

# 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

1<sup>st</sup> February, 2024

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

Madam / Sir,

**Sub: Disclosure of Voting Results of the Extraordinary General Meeting of the Company under Regulation 44(3) of the SEBI Listing Regulations, 2015.**

In accordance with Regulation 44(3) of the SEBI Listing Regulations, 2015, we hereby enclose the following in relation to the Extraordinary General Meeting (EoGM) of the Company held on Thursday, 1<sup>st</sup> February, 2024 at 11:00 a.m. through video conferencing:

- i) Details regarding the voting results of the business transacted at the EoGM of the Company;
- ii) Consolidated Scrutinizer's Report issued by Mr. Abhijit Majumdar, Practicing Company Secretary, Scrutinizer appointed to conduct the e-voting process for the EoGM (Remote e-voting and e-voting).

The above is also uploaded on the Company's website at [www.ahleast.com](http://www.ahleast.com).

This is for your information and dissemination.

Thanking you.

Yours truly,

For Asian Hotels (East) Limited

**Saumen Chatterjee**  
**Chief Legal Officer &**  
**Company Secretary**



Encl: As above

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## Details of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl. No.	Particulars	Details
1.	Date of the Extraordinary General Meeting	1 <sup>st</sup> February, 2024
2.	Total Number of shareholders on cut-off date i.e. 25 <sup>th</sup> January, 2024	11480
3.	No. of Shareholders present in the meeting either in person or through proxy or through authorised representative:	Not applicable
	Promoters and Promoter Group	
	Public	
4.	No. of Shareholders attended the meeting through video conferencing:	55
	Promoter and Promoter Group	1
	Public	54

## Agenda-wise

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

Resolution no.:			1					
Resolution required :			Ordinary					
Whether promoter or promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	11349179	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



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Public – Institutional holders	E-voting	69754	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Others	E-voting	5872763	1719677	29.28	1719535	142	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1719677</b>	<b>29.28</b>	<b>1719535</b>	<b>142</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>17291696</b>	<b>1719677</b>	<b>9.94</b>	<b>1719535</b>	<b>142</b>	<b>99.99</b>	<b>0.01</b>

Note: The above resolution has been passed with requisite majority.

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

Resolution no.:			2					
Resolution required :			Special					
Whether promoter or promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	11349179	11349179	100	11349179	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>11349179</b>	<b>100</b>	<b>11349179</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional holders	E-voting	69754	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Others	E-voting	5872763	1719878	29.29	1719187	691	99.96	0.04
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1719878</b>	<b>29.29</b>	<b>1719187</b>	<b>691</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>		<b>17291696</b>	<b>13069057</b>	<b>75.58</b>	<b>13068366</b>	<b>691</b>	<b>99.99</b>	<b>0.01</b>

Note: The above resolution has been passed with requisite majority.



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

Resolution no.:				3				
Resolution required:				Special				
Whether promoter or promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/ (1)] *100	(4)	(5)	(6) = [(4)/ (2)] *100	(7) = [(5)/ (2)] *100
Promoter and Promoter Group	E-voting	11349179	11349179	100	11349179	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>11349179</b>	<b>100</b>	<b>11349179</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional holders	E-voting	69754	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Others	E-voting	5872763	1719878	29.29	1719035	843	99.95	0.05
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1719878</b>	<b>29.29</b>	<b>1719035</b>	<b>843</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>17291696</b>	<b>13069057</b>	<b>75.58</b>	<b>13068214</b>	<b>843</b>	<b>99.99</b>	<b>0.01</b>

**Note:** The above resolution has been passed with requisite majority.



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

Resolution no.:				4				
Resolution required:				Special				
Whether promoter or promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/ (1)] *100	(4)	(5)	(6) = [(4)/ (2)] *100	(7) = [(5)/ (2)] *100
Promoter and Promoter Group	E-voting	11349179	11349179	100	11349179	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>11349179</b>	<b>100</b>	<b>11349179</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional holders	E-voting	69754	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Others	E-voting	5872763	1719878	29.29	1719035	843	99.95	0.05
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1719878</b>	<b>29.29</b>	<b>1719035</b>	<b>843</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>17291696</b>	<b>13069057</b>	<b>75.58</b>	<b>13068214</b>	<b>843</b>	<b>99.99</b>	<b>0.01</b>

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

Resolution no.:			5					
Resolution required:			Special					
Whether promoter or promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/ (1)] *100	(4)	(5)	(6) = [(4)/ (2)] *100	(7) = [(5)/ (2)] *100
Promoter and Promoter Group	E-voting	11349179	11349179	100	11349179	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>11349179</b>	<b>100</b>	<b>11349179</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional holders	E-voting	69754	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Others	E-voting	5872763	1719878	29.29	1719736	142	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1719878</b>	<b>29.29</b>	<b>1719736</b>	<b>142</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>17291696</b>	<b>13069057</b>	<b>75.58</b>	<b>13068915</b>	<b>142</b>	<b>99.99</b>	<b>0.01</b>

Note: The above resolution has been passed with requisite majority.



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## **CS ABHIJIT MAJUMDAR**

Practicing Company Secretary, Corp. Law & MSME Consultant  
(A Peer Review Certified Practice Unit)  
M.Com. (Gold Medalist), LLB,  
Cost & Management Accountant and Company Secretary



### **CONSOLIDATED SCRUTINIZER'S REPORT**

**[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]**

To

The Chairman of the Extra Ordinary General Meeting ("EGM") of the Members of **ASIAN HOTELS (EAST) LIMITED** (CIN: L15122WB2007PLC162762), held on Thursday, 1st February, 2024 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), deemed to be held at the Registered Office of the Company at Hyatt Regency Kolkata, JA-1, Salk Lake City, Kolkata – 700 106, West Bengal.

Dear Sir,

I, Abhijit Majumdar, Practicing Company Secretary, appointed by the Board of Directors of **ASIAN HOTELS (EAST) LIMITED** ("the Company") for the purpose of scrutinizing the process of voting through electronic means and remote e-voting at the Extra Ordinary General Meeting of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Circular nos. SEBI/HO/CFD/CIR/P/2020/79 dated May 12, 2020 and

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Mob: - 9874481010/9433179166

  
**Abhijit Majumdar**  
Company Secretary in Practice  
C.O.P. No.-18995

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SEBI/HO/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"), the Secretarial Standard on General Meetings and in accordance with MCA General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 02/2021 dated January 13, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14 December, 2021, 02/2022 and 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and other applicable provisions, if any, in respect of the below-mentioned resolutions proposed at the Extra Ordinary General Meeting of the Company held on Thursday, 1<sup>st</sup> February, 2024 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), deemed to be held at the Registered Office of the Company at Hyatt Regency Kolkata, JA-1, Salk Lake City, Kolkata – 700 106, West Bengal, do hereby submit my report as follows:

- (i) The Notice dated 8th January, 2024 convening the Extra Ordinary General Meeting of the Company was sent on 10-01-2024 by electronic mode to the members of the Company whose email addresses are registered with the Company/ RTA in compliance with the MCA Circulars, as well as informed to the members through newspaper advertisement and hosted on the website of the Company, in accordance with the MCA and SEBI Circulars.
- (ii) The Company provided remote e-voting facility offered by National Securities Depository Limited ("NSDL") to its shareholders ("**remote e-voting**"). At the Extra Ordinary General Meeting, the Company

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provided voting facility by electronic means to the shareholders who did not cast their vote through remote e-voting ("**e-voting**").

- (iii) The members holding shares either in physical or dematerialized form, as on the "cut - off date", i.e., Thursday, 25<sup>th</sup> January, 2024 were entitled to vote on the proposed resolutions.
- (iv) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Monday, the 29<sup>th</sup> January, 2024 (9:00 A.M.) (IST) and ended on Wednesday, the 31<sup>st</sup> January, 2024 (5:00 P.M.) (IST).
- (v) The members who participated at the meeting through VC/ OAVM exercised their voting rights through e-voting conducted at the Extra Ordinary General Meeting, as stated above.
- (vi) After conclusion of voting at the Extra Ordinary General Meeting of the Company, the votes cast during the course of the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked at **12:00** P.M. from the NSDL e-voting website <https://www.evoting.nsdl.com>, in the presence of two witnesses, Mr. Harsh Kumar Shaw and Mr. Sayan Mondal, who are not in the employment of the Company in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

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**Abhijit Majumdar**  
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- (vii) Thereafter, the details containing, inter alia, the list of members, who voted "FOR" or "AGAINST" on each of the resolutions that were put to vote, were derived from the report generated from the remote e-voting website of NSDL, i.e., <https://www.evoting.nsdl.com/>, in respect of remote e-voting and e-voting at the EGM.
- (viii) For Resolution no. 01, 82 members have cast their votes through remote e-voting and 6 members have cast their votes through e-voting during the conduct of the EGM. For Resolution nos. 02 to 05, 88 members have cast their votes through remote e-voting and 6 members have cast their votes through e-voting during the conduct of the EGM. All such votes are valid.
- (ix) My responsibility as the scrutinizer is restricted to ascertain the voting processes and to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of EGM, based on the reports generated from the e-voting system provided by NSDL. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder, the Listing Regulations, the MCA Circulars relating to voting on the resolutions contained in the notice of the EGM. Further, the management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.

I now submit my consolidated report as under on the result of the remote e-voting and e-voting conducted at the meeting.

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## SPECIAL BUSINESS

### Item No.1 as an Ordinary Resolution:

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

**"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

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**Abhijit Majumdar**  
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Cost & Management Accountant and Company Secretary



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."

Particulars	Number of votes (shares) cast through remote e-voting (1)	Number of votes (shares) cast through e-voting at the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	72	6	78	99.99
(2) Voted against the resolution	10	-	10	0.01
<b>Total</b>	<b>82</b>	<b>6</b>	<b>88</b>	<b>100.00</b>

## Item No.2 as an Special Resolution:

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

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**Abhijit Majumdar**  
Company Secretary in Practice  
C.O.P. No.-18995

## **CS ABHIJIT MAJUMDAR**

Practicing Company Secretary, Corp. Law & MSME Consultant

(A Peer Review Certified Practice Unit)

M.Com. (Gold Medalist), LLB,

Cost & Management Accountant and Company Secretary




**"RESOLVED THAT** in supersession of the earlier resolution passed by the members in the 9<sup>th</sup> Annual General Meeting of the Company held on 10<sup>th</sup> 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 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

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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."

Particulars	Number of votes (shares) cast through remote e-voting (1)	Number of votes (shares) cast through e-voting at the meeting (2)	Total (1)+(2)=(3)	% of the total number of valid votes cast
(1) Voted in favour of the resolution	78	6	84	99.99
(2)Voted against the resolution	10	-	10	0.01

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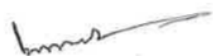
<b>Total</b>	<b>88</b>	<b>6</b>	<b>94</b>	<b>100.00</b>
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## Item No.3 as an Special Resolution:

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

**"RESOLVED THAT** in supersession of the earlier resolution passed by the members in the 9<sup>th</sup> Annual General Meeting of the Company held on 10<sup>th</sup> 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)."

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**"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."

Particulars	Number of votes (shares) cast through remote e-voting (1)	Number of votes (shares) cast through e-voting at the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	76	6	82	99.99

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(2)Voted against the resolution	12	-	12	0.01
<b>Total</b>	<b>88</b>	<b>6</b>	<b>94</b>	<b>100.00</b>

### Item No.4 as a Special Resolution:

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


**"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."

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**"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."

<b>Particulars</b>	<b>Number of votes (shares) cast through remote e-voting (1)</b>	<b>Number of votes (shares) cast through e-voting at the meeting (2)</b>	<b>Total (1)+(2)=(3)</b>	<b>% of total number of valid votes cast</b>
(1) Voted in favour of the resolution	76	6	82	99.99
(2) Voted against the resolution	12	-	12	0.01
<b>Total</b>	<b>88</b>	<b>6</b>	<b>94</b>	<b>100.00</b>

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### **Item No.5 as a Special Resolution:**

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

**"RESOLVED THAT** in supersession of the earlier resolution passed by the members in the 9<sup>th</sup> Annual General Meeting of the Company held on 10<sup>th</sup> 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."

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**"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."

Particulars	Number of votes (shares) cast through remote voting (1)	Number of votes (shares) cast through e-voting at the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	78	6	84	99.99
(2) Voted against the resolution	10	-	10	0.01
<b>Total</b>	<b>88</b>	<b>6</b>	<b>94</b>	<b>100.00</b>

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Based on the aforesaid results, the resolution numbers 1 to 5 as contained in the Notice have been passed with requisite majority.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Chairman or the Company Secretary of the Company for preserving safely after the Minutes of the meeting are signed.

Thanking You,

Yours Faithfully,

**Abhijit Majumdar**  
Company Secretary in Practice  
C.O.P. No. 18995

Abhijit Majumdar  
Practicing Company Secretary  
Membership No.: 9804  
COP No.: 18995

Date: 01.02.2024  
Place: Kolkata

UDIN: **A009804E003350405**

Peer Review Certificate No. 1341/2021