business Reply Envelope so as to reach the Scrutinizer at the Registered office of the Company at Bhikaji Cama Place, M. G. Marg, New Delhi 110 066, before the close of working hours of 8th September, 2014. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. 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.
- 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 photo-ident 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 pre-paid 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) Members who have not received the Notice/Postal Ballot Form may directly write to the Company at its registered office or may e-mail their request at investorrelations@ahlnorth.com for a duplicate thereof. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours of 8th 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 (North) 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 shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can 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 sankara@cacsindia.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Asian Hotels (North) Limited EVENT NO."
- 1B. Members receiving physical copy of the Notice 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 their vote.
2. The e-voting period commences on Sunday, the 10th August, 2014, at 9.00 A.M. and ends on Monday, the 8th 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 1st 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 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), i.e. Friday, the 1st August, 2014.
 5. Dr. S. Chandrasekaran, 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 Notice of Postal Ballot)

Item no. 1

Leading Hotels Limited (Leading) is the ultimate subsidiary of your Company, Finline Hospitality and Consultancy Pte. Ltd., Mauritius (FHCPL), which is a wholly owned overseas subsidiary of your Company, holds 80% equity stake in Lexon Hotel Ventures Ltd., Mauritius (Lexon); and Lexon in turn holds 99.76% equity stake in Leading.

Thus FHCPL, your Company's wholly owned subsidiary, has 79.81% economic interest in Leading.

Leading is developing an All Villa Hotel Complex, including residential Villas and a 18 hole, 72 par Championship Golf Course in Goa, and has already acquired 163 acres of land for the project. Having obtained substantial permissions / approvals from various government authorities and the rest in the pipeline, your Directors expect construction of sample villa to commence by the year-end. The said project will be under the management of Four Seasons, a world famed hotel chain and hospitality Management Company.

Once the development activity commences on the Goa project, Leading will need a constant flow of funds. Leading is in advanced negotiations with its bankers for the project loan. In view of the above, your Company, being the holding company may be expected to provide security or give guarantees for the proposed loans.

In addition to the above, the Company has recently acquired a wholly owned subsidiary namely New Town Hospitality Private Limited, and the Company proposes to transfer the six acre plot of land acquired in New Town, Kolkata to this subsidiary for development of a hotel as a joint venture (JV) or through any other viable business model. The Company is already in dialogue with prospective JV partners. Once this project also takes off, the Company may be expected to provide security or give guarantees for the project loans.

In the postal ballot process conducted vide Notice of Postal Ballot dated 7th August, 2013, your Directors had obtained your approval for providing security and/or giving guarantees against loans to be availed by leading for an amount not exceeding Rs. 250,00,00,000 (Rupees Two hundred and fifty crore). However, in the light of the foregoing, the borrowings required for both the projects will be substantially higher than the approved limits.

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

Mr. Amritesh Jatia, Director of AHNL and Leading, has 20% interest in Lexon, the immediate holding company of Leading, through Glenever Private Holdings Limited, Mauritius. Mr. Shiv Kumar Jatia, Chairman & Managing Director of AHNL and Managing Director of Leading and his relatives hold balance 0.24% shares of Leading. Therefore, Mr. Amritesh Jatia and Mr. Shiv Kumar Jatia (both are relatives) may be considered as interested or concerned in this resolution. Further, another director namely, Mr. Dipendra Bharat Goenka (who is a relative of Mr. Tapesht Bharat Kumar Goenka, a Director on Board of Leading) may also be considered as interested or concerned in this resolution. None of the other directors, key managerial personnel and their respective relatives is, directly or indirectly, concerned or interested in this resolution. Dr. Lalit Bhasin is a common director on the Board of AHNL and Leading in the capacity of an independent non-executive director and chairs the Board of Leading.

Item no. 2

Last few years have been very challenging. A number of hotels have come up in Delhi and its neighbourhood which has increased the available supply of hotel rooms. This, coupled with stagnant economic activity in general, has adversely impacted the revenues. Further, the devaluation of Rupee in the previous year has played havoc with the financial position of the Company.

It is imperative for the Company to reduce its borrowings to achieve its previous levels of profitability and sustain in the long run. The Company endeavors to attain this objective by selling/leasing or disposing of certain assets of the Company which either relates to non-core business activities or are not critical for the long term profitability of the Company.

In fact, the Company has already sold certain commercial areas comprising six floors (7th to 12th floor) and a part of the ground floor of the new stand-alone tower comprising serviced apartments and commercial space. In addition to the above, the Company has also signed Memorandum of Understanding for certain areas on the 5th floor. Your directors are of the considered opinion that the rest of the floors/areas should also be sold with the objective of reducing the Company's overall debt.

The Company had acquired a six acre plot with a view to construct a hotel with permissible commercial space in New Town, Kolkata. However, given the current economic scenario and the Company's liquidity position, it does not seem viable to develop the said property independently. Hence it is proposed to sell and transfer the land to a wholly owned subsidiary namely, New Town Hospitality Private Limited and develop the project as a joint venture or through any other viable business model.

The Power Generation undertaking comprising two Wind Turbine Generators (WTGs) is a non-core business activity, and therefore, it is proposed to dispose of the same to a prospective buyer.

With the sole objective of reducing the borrowings of the Company, your Directors, as an enabling measure, seek your approval for the proposed Special Resolution at Item No. 2 of the accompanying Notice.

None of the directors, key managerial personnel and their respective relatives is directly or indirectly interested or concerned in the above resolution, either financially or otherwise.

Item nos. 3 & 4

In the postal ballot process conducted vide Notice of Postal Ballot dated 7th August, 2013, the shareholders had accorded their consent pursuant to Section 293(1)(d) of the Companies Act, 1956, to the Board of Directors of the Company to borrow, from time to time, for the purposes of the business of the Company such moneys which together with funds already borrowed may in the aggregate not exceed a sum of Rs. 1250 crore or the aggregate of the paid up capital of the Company and its free reserves, whichever is higher.

Further, to enable the Board to exercise powers to borrow up to the increased limits, shareholders' approval pursuant to Section 293(1)(a) of the Companies Act, 1956, was also obtained authorizing the Company to secure the increased borrowings by creating pledge, mortgage, hypothecation or any other kind of encumbrance on the assets of the Company.

The aforesaid approvals under Sections 293(1)(d) and 293(1)(a) of the Companies Act, 1956, were obtained by way of Ordinary Resolutions under the extant provisions. However, in terms of Sections 180(1)(c) and 180(1)(a) of the Act, read with General Circulars No. 15/2013 dated 13th September, 2013 and No. 04/2014 dated 25th March, 2014, it is essential for the Company to seek fresh approvals from the shareholders by means of special resolutions within one year from the date of notification of Section 180 of the Act.

In the above backdrop, your directors thought it fit and appropriate to seek your approval for enhanced limits up to Rs. 1500 crore under Sections 180(1)(c) and 180(1)(a) of the Act, to cater to future business requirements.

Your Directors seek your approval for the proposed Special Resolutions at Item Nos. 3 & 4 of the accompanying Notice.

None of the directors, key managerial personnel and their respective relatives is directly or indirectly concerned or interested in the above resolutions, either financially or otherwise.

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

Sd/-

Dinesh Kumar Jain
Vice President (Corporate) & Company Secretary

Place: New Delhi
Date: 24th July, 2014

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



ASIAN HOTELS (NORTH) LIMITED

AHL/CS/1013/2014
5th August, 2014

✓ **Corporate Services Department**

Bombay Stock Exchange Ltd.

Phiroz Jeejeebhoy Towers,

Dalal Street, Mumbai- 400 001

Scrip Code / Scrip ID: 500023/ASIANHOT

Listing Department

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor,

Plot No. C/1, G Block,

Bandra – Kurla Complex

Bandra (E), Mumbai – 400 051

Scrip Code / Symbol: 233/ASIANHOTNR

Dear Sir,

Subject: Compliance under Clause 31 and other applicable provisions of the Listing Agreement

The Board of Directors of the Company in its meeting held on 24th July, 2014, decided to seek shareholders' approval by means of Postal Ballot in pursuance of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the following businesses in respect of which brief indicative description is given below (for full text of resolution, please refer to the Notice of Postal Ballot enclosed):

1. As Special Resolution

Pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), to give guarantees or provide security in connection with loans made to Leading Hotels Limited and New Town Hospitality Private Limited.

2. As Special Resolution

Pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Act, enabling the Company to sell, lease or otherwise dispose of certain immovable assets.

3. As Special Resolution

Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Act, and other applicable provisions, if any, of the Act, to increase the borrowing limits of the Company.

OWNERS OF:  **HYATT
REGENCY**
DELHI

ASIAN HOTELS (NORTH) LIMITED

4. As Special Resolution

Pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Act, enabling the Company to create charge, mortgage, hypothecation or other encumbrance on the assets of the Company to secure borrowings up to the increased limits.

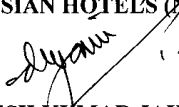
Pursuant to Clause 31 of the Listing Agreement, six copies of the Notice of Postal Ballot and Postal Ballot Form are enclosed for your records. The Company proposes to complete the mailing of the Notice of Postal Ballot to the shareholders on 9th August, 2014.

Along with the said of Notice of Postal Ballot, we are also dispatching a circular letter dated 4th August, 2014, to all such shareholders whose email ids are not registered with us, requesting them to register their e-mail ids. This letter may be considered as compliance in pursuance of Rule 18(3) of the Companies (Management and Administration) Rules, 2014.

The said circular letter also includes a request to register and/or update the NECS details for remittance of dividend. Six copies of the said circular letter are also enclosed for your records.

Thanking you,

Yours faithfully,
For **ASIAN HOTELS (NORTH) LIMITED**


DINESH KUMAR JAIN
VICE PRESIDENT (CORPORATE)
& COMPANY SECRETARY

Encl: as above