

REGISTERED OFFICE:  
6<sup>TH</sup> FLOOR, ARIA TOWERS, J.W.MARRIOTT,  
NEW DELHI AEROCITY, ASSET AREA 4,  
HOSPITALITY DISTRICT, NEAR IGI AIRPORT  
NEW DELHI 110037  
TEL.:011 46101210 FAX: 011 41597321  
CIN NO. L55101DL2007PLC157518  
WEBSITE: [www.asianhotelswest.com](http://www.asianhotelswest.com)

# ASIAN HOTELS(WEST) LIMITED

Date: April 20, 2024

The Manager, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  Scrip code 533221	National Stock Exchange of India Limited Exchange, Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051  Scrip Code AHLWEST
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Sub: Notice of Extra ordinary General Meeting, cut-off date and e-voting dates.

Dear Sir / Madam,

Pursuant to Regulation 42 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013, please find enclosed herewith the Notice of Extra ordinary General Meeting of the Company scheduled to be held on May 13, 2024, at 4:00 P.M. through VC/OAVM. The same is also available on the website of the Company <http://asianhotelswest.com/>.

The schedule of different events is as follows:

Event	Date / Time
Cut-off date for e-voting	May 06, 2024
E-voting start date	Friday, May 10, 2024
E-voting end date	Sunday 12, 2024 (remote e-voting) Monday 13, 2024 (Spot e-voting) – half an hour after closure of the meeting
Extra-ordinary General Meeting	Monday, May 13, 2024, 4:00 PM

This is for your information and dissemination.

Thanking you,

Yours faithfully,

For **Asian Hotels (West) Limited**

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Name: Nidhi Khandelwal

Designation: Company Secretary & Compliance Officer

Membership No.: A20562

Encl: As mentioned above

# ASIAN HOTELS (WEST) LIMITED

CIN: L55101DL2007PLC157518

Reg off: 6<sup>th</sup> Floor, Aria Towers, JW Marriott, New Delhi, Aerocity, Asset Area 4 Hospitality District,

Near IGI Airport, New Delhi - 110 037

Tel: 011-41597329, Fax: 011-41597321,

email: [ahwl.compliance@gmail.com](mailto:ahwl.compliance@gmail.com), Website: [www.asianhotelswest.com](http://www.asianhotelswest.com)

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**NOTICE** is hereby given that an **Extra-Ordinary General Meeting** (EGM) of the members of Asian Hotels (West) Limited ("the Company") will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Monday, 13<sup>th</sup> May, 2024 at 04:00 P.M. to transact the following special businesses. The venue of the meeting shall be deemed to be at **Board Room 1, J.W. Marriott, New Delhi Aerocity, Asset Area 4, Hospitality District, Near IGI Airport, New Delhi-110037.**

## **SPECIAL BUSINESSES:**

### **Item No. 1:**

#### **Appointment of Mr. Shekhar Gulzarilal Gupta, (DIN: 00750128) as a Non-Executive Independent Director of the Company.**

To consider and, to give assent or dissent to the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made there under, read with Schedule IV of the Act and Regulation 16(1)(b), and 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or re-enactment for the time being in force] and the Articles of Association of the Company, Mr. Shekhar Gulzarilal Gupta, (DIN: 00750128), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive, Independent) of the Company with effect from February 14, 2024 and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules made there under and regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 3(three) consecutive years commencing from February 14, 2024 up to February 13, 2027, not liable to retire by rotation."

### **Item No. 2:**

#### **Appointment of Mr. Ravinder Singhania, (DIN: 00006921) as a Non-Executive Independent Director of the Company.**

To consider and to give assent or dissent to the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made there under, read with Schedule IV of the Act and Regulation 16(1)(b), and 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or re-enactment for the time being in force] and the Articles of Association of the Company, Mr. Ravinder Singhania, (DIN: 00006921), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive, Independent) of the Company with effect from February 14, 2024 and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules made there under and regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 3(three) consecutive years commencing from February 14, 2024 up to February 13, 2027, not liable to retire by rotation."

**Item No. 3:**

**Appointment of M/s J.C. Bhalla & Co., Chartered Accountants as the statutory auditors of the company to fill the casual vacancy caused by resignation of M/s S.R. Batliboi & Co.LLP**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 &142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under SEBI (Listing Obligations and Disclosures Requirements) Regulations,2015 as amended from time to time including any statutory modification(s) or amendment(s) thereto or re-enactment(s)thereof for the time being in force, the appointment of M/s J.C. Bhalla & Co., Chartered Accountants, Firm Registration No. 001111N with the Institute of Chartered Accountants of India (ICAI), having a Peer review Certificate issued by the Peer Review Board of ICAI, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S R Batliboi & Co. LLP, Chartered Accountants, to hold office till the conclusion of next Annual General Meeting to be held in the calendar year 2024,as made by the board in its meeting held on 14<sup>th</sup> February, 2024 at a consolidated remuneration of Rs 105 Lakhs for the audit four financial years i.e. 2020-21, 2021-22, 2022-23 and 2023-24, be and is hereby confirmed and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, including any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

**Item No. 4:**

**Appointment of Mr. Amit Saraf(DIN: 00339863), as a Director of the Company**

To consider and, to give assent or dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** Mr. Amit Saraf (DIN: 00339863), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**Item No. 5:**

**Appointment of Mr. Saumen Chatterjee (DIN: 10511293) as an Independent Director of the Company**

To consider and, to give assent or dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, -and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the rules made there under, read with Schedule IV of the Act and Regulation 16(1)(b), 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) [including any statutory modification(s) or re-enactment for the time being in force] and the Articles of Association of the Company, Mr. Saumen Chatterjee, (DIN: 10511293), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive, Independent) of the Company with effect from March 6, 2024 and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules made there under and regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 3(three)consecutive years commencing from March 6, 2024 up to March 5, 2027, not liable to retire by rotation.”

**Item No. 6:**

**Appointment of Mr. Amit Saraf (DIN: 00339863) as an Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made there under including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Mr. Amit Saraf (DIN: 00339863), as an Executive Director of the Company, for a period of 3 years commencing from March 6, 2024, at a remuneration of Rs. 2,00,000 per month inclusive of perquisites.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Executive Director, the Company has no profits or its profit are inadequate, the remuneration as stated above shall be paid as minimum remuneration.

**Item No. 7:**

**Appointment of Mr. Rakesh Kumar Aggarwal (DIN:00050436) as a Director of the Company**

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

**“RESOLVED THAT** Mr. Rakesh Kumar Aggarwal (DIN:00050436), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**Item No. 8:**

**Appointment of Mr. Rakesh Kumar Aggarwal as an Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made there under including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the company, and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Mr. Rakesh Kumar Aggarwal (DIN: 00050436), who was appointed as an Executive Director by the Board of Directors of the Company and who has attained the age of over 70 years as on the date of appointment, for a period of 3 years commencing from March 6, 2024, at a remuneration of Rs. 2,00,000 per month inclusive of perquisites.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Executive Director, the Company has no profits or its profit are inadequate, the remuneration as stated above shall be paid as minimum remuneration.”

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

**Date: 18<sup>th</sup> April, 2024  
Place: New Delhi**

**Sd/-  
Sandeep Gupta  
Chairman & Director  
DIN: 00057942**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with regard to the special business as set out under item no. 1 to item no.8 and the relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Extra-Ordinary General Meeting ("EGM") is annexed.
2. The Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December 2021, 21/2021 dated 14<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022, 10/2022 dated 28<sup>th</sup> December, 2022, and 09/2023 dated 25<sup>th</sup> September, 2023, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AAGM/EOGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facility on or before 30<sup>th</sup> September, 2023. In accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 and in compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EOGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the said EOGM shall be at Board Room 1, J.W. Marriott, New Delhi Aerocity, Asset Area 4, Hospitality District, Near IGI Airport, New Delhi-110037.
3. Electronic copy of the Notice of this General Meeting is being sent to all the members whose email IDs are registered with the Company/Depository Participant.
4. Corporate members are requested to send at [ahwl.compliance@gmail.com](mailto:ahwl.compliance@gmail.com) before e-voting/ attending Extra Ordinary general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013.
5. All other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [ahwl.compliance@gmail.com](mailto:ahwl.compliance@gmail.com).
6. The Notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on 12<sup>th</sup> April, 2024.
7. The Notice calling the EGM has been uploaded on the website of the Company at <http://asianhotelswest.com/>. Notice can also be accessed on the websites of the Stock Exchanges.
8. Members who have not yet registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address [ahwl.compliance@gmail.com](mailto:ahwl.compliance@gmail.com) quoting full details of Folio No. / DP ID, Client ID and name of first / sole holder.
9. The Company has appointed Mr. R. S. Bhatia, Company Secretary in Practice, (Membership Number: FCS -2599, CP No. 2514) and failing him, Mr. Hitesh Bhardwaj, Company Secretary in Practice, (Membership Number: FCS 55268, CP No.21001) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

10. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://asianhotelswest.com/>. The same will be communicated to the stock exchanges where the Company shares are listed.
11. The facility of casting the votes by the members using an electronic voting system will be provided by KFin Technologies Limited (‘KFintech’).
12. Instructions for attending the meeting through VC/OAVM and remote e-voting:

**INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING**

**I. Remote e-voting:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is providing e-voting facility through KFin Technologies Limited (‘KFintech’) on all resolutions set forth in this EGM Notice, to Members holding shares as on 12th April, 2024 being the cut-off date fixed for determine eligible members to participate in the remote e-voting process. The instructions for e-Voting are given here in below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories /websites of depositories/ depository participants.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she /it is already registered with KFintech for remote eVoting then he/she/it can use his/her/its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

**Step1: Login method for Individual shareholders holding securities in demat mode is given below:**

NSDL	CDSL
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<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL:<a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider (i.e. KFinTech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>I. To register click on link:<a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>II. Select “Register Online for IDeAS” or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting Website of NSDL:</b></p>	<p><b>1. Existing user who have opted for Easi/ Easiest:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL:</li> <li>II. <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL:<a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>III. Click on New System My easi</li> <li>IV. Login with your registered user id and password.</li> <li>V. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>VI. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Post registration is completed, follow the steps given in point 1.</li> </ol>
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<ol style="list-style-type: none"> <li>I. Open URL:<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be redirected to NSDL Depository site where in you can see e-Voting page.</li> <li>V. Click on company name or e-Voting service provider name and you will be redirected to KFintech e-Voting website for casting your Vote during the remote e-Voting period.</li> </ol>	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL:<a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFintech</b> where the e-Voting is in progress.</li> <li>V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-Voting period.</li> </ol>
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**Individual Shareholders (holding securities in demat mode) login through their depository participants.**

- I. You can also login using the login credentials of your demat account through your demat accounts /websites of Depository Participants registered with NSDL/CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- III. Click on options available against company name or e-Voting service provider – **KFintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

**Important note:**

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned websites of Depositories/ Depository Participants.

Helpdesk for individual share holders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

<b>Members facing any technical issue-NSDL</b>	<b>Members facing any technical issue-CDSL</b>
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Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll freeno.:18001020990and1800224430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738or2223058542-43.
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**Step2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and share holders holding securities in physical mode**

- A. Members whose email IDs are registered with the Company/Depository Participants(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL:<https://evoting.kfintech.com>.
  - ii. Enter the login credentials (i.e.User ID and password). In case of physical folio, User ID will be EVEN(E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DPID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change our password. The new password shall comprise of minimum 8 characters with at least one uppercase(A-Z),one lowercase(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 EVEN for Company Name and click on “Submit”.
  - 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 “AGAINST” but the total number in “FOR/AGAINST” taken to get her shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member

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. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/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 have voted on there solution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of time still they have voted on the Re solution(s).
  - 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 authorised representative(s), to the Scrutinizer at email [bhatia\\_r\\_s@hotmail.com](mailto:bhatia_r_s@hotmail.com), with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.” The documents should reach the Scrutinizer on or before 5:00pm on Sunday, May 12, 2024.
- B. Members whose email IDs are not registered with the Company/Depository Participants(s)] , will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal / AGM/ EGM Notice cannot be serviced, for receiving the soft copy of the notice and e-votinginstructionsalongwiththeUserIDandPassword.Incaseofanyqueries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) . along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot /AGM/EGM Notice and the e-voting instructions.
  - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- II. OTHER INSTRUCTIONS:**
- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Suresh Babu, (Unit: Biocon Limited) of KFinTechnologiesLimited,SeleniumTowerB,Plot31-32, Gachibowli, Financial District,

Nanakramguda, Hyderabad - 500 032 or at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040 - 67162222 or call toll free No. 1800-309-4001 for any further clarifications.

- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Friday, May 10, 2024 (9:00 AM IST) and ends Sunday, May 12, 2024 (5:00 PM IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 6<sup>th</sup> May, 2024, may cast their votes electronically. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the members, the members shall not be allowed to change it subsequently.
- d. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, May 6, 2024.
- e. Any Member who has forgotten the UserID and Password, may obtain/generate/retrieve the same from KFintech in the manner as mentioned below:
  - i. If the mobile number of the member is registered against FolioNo./DPID ClientID, the member may send SMS: **MYEPWD**<space>E-Voting Event Number +FolioNo .or DPID Client ID to 9212993399

**Example for NSDL:** MYEPWD<SPACE>IN12345612345678

**Example for CDSL:** MYEPWD<SPACE>1402345612345678

**Example for Physical:** MYEPWD<SPACE>XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No./ DPID ClientID, the non the homepage of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- iii. Member may call KFintech toll free number 1800-309-4001 for any assistance.
- iv. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).

The Board has appointed Mr. R.S. Bhatia, (Membership number FCS:2599) and in his absence Mr. Mr. Hitesh Bhardwaj, (Membership number :FCS 55268) ,Practicing Company Secretaries, ("the Scrutinizers") for conducting the EGM and e-voting process in a fair and transparent manner.

The Scrutinizer's shall submit a Report after the completion of scrutiny of votes cast through e-voting. The Chairperson or a person authorized by him in writing shall declare the result of voting forthwith.

In the event there resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be on Monday, May 13, 2024, viz. last date specified by the Company e-voting.

The results of the e-voting along with the scrutinizer's report shall be communicated on or before Wednesday, May 15, 2024 to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website [www.asianhotelswest.com](http://www.asianhotelswest.com) and on the website of Kfintech (<https://evoting.kfintech.com>) immediately After the Result is declared by Chairperson or any other person authorized by the Chairperson.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM No 1**

The Board of Directors of the Company (“**Board**”) at its meeting held on February 14, 2024 appointed Mr. Shekhar Gulzarilal Gupta (DIN: 00750128) as Additional Director in the category of Non-Executive Independent Director of the Company for a first term of 3years effective from February 14, 2024, subject to approval of the shareholders of the Company. Since the Board was re-constituted only on February 14, 2024 (after withdrawal of the Corporate Insolvency Resolution Process), and the Nomination and Remuneration Committee was yet to be re-constituted subsequent to the re-constitution of the Board, the appointment of the above Director was approved by the Board itself.

After the re-constitution of the Board of the Company on February 14, 2024, the Nomination and Remuneration Committee was reconstituted on March 06, 2024.

In terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought for the appointment of the above director.

The Company has received the following from Mr. Shekhar Gulzarilal Gupta (DIN: 00750128):

- (i) Consents in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act;
- (iii) Declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company; and
- (iv) Affirmation as per Stock Exchange Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, stating that he is not debarred from holding the office of director pursuant to any SEBI order.

In the opinion of the Board Mr. Shekhar Gulzarilal Gupta (DIN: 00750128) fulfils the conditions specified in the Companies Act, 2013 and the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and he is independent of the management of the Company. The Board has formed an opinion that said directors have requisite skills and knowledge and his appointment would be in the best interest of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Shekhar Gulzarilal Gupta (DIN: 00750128) as an Independent Director is being placed before the members for their approval.

Brief profile of Mr. Shekhar Gulzarilal Gupta proposed to be appointed under item no. 1 and his details pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings is provided in Annexure [I].

All the material relevant documents in connection with this item no. 1 including terms and conditions of appointment of Independent Directors will be open for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 A.M. to 1.00 P.M.

Other than the directors proposed to be appointed under respective item no. 1, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the resolutions mentioned in that item in the notice.

The Board recommends the resolutions set forth under item no. 1 for approval by the members by way of special resolution.

## **ITEM No. 2**

The Board of Directors of the Company ("**Board**") at its meeting held on February 14, 2024 appointed Mr. Ravinder Singhania (DIN: 00006921), as Additional Director in the category of Non-Executive Independent Director of the Company for a first term of 3 years effective from February 14, 2024, subject to approval of the shareholders of the Company. Since the Board was re-constituted only on February 14, 2024 (after withdrawal of the Corporate Insolvency Resolution Process), and the Nomination and Remuneration Committee was yet to be re-constituted subsequent to the re-constitution of the Board, the appointment of the above Director was approved by the Board itself.

After the re-constitution of the Board of the Company on February 14, 2024, the Nomination and Remuneration Committee was reconstituted on March 06, 2024.

In terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought for the appointment of the above director.

The Company has received the following from Mr. Ravinder Singhania (DIN: 00006921):

- (i) Consents in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;

- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act;
- (iii) Declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company; and
- (iv) Affirmation as per Stock Exchange Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, stating that he is not debarred from holding the office of director pursuant to any SEBI order.

In the opinion of the Board, Mr. Ravinder Singhania (DIN: 00006921) fulfils the conditions specified in the Companies Act, 2013 and the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and he is independent of the management of the Company. The Board has formed an opinion that said directors have requisite skills and knowledge and his appointment would be in the best interest of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Ravinder Singhania (DIN: 00006921) as Independent Directors is being placed before the members for their approval.

Brief profile of Mr. Ravinder Singhania proposed to be appointed under item no. 2 and his details pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings is provided in Annexure [I].

All the material relevant documents in connection with this item no. 2 including terms and conditions of appointment of Independent Directors will be open for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 A.M. to 1.00 P.M.

Other than the directors proposed to be appointed under respective item no. 2, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the resolutions mentioned in that item in the notice.

The Board recommends the resolutions set forth under item no. 2 for approval by the members by way of special resolution.

### **ITEM NO. 3**

At the 10<sup>th</sup> Annual General Meeting (AGM) held on July 17, 2017, M/s S R Batliboi & Co. LLP were appointed as Statutory Auditors of the Company for a period of five years (i.e. from the



conclusion of 10<sup>th</sup>AGM until the conclusion of 15<sup>th</sup> AGM. M/s S R Batliboi & Co. LLP submitted their resignation with effect from September 15, 2021.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting. But as the company was under IBC wef 16/09/2022 till 9/1/2024 therefore, appointment of new auditor could not be made. The status of the company was restored post NCLAT order dated 9<sup>th</sup> Jan 2024.

Pursuant to the provisions of Section 139 & 142 of the Companies Act, 2013 other applicable provisions of the Companies Act, 2013 and the rules framed there under, the Audit Committee and the Board of Directors vide resolution passed in the respective meetings on February 14, 2024, have considered, approved and recommended appointment of M/s J.C. Bhalla & Co., Chartered Accountants, Firm Registration No. 001111N as statutory auditor of the Company till the conclusion of the next AGM at a consolidated remuneration of Rs 105 Lakhs for the audit four financial years i.e. 2020-21, 2021-22, 2022-23 and 2023-24.

The previous auditors of the Company M/s S R Batliboi & Co. LLP were paid an audit fee of Rs. 37 Lakhs as mentioned in the financial statement of Financial Year 2019-20.

The Board is of the that the proposed fee of the incoming auditor is commensurate with the scope of work of the Auditor.

M/s J.C. Bhalla (JCB) & Co., Chartered Accountants have given their consent and eligibility certificate, pursuant to Section 141 of the Companies Act, 2013.

The brief profile of new Statutory Auditors' firm is as under:

A multi-dimensional, professional service organization, having an excellent blend of youth and experience and in existence since 1943. Run by ex Big Four and well seasoned professionals JCB dedicated assurance staff strength of 175 professionals based out of New Delhi and NCR along with 250 professionals in Associate Offices in Mumbai, Bengaluru, Pune, Kochi and Ahmedabad. Professionalism, Independence and Objectiveness are cornerstones of our practice. It is a peer reviewed firm having no 013835 and that this certificate is valid as on date.

M/s J.C. Bhalla & Co., Chartered Accountants shall undertake the Audit for financial years 2020-21, 2021-22, 2022-23 and financial year 2023-24.

All the material relevant documents in connection with this item will be open for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 A.M. to 1.00 P.M.

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

The Board commends the resolution set forth under Item no.3 for approval of the members by way of an Ordinary Resolution.

**ITEM NO. 4 & 6**

The Board, at its meeting held on February 14, 2024, appointed Mr. Amit Saraf (DIN: 00339863) as an Additional Director in the category of Non-Executive Director of the Company. Since the Board was re-constituted only on February 14, 2024 (after withdrawal of the Corporate Insolvency Resolution Process), and the Nomination and Remuneration Committee was yet to be re-constituted subsequent to the re-constitution of the Board, the appointment of the above Director was approved by the Board itself. After the re-constitution of the Board of the Company on February 14, 2024, the Nomination and Remuneration Committee was reconstituted on March 06, 2024. Thereafter his appointment as Executive Director and remuneration has been recommended by the Nomination and Remuneration Committee in its meeting held on March 06, 2024.

The Board at its meeting held on March 06, 2024, on the recommendation of Nomination and Remuneration Committee in line with the Nomination and Remuneration Policy of the Company and considering his vast experience the Board is of the opinion that he be Appointed as a regular director of the company, liable to retire by rotation. Mr. Amit Saraf (DIN: 00339863) was appointed as an Executive Director based on the recommendation of the Nomination and Remuneration Committee and nomination and remuneration policy of the company. In accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders is required for the appointment of Mr. Amit Saraf as an Executive Director of the Company as mentioned in the respective resolution.

Mr. Amit Saraf has experience of 26 years in hospitality industry with a niche in corporate affairs, new hotel development, legal, finance, fund management, commercial leasing functions for hotel business, value-based management and liaison work. Brief profile of Mr. Amit Saraf and his details pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings is provided under Annexure [II].

Mr. Amit Saraf is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. A copy of notice is available for inspection by the members at the registered office of the company. Mr. Amit Saraf has also confirmed that he is not debarred from holding the office of director by virtue of the SEBI Order in this regard and pursuant to circular dated 20/06/2018 issued by BSE limited and the NSE pertaining to the enforcement of the SEBI orders regarding appointment of directors by the listed companies.

Since there are more than one Executive Directors, the aggregate and annual remuneration to such directors exceeds 5 per cent of the net profits of the Company resolution being passed through Special Resolution.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Amit Saraf as per provisions of section 190 of the Companies Act, 2013. The Board recommends this resolution as set forth in the Notice as Item No. 4 & 6 as Special Resolution.

All the material relevant documents in connection with this item no. 4 & 6, including terms and conditions of appointment of Mr. Amit Saraf will be open for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 A.M. to 1.00 P.M.

Other than the director who is proposed to be appointed under item no. 4 & 6, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the resolution mentioned in that item in the notice.

The Board recommends the resolution set forth under item no. 4 & 6 for approval by the members by way of Special resolution.

**ITEM NO. 5:**

The Board of Directors of the Company (“**Board**”) at its meeting held on March 06, 2024 appointed Mr. Saumen Chatterjee (DIN: 10511293) as an Additional Director in the category of Non-Executive Independent Director of the Nomination and Remuneration Committee for a first term of 3 years effective from March 6, 2024, subject to approval of the shareholders of the Company based on recommendation.

In terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought for the appointment of the above director.

The Company has received the following from Mr. Saumen Chatterjee (DIN: 10511293):

- (i) Consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act;
- (iii) Declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company; and
- (iv) Affirmation as per Stock Exchange Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, stating that he is not debarred from holding the office of director pursuant to any SEBI order.

In the opinion of the Board Mr. Saumen Chatterjee (DIN: 10511293) fulfils the conditions specified in the Companies Act, 2013 and the rules made there under and the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and he is independent of the management of the Company. The Board has formed an opinion that said directors have requisite skills and knowledge and his appointment would be in the best interest of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Saumen Chatterjee (DIN: 10511293) as Independent Directors is being placed before the members for their approval.

Brief profile of Mr. Saumen Chatterjee proposed to be appointed under item no. 5 and his details pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings is provided in Annexure [I].

All the material relevant documents in connection with this item no. 5, including terms and conditions of appointment of Independent Directors will be open for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 A.M. to 1.00 P.M.

Other than the directors proposed to be appointed under respective item no. 5, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the resolutions mentioned in that item in the notice.

The Board recommends the resolutions set forth under item no. 5 for approval by the members by way of special resolution.

#### **ITEM NO. 7 & 8**

The Board at its meeting held on March 06, 2024, approved the appointment of Mr. Rakesh Kumar Aggarwal (DIN: 00050436) as an Additional Director in the category of Executive Director based on the recommendation of the Nomination and Remuneration Committee.

Considering Mr. Aggarwal's vast experience the Board is of the opinion that he be appointed as a regular director of the company, liable to retire by rotation. In accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders is required for confirmation of Mr. Rakesh Kumar Aggarwal as Director of the Company and for his appointment in the category of Executive Director. Further, since Mr. Rakesh Kumar Aggarwal has attained the age of 70 years, approval of the shareholders of the Company is required by way of special resolution.

Mr. Rakesh Kumar Aggarwal who has attained the age of 70 years and has 46 years of experience in both Public sector as well as in the Corporate sector especially in banking, finance and legal matter and the Company will benefit from his experience. Brief profile of Mr. Rakesh Kumar Aggarwal and his details pursuant to Regulation 36(3) of the SEBI

(Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings is provided under Annexure [II].

Mr. Rakesh Kumar Aggarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. A copy of notice is available for inspection by the members at the registered office of the company. Mr. Rakesh Kumar Aggarwal has also confirmed that he is not debarred from holding the office of director by virtue of the SEBI Order in this regard and pursuant to circular dated 20/06/2018 issued by BSE limited and the NSE pertaining to the enforcement of the SEBI orders regarding appointment of directors by the listed companies.

Since there are more than one Executive Directors, the aggregate and annual remuneration to such directors exceeds 5 per cent of the net profits of the Company resolution being passed through Special Resolution.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Rakesh Kumar Aggarwal as per provisions of section 190 of the Companies Act, 2013. The Board recommends this resolution as set forth in the Notice as Item No. 7 & 8 as Special Resolution.

All the material relevant documents in connection with this item no. 7 & 8, including terms and conditions of appointment of Mr. Rakesh Kumar Aggarwal will be open for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 A.M. to 1.00 P.M.

Other than the director who is proposed to be appointed under item no. 7& 8, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the resolution mentioned in that item in the notice.

The Board recommends the resolution set forth under item no. 7 & 8 for approval by the members by way of special resolution as applicable.

**ANNEXURE [I] – INDEPENDENT DIRECTOR DETAILS**

<b>Particulars</b>	<b>Ravinder Singhania</b>	<b>Shekhar Gulzarilal Gupta</b>	<b>Saumen Chatterjee</b>
DIN	00006921	00750128	10511293
Age	56 Years	76 Years	53 Years
Date of Birth	24/09/1968	06/02/1948	05/02/1971
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	14/02/2024	14/02/2024	06/03/2024
Qualifications	B. Com (Hons.) from Sriram College of Commerce in 1990, Delhi University and L.L.B from Campus Law Centre, Delhi University, 1993	Chartered Accountant	Company Secretary
Expertise in specific functional area	Law	Accounts and finance	Law
Brief profile / resume of director	Mr. Ravinder Singhania (“Ravi”) is a leading corporate lawyer with over three decades of post-qualification experience. He is also admitted as	Mr. Shekhar Gupta is a partner in S. M. Kapoor & Co; Chartered Accountant. He is expertise in domestic and international taxation,	29 years of professional experience in the Indian listed companies overseeing legal, corporate laws, commercial, CIRP activities,

	<p>solicitor of Supreme Court of England and Wales. He is a member of Supreme Court of India Bar Association and a fellow of Chartered Institute of England. He has served on the board of leading rating agency CRISIL limited, assets care and reconstruction enterprise limited, PhD Chamber of Commerce and is currently director of master trust limited, McGraw hill education Private Limited as well as Indian subsidiaries of several multinational companies.</p> <p>He is a chartered member of Delhi chapter of TiE, an association that supports startups launched by Silicon Valley entrepreneurs. He is the chairperson of Singhania University. Ravi has authored books on drafting of contracts, white collar crimes and Employment Laws in India. He has also contributed to various national and international professional journals and magazines, including the American Bar Association and Euromoney</p>	<p>GST matters, having appeared before Income Tax Appellate Tribunal. Besides, conversant in Company Law matters and FEMA matters.</p>	<p>insolvency laws and court case matters, responsible for company secretarial activities including conducting board meetings, shareholders meetings, NCLT convened meetings, dealing with the corporate governance practices, listing and compliance matters with the stock exchanges, successfully dealt with schemes of arrangement including merger, demerger of companies, getting the companies listed with BSE, NSE, handling litigations, dealing with the legal counsels, law firms, looking after nitty-gritties of the general management.</p> <p>He has successfully won various court cases in the long span of his career. He has experience in drafting and vetting contracts, agreement, lease terms and other legal documents, he has handled liaison role for licensing matters, represented the company before authorities, handled land matters with the government. Advisor to group companies.</p>
<p>Terms and conditions of appointment along</p>	<p>Appointed for a period of 3 years and sitting fee of Rs. 50,000 would be paid for Board and committee meetings.</p>	<p>Appointed for a period of 3 years and sitting fee of Rs. 50,000 would be paid for Board and committee meetings.</p>	<p>Appointed for a period of 3 years and sitting fee of Rs. 50,000 would be paid for Board and committee meetings.</p>

with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.															
List of the directorships held in other companies, including	<table border="1"> <thead> <tr> <th data-bbox="479 633 674 791">Name of the Company</th> <th data-bbox="680 633 869 791">Date of Appointment</th> </tr> </thead> <tbody> <tr> <td data-bbox="479 796 674 1010">Mertex India Private Limited</td> <td data-bbox="680 796 869 1010">17/11/2023</td> </tr> <tr> <td data-bbox="479 1015 674 1334">Cai Professional Services India Private Limited</td> <td data-bbox="680 1015 869 1334">22/06/2021</td> </tr> <tr> <td data-bbox="479 1339 674 1380">Mcgraw Hill</td> <td data-bbox="680 1339 869 1380">28/10/2010</td> </tr> </tbody> </table>	Name of the Company	Date of Appointment	Mertex India Private Limited	17/11/2023	Cai Professional Services India Private Limited	22/06/2021	Mcgraw Hill	28/10/2010	<table border="1"> <thead> <tr> <th data-bbox="1023 633 1196 791">Name of the Company</th> <th data-bbox="1202 633 1397 791">Date of Appointment</th> </tr> </thead> <tbody> <tr> <td data-bbox="1023 796 1196 1062">The Bombay Presidency Golf Club Limited</td> <td data-bbox="1202 796 1397 1062">24/09/2022</td> </tr> </tbody> </table>	Name of the Company	Date of Appointment	The Bombay Presidency Golf Club Limited	24/09/2022	NA
Name of the Company	Date of Appointment														
Mertex India Private Limited	17/11/2023														
Cai Professional Services India Private Limited	22/06/2021														
Mcgraw Hill	28/10/2010														
Name of the Company	Date of Appointment														
The Bombay Presidency Golf Club Limited	24/09/2022														



	Education (India) Private Limited			
	Satcon India Private Limited	22/03/2010		
	Light bulb Technology Services Private Limited	03/06/2006		
	India Autobahn Automobile s and Ancillaries Private Limited	20/05/2006		
	ABS Quality Evaluations	28/04/2006		

	Private Limited.				
	Singhania And Partners Private Limited	31/07/2000			
	Mcgraw Hill Education (India) Private Limited	31/07/2014			
	Master Trust Limited	30/09/2023			
Names of listed entities in which the person also holds the directorship and the membership of Committees of the	Director 2(Two) listed Company. Member 2 Committees i.e Nomination and Remuneration Committee and Stakeholders Relationship Committee.		Director 1(One) listed Company. Member of 2(one) committees i.e. Nomination and Remuneration Committee and Stakeholders Relationship Committee. Chairman of 1(one)Audit Committee Meeting.	Director 1(One) listed Company. Member of 1 Committee i.e.Nomination and Remuneration Committee.	

board along with listed entities from which the person has resigned in the past three years			
Shareholding of non-executive directors, including shareholding as a beneficial owner	Nil	Nil	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Ravinder Singhania ("Ravi") is a leading corporate lawyer with over three decades of post-qualification experience. He is also admitted as solicitor of Supreme Court of England and Wales. He is a member of Supreme Court of India Bar Association and a fellow of Chartered Institute of England. He has served on the board of leading rating agency CRISIL limited, assets care and reconstruction enterprise limited, PhD Chamber of Commerce and is currently director of master trust limited, McGraw hill education Private Limited as well as Indian subsidiaries of several multinational companies.	Mr. Shekhar Gupta is a partner in S. M. Kapoor & Co; Chartered Accountant. He is expertise in domestic and international taxation, GST matters, having appeared before Income Tax Appellate Tribunal. Besides, conversant in Company Law matters and FEMA matters.	29 years of professional experience in the Indian listed companies overseeing legal, corporate laws, commercial, CIRP activities, insolvency laws and court case matters, responsible for company secretarial activities including conducting board meetings, shareholders meetings, NCLT convened meetings, dealing with the corporate governance practices, listing and compliance matters with the stock exchanges, successfully dealt with schemes of arrangement including merger, demerger of companies, getting the companies listed with BSE, NSE, handling litigations, dealing with the legal

			counsels, law firms, looking after nitty-gritties of the general management.
Date of first appointment on board	14/02/2024	14/02/2024	06/03/2024
Number of Board / Committee meetings attended during the FY 2023-24	4Board Meeting/ 2 Committee meeting	4Board Meeting/ 5 Committee meeting	1 Committee meeting
Chairman/ member in the Committees of the Boards of companies in which he is Director	Chairman of Nomination and Remuneration Committee Meeting	Chairman of Audit Committee Meeting	Member of Nomination and Remuneration Committee Meeting
Relationship with other directors and KMPs	No	No	No

**ANNEXURE [II] – EXECUTIVE DIRECTOR DETAILS**

<b>Particulars</b>	<b>Amit Saraf</b>	<b>Rakesh Kumar Aggarwal</b>
DIN	00339863	00050436
Age	56 Years	72 Years
Date of Birth	24/09/1968	19/08/1952
Nationality	Indian	Indian
Date of Appointment on the Board	14/02/2024	06/03/2024
Qualifications	MBA from Gauhati University	Member of the Institute of Chartered Accountants of India and LLB
Expertise in specific functional area	Corporate affairs and Finance	Banking, Finance and Law
Brief profile / resume of director	Experience of 26 years in hospitality industry with a niche in corporate affairs, new hotel development, legal, finance, fund management, commercial leasing functions for hotel business, value-based management and liaison work.	46 years of post qualification experience both in Public sector as well as in the Corporate sector especially in banking, finance and legal matters. Besides his experience of about 17 years in Bank, he has over 15 years' experience in the Hospitality industry. He has also worked as Managing Director of Inovoa Securities Limited and Executive Director of Choice Hospitality (India) Limited. During the initial stage of development of JW Marriott Aerocity, New Delhi, he worked as Senior Vice President (Finance) and CFO of Aria Hotels and Consultancy Services Private Limited. He was appointed as a non-executive director on the board of Aria Hotels and Consultancy Services Private Limited in the year 2018. He has been CFO of Asian Hotels

<b>Particulars</b>	<b>Amit Saraf</b>		<b>Rakesh Kumar Aggarwal</b>	
			West Limited from 1st April, 2015 to 12th December, 2020.	
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Appointed for a period of 3 years for a remuneration of Rs. 2,00,000 per month.		Appointed for a period of 3 years for a remuneration of Rs. 2,00,000 per month.	
List of the directorships held in other companies, including	<b>Name of the Company</b>	<b>Date of Appointment</b>	<b>Name of the Company</b>	<b>Date of Appointment</b>
	Mahima Holding Private Limited	14/05/1999	Aria Hotels and Consultancy Services Private Limited	03/08/2018
	Chartered Hotels Pvt Ltd	29/09/2022	Edenpark Hotels Limited	14/07/2018
	Footsteps of Buddha Hotels Private Limited	17/11/2010	Aria Resorts India Private Limited	08/10/2018
	Central Linen Park Private Limited	09/10/2013		

Particulars	Amit Saraf		Rakesh Kumar Aggarwal
	Bodhgaya Guest House Private Limited	14/09/2023	
	Juniper Investment s Limited	15/09/2023	
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil		Nil
Shareholding, including shareholding as a beneficial owner	Nil		Holding 5,00,000 preference shares of Rs 10/- each in the Company jointly with wife- Mrs Sharda Aggarwal.
Date of first appointment on board	14/02/2024		06/03/2024

<b>Particulars</b>	<b>Amit Saraf</b>	<b>Rakesh Kumar Aggarwal</b>
Number of Board / Committee meetings attended during the FY 2023-24	2 Board Meeting	NIL
Chairman/ member in the Committees of the Boards of companies in which he is Director	Member of Audit Committee Meeting	NIL
Relationship with other directors and KMPs	No	No

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

**Date: 18<sup>th</sup> April, 2024  
Place: New Delhi**

**Sd/-  
Sandeep Gupta  
Chairman & Director  
DIN: 00057942**