

ASIAN HOTELS (EAST) LIMITED

CIN : L15122WB2007PLC162762

Regd. Office : Hyatt Regency Kolkata Hotel, JA-1, Sector - III, Salt Lake City, Kolkata - 700 106, W.B., India
Tel: 033 6820 1344 / 1346, Fax : 033 2335 8246, E-mail : clocs@sarafhotels.com, Website : www.ahleast.com

10th January, 2024

The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Tel: (022 2272 8013) Fax: (022 2272 3121)	The Manager Listing Department National Stock Exchange of India Ltd. Exchange Plaza Plot No. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051 Tel: (022) 2659 8235/36 Fax: (022) 2659 8237/38
Type of Security: Equity shares Scrip Code : 533227	Type of Security: Equity shares NSE Symbol : AHLEAST

Madam/ Sir,

Sub: Notice of Extra-Ordinary General Meeting ("EoGM"):

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') please find enclosed herewith Notice of the EoGM of the Company scheduled to be held on Thursday, 1st February, 2024 at 11:00 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with the applicable circulars issued by the MCA and SEBI.

In terms of Regulation 44 of the Listing Regulations, the Company shall provide its members with the facility to exercise their right to vote on the business specified in the EoGM Notice, through electronic means via the remote e-voting platform, and during the EoGM through e-voting.

The Schedule of EoGM is mentioned below:

Event	Date	Time (in IST)
Cut-off date to vote on EoGM Resolutions	Thursday, 25th January, 2024	NA
Book Closure Date	From Friday, 26th January, 2024 to Thursday, 1st February, 2024 (Both days are inclusive)	NA
Commencement of e-Voting	Monday, 29th January, 2024	09:00 AM
End of e-Voting	Wednesday, 31st January, 2024	05:00 PM
Date of EoGM	Thursday, 1st February, 2024 through VC/OAVM	11:00 AM

The Notice of the EoGM shall also be hosted on the Company's website at www.ahleast.com.

Further, the Company has engaged the services of National Securities Depository Ltd. for facilitating the e-voting process through their voting platform and to provide a platform for the members to attend and participate in the EoGM through VC/OAVM.

This is for your kind information and dissemination.

Thanking you.

Yours truly,

For Asian Hotels (East) Limited
Saumen

Chatterjee

Saumen Chatterjee
Chief Legal Officer &
Company Secretary

Encl: as above

Digitally signed by
Saumen Chatterjee
Date: 2024.01.10 16:18:11
+05'30'



OWNER OF



HYATT
REGENCY™
KOLKATA HOTEL

ASIAN HOTELS (EAST) LIMITED

CIN : L15122WB2007PLC162762

Regd. Office : Hyatt Regency Kolkata Hotel, JA-1, Sector - III, Salt Lake City, Kolkata - 700 106, W.B., India
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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EoGM) of the members of Asian Hotels (East) Limited (the Company) will be held on **Thursday, 01st February, 2024 at 11:00 a.m.** through video conferencing (VC)/other audio-visual means (OAVM) to transact the following businesses:

The venue of the meeting shall be deemed to be the registered office of the Company at Hyatt Regency, Kolkata, JA-1, Sector-III, Salt Lake City, Kolkata – 700 106.

SPECIAL BUSINESS:

1. To take approval for fixation of borrowing limit under section 180(1)(c) of the Companies Act, 2013:

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

“RESOLVED THAT in supersession of the earlier resolution passed by the members in the 9th Annual General Meeting of the Company held on 10th August, 2016 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof), the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board for borrowing from time to time, any sum or sums of monies on such terms and conditions it may determine from any banks, financial institutions, other body corporates or other eligible investors, whether in India or abroad or by way of debt financing including rupee term loan facility, issuance of unrated, listed/unlisted, secured, redeemable, convertible/non-convertible debentures, advances, overdraft facilities, lines of credit, commercial papers, commercial borrowings, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms as may be permitted by law from time to time and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, properties whether immovable or movable, all or any of its undertaking, including the leasehold land with the permission of the authorities concerned, notwithstanding that the moneys to be borrowed together with the moneys already borrowed



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by the Company, (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up share capital of the Company and its free reserves provided that the total amount borrowed by the Board shall not at any time exceed Rs. 500 crores (Rupees five hundred crores only) or equivalent amount in any other foreign currency."

"RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian hospitality sector and the Indian economic conditions."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Jt. Managing Directors of the Company or the Chief Financial Officer or the Chief Legal Officer & Company Secretary be and is hereby severally authorised to negotiate, finalise, sign and execute all such agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental including signing the certified copy of this resolution and filing the same with the Registrar of Companies, Kolkata, West Bengal or any other authorities concerned through prescribed form or e-form to give effect to this resolution."

2. To take approval for sale/ lease/ mortgage/ charge/ hypothecation of Company's assets/properties under Section 180(1)(a) of the Companies Act, 2013:

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members in the 9th Annual General Meeting of the Company held on 10th August, 2016 and in accordance with the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, (the Act) (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association of the Company and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted Committee thereof) and subject to such other approvals, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board to sell, lease, or dispose of in any manner including but not limited to mortgaging, creating charge and/or hypothecating created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, on its assets, properties whether immovable or movable, all or any of its undertaking, including the leasehold land with the permission of the authorities concerned, in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company or any of its subsidiary company, associate company, joint venture company or group company, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act ie Rs. 500 crores (Rupees five hundred crores only)."



“RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian hospitality sector and the Indian economic conditions.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Jt. Managing Directors of the Company or the Chief Financial Officer or the Chief Legal Officer & Company Secretary be and is hereby severally authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements / undertakings as may be required and to do all such acts, deeds, matters and things, as may be necessary, proper, expedient or incidental including signing the certified copy of this resolution and filing the same with the Registrar of Companies, Kolkata, West Bengal or any other authorities concerned through prescribed form or e-form to give effect to this resolution.”

3. To take approval for advancing any loan/giving guarantee/providing security under section 185 of the Companies Act, 2013:

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 Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, of an aggregate amount not exceeding Rs. 300 crores (Rupees three hundred crores only) during a financial year, in its absolute discretion deem beneficial and in the best interest of the Company.”

“RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian hospitality sector and the Indian economic conditions.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Jt. Managing Directors of the Company or the Chief Financial Officer or the Chief Legal Officer & Company Secretary be and is hereby severally authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid loans/guarantees/securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto including signing the certified copy of



this resolution and filing the same with the Registrar of Companies, Kolkata, West Bengal or any other authorities concerned through prescribed form or e-form.”

4. To approve material related party transactions under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Audit Committee and approval of the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), approval of the members of the Company be and is hereby accorded to the Board to enter into contract(s)/ arrangement(s)/ transaction(s) with respect to giving loans/guarantees/ providing securities, with Robust Hotels Limited, Chennai, a related party, notwithstanding that such transactions may exceed 10% of the consolidated turnover of the Company in any financial year or Rs. 1000 crores, whichever is lower, as may be amended from time to time, provided that the aggregate value of such transactions shall not at any time exceed Rs. 300 crores during the period of next 12 years ie from the financial year 2023-24 to 2034-35, on such terms and conditions as the Board may deem fit, in the ordinary course of business and on arm’s length basis.”

“**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian hospitality sector and the Indian economic conditions.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Jt. Managing Directors of the Company or the Chief Financial Officer or the Chief Legal Officer & Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be required in this regard including signing the certified copy of this resolution and filing the same with the Registrar of Companies, Kolkata, West Bengal or any other authorities concerned through prescribed form or e-form to give effect to this resolution.”

5. To take approval for loan and investment under Section 186 of the Companies Act, 2013:

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the members in the 9th Annual General Meeting of the Company held on 10th August, 2016 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association of the Company and upon the recommendation of the Audit Committee and



approval of the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches, including acquisitions through insolvency resolution process under the IBC 2016, as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, notwithstanding the aggregate value of such loans/guarantees/securities/acquisitions may exceed the permissible limit ie 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate value of such loans/guarantees/securities/investments/acquisitions made by the Company shall not at any time exceed Rs. 500 crores (Rupees five hundred crores only).”

“RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian hospitality sector and the Indian economic conditions.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Jt. Managing Directors of the Company or the Chief Financial Officer or the Chief Legal Officer & Company Secretary be and is hereby severally authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned loans/ investments/ guarantees/ securities/ acquisitions including signing the certified copy of this resolution and filing the same with the Registrar of Companies, Kolkata, West Bengal or any other authorities concerned through prescribed form or e-form.”

Registered Office:

Hyatt Regency, Kolkata
JA-1, Sector-III, Salt Lake City
Kolkata - 700 106, West Bengal, India
Tel :033-6820 1344/1346 Fax: 033-2335 8246
Website: www.ahleast.com
CIN: L15122WB2007PLC162762

By Order of the Board of Directors

Sd/-
Saumen Chatterjee
Chief Legal Officer &
Company Secretary

8th January, 2024

Notes:

- 1) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules made thereunder, setting out the material facts and reasons for the proposed



resolutions concerning the items of the special businesses to be transacted at the Extraordinary General Meeting (EoGM) is annexed and forms part of this Notice.

- 2) The Ministry of Corporate Affairs (MCA) vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as MCA Circulars) has permitted the holding of the EoGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the members at a common venue. Further, the Securities and Exchange Board of India (SEBI) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) has provided certain relaxations from compliance with certain provisions of the Listing Regulations, 2015.

The ensuing EoGM of the Company will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, members can attend and participate in the ensuing EoGM through VC/OAVM. The deemed venue of the EoGM shall be the registered office of the Company.

- 3) PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EOGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EOGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EOGM ARE NOT ANNEXED TO THIS NOTICE.
- 4) In case joint holders attend the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EoGM.
- 5) The Register of Members and the Share Transfer Books of the Company will remain closed from 26th January, 2024 to 1st February, 2024 (both days inclusive) for the name of members eligible to vote at the EoGM.
- 6) As per the provisions under the MCA Circulars, members attending the EoGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 7) Institutional members are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to majumdar_abhijeet@yahoo.co.in with a copy marked to evoting@nsdl.com, saumen.chatterjee@ahleast.com, and escorporate@sarafhotels.com. Institutional members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



- 8) Members who have still not registered their email id are requested to do so at the earliest. Members holding shares in electronic mode can get their email id registered by contacting their respective Depository Participant(s) (DPs). Members holding shares in physical mode are requested to register their email id with the Company or its Registrar and Share Transfer Agent (RTA), M/s. KFin Technologies Limited, "Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, for receiving the EoGM Notice. Requests can be emailed to cscorporate@sarafhotels.com or einward.ris@kfintech.com.
- 9) Members holding shares in physical form are requested to notify to the Company's RTA, quoting their folio, any change in their registered address with pin code/mandate/bank details and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
- 10) All NRI members of the Company are hereby requested to get their Indian postal addresses, e-mail ids, bank details with their NRO/NRE account nos. and PAN registered with their respective DPs/RTA of the Company, so as to facilitate smooth, faster, cost effective and proper service to them by the Company.
- 11) Pursuant to 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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and all other applicable circulars issued by MCA, the Company is providing facility of remote voting to its members in respect of the businesses to be transacted at the EoGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EoGM will be provided by NSDL.

The procedure for participating in the meeting through VC / OAVM is explained below and is also available on the website of the Company at <https://www.ahleast.in/>. The members may contact the Company's RTA at einward.ris@kfintech.com or the NSDL helpdesk at evoting@nsdl.com.

Procedure for attending the EoGM through VC / OAVM:

- 12) Members will be able to attend the EoGM through VC / OAVM by using their remote e-voting login credentials and selecting the "EVEN" for Company's EoGM.
- 13) Members who do not have the user id and password for e-voting or have forgotten the user id and password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.
- 14) Members are requested to join the meeting through laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from mobile devices or tablets or through laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.



- 15) Members can join the EoGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EoGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors etc. who are allowed to attend the EoGM without restriction on account of first come first basis.
- 16) Members who need assistance before or during the EoGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call 1800 1020 990 / 1800 22 44 30.
- 17) As the EoGM is being conducted through VC or OAVM, members are encouraged to express their views or send their queries well in advance for smooth conduct of the EoGM but not later than **5:00 P.M. Wednesday, 31st January, 2024**, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at saumen.chatterjee@ahleast.com & cscorporate@sarafhotels.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the EoGM.
- 18) Members who would like to express their views or ask questions during the EoGM may register themselves as a speaker by sending their request from **Sunday, 28th January, 2024 (9:00 A.M.) to Wednesday, 31st January, 2024 (5:00 P.M.)** at saumen.chatterjee@ahleast.com and mark cc to cscorporate@sarafhotels.com from their registered email address mentioning their names, DP Id and Client Id / Folio No., PAN and mobile numbers. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EoGM. Speakers are requested to submit their questions at the time of registration to enable the Company to respond appropriately.
- 19) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video camera along with good internet speed.
- 20) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EoGM.

Procedure for Remote e-voting and e-voting during the EoGM:

- 21) In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of the Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS- 2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide members with a facility to exercise their right to vote by electronic means for the businesses to be transacted at the EoGM.
- 22) Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Thursday, 25th January, 2024** shall only be entitled to vote at the EoGM. A person who is not a member as on the cut-off date should treat this Notice of EoGM for information purpose only.



23) The remote e-voting period commences on **Monday, 29th January, 2024 (9:00 A.M.)** and ends on **Wednesday, 31st January, 2024 (5:00 P.M.)**. 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. **Thursday, 25th January, 2024**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the members, the member shall not be allowed to change it subsequently.

24) In addition, the facility for voting through electronic voting system shall also be made available during the EoGM. Members attending the EoGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EoGM. Members who have voted through remote e-voting shall be eligible to attend the EoGM, however, they shall not be eligible to vote at the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETINGS

The instructions for e-voting before the EoGM are as under:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system



A) Login method for e-voting and joining virtual meeting for Individual members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for individual members holding securities in demat mode is given below:

Type of Members	Login Method
Individual members holding securities in demat mode with NSDL	1) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-Voting service provider name-NSDL and you will be re-directed to NSDL e-voting website for



	<p>casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>4) Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual members holding securities in demat mode with CDSL</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On</p>



	<p>clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, 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. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or voting during the meeting.

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 website.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual members holding securities in demat mode with	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at



CDSL	helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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B) Login method for e-voting and joining virtual meeting for members other than individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

5. Your password details for members other than individual members are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial



password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- i) If your email id is registered in your demat account or with the company, your 'initial password' is communicated to you on your email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client id for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email id is not registered, please follow steps mentioned below in **process for those members whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-voting as the voting page opens.



4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C) Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cscorporate@sarafhotels.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cscorporate@sarafhotels.com. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above.
3. Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email id correctly in their demat account in order to access e-voting facility.

Procedure for E- Voting on the day of the EoGM:

- 25) Only those members, who will be present in the EoGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EoGM.
- 26) The procedure for e-voting on the day of the EoGM is the same as the instructions mentioned above for remote e-voting.
- 27) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EoGM shall be the same person mentioned for remote e-voting.



General Information for Members:

- 28) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 29) In case of any queries pertaining to remote e-voting and e-voting, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.
- 30) Any person, who acquires shares of the Company and becomes member of the Company after cut-off date i.e. **Friday, 05th January, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.com.
- 31) The Company has appointed Mr. Abhijit Majumdar (ACS No. 9804; COP No. 18995) Practicing Company Secretary as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 32) The Scrutinizer shall, immediately after the conclusion of voting at the EoGM, unblock the votes cast through remote e-voting and e-voting and make, not later than two working days of conclusion of the EoGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer’s Report will be available forthwith on the website of the Company at <https://www.ahleast.com/notice-EOGM.html> and on the website of NSDL at <https://www.evoting.nsdl.com/>. The Company shall simultaneously forward the result to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 1st February, 2024.

Procedure for inspection of documents:

- 33) All the documents referred to in the accompanying Notice of the EoGM, Explanatory Statement and the Register of Directors & Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the EoGM upon log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

Other Information:

- 34) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent or the Company.



35) SEBI vide its Circular dated 3rd November, 2021, 14th December, 2021, 16th March, 2023 and 26th September, 2023 has mandated furnishing of PAN, KYC details and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at <https://www.ahleast.com/download-form.html>. PAN details are to be compulsorily linked to Aadhaar. Folios wherein any of the above cited documents/details are not available, on or after 1st January, 2024, shall be frozen as per the aforesaid circular. Any service requests/complaints received from a member holding physical securities will not be processed by the Registrar till the aforesaid details/documents are provided to the Registrar.

The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination.

36) SEBI vide its Circular dated 25th January, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, which is available on the Company's website at <https://www.ahleast.com/download-form.html>.

37) Pursuant to Section 72 of the Companies Act, 2013, members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

38) As per Regulation 40 of the Listing Regulations, 2015, as amended, securities of listed companies can be transferred/transmitted only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.

39) All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's RTA at the address mentioned earlier in this Notice.

Pursuant to provisions of the Listing Regulations, 2015, the Company is maintaining an E-mail Id: investorrelations@ahleast.com exclusively for quick redressal of members / investors grievances.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES IN ITEMS NO. 1 to 5

Item no. 01 & 02

The members may note that the Company had taken their approval under sections 180(1)(c) & 180(1)(a) of the Companies Act, 2013 by way of special resolution dated 10th August, 2016, not exceeding Rs. 1000 crores with respect to borrowings by the Company and sale/ lease/ mortgage/ charge/ hypothecation of Company's assets/properties respectively.

In consideration of the recent restructuring in the business of the Company after transfer of Strategic Trading Unit (STU) to Robust Hotels Limited, Chennai and post effectiveness of Scheme of Demerger in the month of September, 2022, there has been a change in the net worth of the Company.

Further, the Company has been exploring various inorganic growth opportunities available in the market, including opportunities available under the IBC 2016 and your Board is of the opinion that growth should cause debt to become sustainable in the Company, considering the hospitality industry growth and current financial position of the Company and its business plans.

Your Board is also of the opinion that observing the current market value of the hotel building, other movable/immovable assets, including leasehold land of the Company, the current proposal is viable as well as feasible after evaluating the risk and business plans of the Company and thereafter, it proposed a reduced borrowing limit of Rs. 500 crores, as set forth in Item no. 01 & 02 of this Notice.

The members may note that the hotel building and leasehold land of the Company, after taking the permission from the authority concerned of the Govt. of West Bengal, will have to be mortgaged with the lender in order to secure the debt.

The resolutions as set forth in Item no. 01 & 02 of this Notice have been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their respective meetings held on 08th January, 2024. Therefore, it is placed before the members for their approval by way of special resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item no. 03

Pursuant to Section 185 of the Companies Act, 2013 (the Act), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Act, after passing a special resolution in the general meeting.



Anticipating the requirements and debt-financing business practices followed by the lenders, it is proposed to advance loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item no. 03 of this Notice.

Your Board is of the view that your Company can sustain if it gives guarantee(s) or provides security(ies), to the lenders, during the tenure of the loan, for an amount not exceeding Rs. 300 crores, taken by its group companies, associate companies, joint venture companies or subsidiary companies for their future loans, after carefully evaluating the risks, financial positions and the business plans of the Company.

Group borrowing companies shall be using the borrowed funds for its principal business activities only. Members may note that giving such guarantees or providing securities for the group companies' loan shall continue to reduce with the principal repayments in installments and co-terminus with the repayment made in full by the group companies. In the event, such financial assistance takes place, it shall be on arm's length basis.

The resolution as set forth in Item no. 03 of this Notice has been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their respective meetings held on 08th January, 2024. Therefore, it is placed before the members for their approval by way of special resolution.

Except Mr. Arun Kumar Saraf and Mr. Umesh Saraf, Jt. Managing Directors and their respective relatives, none of the other Directors, Key Managerial Personnel, or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

Item no. 04

Regulation 23 of the Listing Regulations, 2015, provides that all the material related party transactions (Material RPT) shall require the prior approval of members of the Company notwithstanding the fact that the same are at arms' length basis and in the ordinary course of business.

Further, Regulation 23 of the Listing Regulations, 2015 also provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Item no. 04 of this Notice deals with the giving guarantee or providing security to Robust Hotels Limited, Chennai, a related party (Robust), for its future loans. Giving such guarantee or providing such security shall be subsisting during the tenure of the loan to be taken by Robust and shall continue to reduce with the principal repayments in installments and co-terminus with the repayment made in full by Robust.



Proposed aforesaid transaction is not covered under section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014. However, as the value of such transactions, in the event takes place, likely to exceed 10% of the consolidated turnover of the Company, being the threshold limit for material related party transactions under the Listing Regulations, 2015, therefore, your approval is being sought for the same.

Your Board is of the view that your Company can sustain if it gives guarantee(s) or provides security(ies), to the lenders, during the tenure of the loan, for an amount not exceeding Rs. 300 crores, taken by Robust for its future loans, after carefully evaluating the risks, financial positions and the business plans of the Company. Robust shall be using the borrowed funds for its principal business activities only.

Further, in terms of the SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, the Company has provided prescribed information for the review of the Audit Committee for approval of proposed material RPT. In compliance with the circular, members are being provided with the following information as a part of the explanatory statement:

Sr. No.	Name of the related party	Nature of relationship	Nature and material terms of contract/arrangement/transaction	Value of transaction	Period of guarantee or security
1.	Robust Hotels Limited, Chennai	Company forming part of the same group and having common control by the Promoters.	Giving guarantee(s) or providing security(ies) on such terms that may be mutually agreed keeping the members' interest in concern.	Rs. 300 crores	12 years (likely to commence the financial year ending 2023-24) during the tenure of the loan and the same shall continue to reduce with the principal repayments in installments and co-terminus with the repayment made in full.

Members may note that in the event if the Company has to give guarantee or provide security for Robust's loans, interest of the minority Members shall be taken into consideration to safeguard their interest and the Company's interest would be protected.

Your Board is also of the view that considering the financial position of Robust and the 5-star hotel business scenario in Chennai, situation may not warrant in future where your Company has to step in to bail out Robust. In the event, such financial assistance takes place, it shall be on arm's length basis and therefore the Board and the management has taken abundant precautions while proposing this Material RPT for your consideration.



The resolution as set forth in Item no. 04 of this Notice has been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their respective meetings held on 08th January, 2024. Therefore, it is placed before the members for their approval by way of special resolution. None of the related parties shall vote in the resolution.

Except Mr. Arun Kumar Saraf and Mr. Umesh Saraf, Jt. Managing Directors and their respective relatives, none of the other Directors, Key Managerial Personnel, or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

Item no. 05

The members may note that the Company had taken their approval under section 186 of the Companies Act, 2013 by way of special resolution dated 10th August, 2016, not exceeding Rs. 1000 crores with regards to the loan and investment by the Company.

In consideration of the recent restructuring in the business of the Company after transfer of Strategic Trading Unit (STU) to Robust Hotels Limited, Chennai and post effectiveness of Scheme of Demerger in the month of September, 2022, there has been a change in the net worth of the Company.

Observing various inorganic growth opportunities available in the market, including opportunities available under the IBC 2016 and after the recommendation by the Audit Committee, your Board reviewed and approved to revise the loan and investment limit to Rs. 500 crores at its meeting held on 08th January, 2024. Therefore, Item no. 05 of this Notice is placed before the members for their approval by way of special resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Registered Office:

Hyatt Regency, Kolkata
JA-1, Sector-III, Salt Lake City
Kolkata - 700 106, West Bengal, India
Tel :033-6820 1344/1346 Fax: 033-2335 8246
Website: www.ahleast.com
CIN: L15122WB2007PLC162762

By Order of the Board of Directors

Sd/-
Saumen Chatterjee
Chief Legal Officer &
Company Secretary

8th January, 2024

