

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 9TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ASIAN HOTELS (EAST) LIMITED WILL BE HELD ON WEDNESDAY, 10TH AUGUST, 2016 AT 11.00 A.M. AT REGENCY BALL ROOM, HYATT REGENCY KOLKATA, JA-1, SECTOR-III, SALT LAKE CITY, KOLKATA- 700 098, WEST BENGAL, TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

01. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors of the Company thereon.
02. To declare a dividend on equity shares of the Company.
03. To appoint a Director in place of Mr. Radhe Shyam Saraf (DIN:00017962), who retires by rotation and being eligible, offers himself for re-appointment.
04. To ratify the appointment of auditors and fix its remuneration and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of statutory auditors of the Company, M/s. S. S. Kothari Mehta & Co., Chartered Accountants (Registration No. 000756N) be and is hereby ratified by the members of the Company for the financial year 2016-17 at such remuneration as may be determined by the Board of Directors of the Company (the Board) based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board to contribute from time to time to bonafide charitable and other funds such amount or amounts in any financial year in one or more tranches not exceeding Rs. 2,00,00,000/- (Rupees two crores only) or the limits set out in Section 181 of the Companies Act, 2013, whichever is higher."

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

"RESOLVED THAT in accordance with the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, 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 anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans, issue of debentures, commercial papers, long/short term loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies 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 and properties whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1000 crores (Rupees one thousand crores only) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

07. 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board to sell, mortgage and/or charge, in addition to the mortgages/hypothecation/charges 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 all or any of the movable and/or immovable properties of the Company, and/or the interest held by the Company in all or any of the movable and/or immovable properties, both present and future and/or the whole or any part of the undertaking(s) of the Company, together with the power to take over the management of business and concern of the Company in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case

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of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other moneys payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other agreement/document, entered into/to be entered into between the Company and the lender(s)/investor(s)/agent(s) and/or trustee(s), in respect of the said loans, borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s), agent(s) and/or trustee(s)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

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

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary, the consent of members of the Company be and is hereby accorded to the Board to make investments and acquire by way of subscription, purchase or otherwise, securities of any other body corporate up to an aggregate amount not exceeding Rs.1000 crore (Rupees one thousand crores only) notwithstanding that the aggregate amount of investments so far made together with the investments to be made, exceeds the prescribed limit under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction."

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

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the members of the Company be and is hereby accorded to the Board to charge from a member in advance a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode (if any) request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

Hyatt Regency Kolkata
JA-1, Sector-III, Salt Lake City
Kolkata - 700 098, West Bengal, India
Tel : 033-2517 1009/1012
Fax : 033-2335 8246
Website: www.ahleast.com
CIN: L15122WB2007PLC162762

By Order of the Board

Saumen Chattopadhyay
Chief Legal Officer &
Company Secretary

24th May, 2016

Notes:

- (01) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to special business to be transacted at the Meeting is annexed hereto.

- (02) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days (3) of notice in writing is given to the Company.

- (03) Members/proxies should bring the enclosed Attendance Slip duly filled in and signed in terms of specimen signature lodged with the Company along with their copies of Annual Report for attending the Meeting. Members attending the AGM are requested to bring with them DP & Client ID Numbers, Folio Numbers for dematerialized holdings and physical holdings respectively. The Company would accept only the Attendance Slip from a member actually attending the Meeting or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours before the commencement of the Meeting. Attendance Slips of members/valid proxies not personally present at the Meeting or relating to Proxies which are invalid will not be accepted from any other member/person.

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- (04) Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
- (05) In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
- (06) The Register of Members and the Share Transfer Books of the Company will remain closed from 4th August, 2016 to 10th August, 2016 (both days inclusive).
- (07) Dividend on equity shares, when approved at the Meeting, will be paid/credited/dispatched within a period of 30 days from the date of declaration to those members.
- (a) whose names appear as beneficial owners as at the end of business hours on 3rd August, 2016 in the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (b) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 3rd August, 2016.
- (08) Members holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, M/s. Karvy Computershare Pvt. Ltd, "Karvy Selenium Tower B", Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 (Karvy) 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.
- (09) All NRI members of the Company are hereby requested to get their Indian Postal addresses, e-mail ids and bank details with their NRI/NRE account nos. registered with their respective DPs/Karvy/the Company, so as to facilitate to provide smooth, faster, cost effective and proper service to them by the Company.
- (10) The SEBI has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the member's bank account through NECS/ECS/NEFT/RTGS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's record.
- In view of the above, all the members of the Company having their holding in Demat form are requested to get their latest postal addresses, e-mail ids and bank details, such as name of the bank, its address, A/c No, IFS Code and MICR No. etc., recorded with the respective DPs, so as to facilitate a smooth remittance of dividend by way of NECS/ECS/NEFT/RTGS by the Company. Request is also made to the members having their shares in physical mode to get their latest postal addresses, e-mail ids and above cited bank account details recorded with Karvy/the Company by way of written request letter duly signed.
- (11) 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 Company at its registered office address or to Karvy.
- (12) Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form can be obtained from Karvy. Members desiring to avail this facility may send their Nomination Form duly filled in, to the Company at its registered office address or to Karvy by quoting their respective folio numbers.
- (13) Members are requested to send all communications relating to shares and unclaimed dividends either to the Company at its registered office address or to Karvy.
- (14) Members are requested to note that dividend not encashed/claimed within 7 years from the date of declaration will be transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government. Therefore, members are requested to encash their dividend warrants on its receipt.
- (15) Members are requested not to carry any briefcase, carry bag, shopping bag and the like to the venue since these will not be allowed inside for security reasons. The Meeting is for members or their proxies only. Please avoid being accompanied by non-member/children.
- (16) The Company is also in receipt of complaints from various members from time to time regarding non-receipt of Annual Report. Under Regulation 34 of the Listing Regulations, the Company shall submit the annual report to the stock exchange within 21 days of it being approved and adopted in the AGM as per the provisions of the Companies Act, 2013. Hence, members may download the copy of full Annual Report of the Company from the website of BSE & NSE for their immediate reference and perusal.
- Further, the Company is also maintaining a functional website in compliance with Regulation 46 of the Listing Regulations. Annual Report and other documents are available on the website of the Company www.ahleast.com for inspection/download.
- (17) It is also noticed that many members holding shares in physical mode are holding insignificant shares under multiple folios. In order to provide cost effective, faster and prompt service, all members concerned are requested to get their shareholding consolidated in one folio only.
- (18) All documents, if any, referred to in the Notice including audited financial statements of the subsidiary companies will be available for inspection at the Company's registered office during normal business hours on week days (Monday to Friday) excluding intervening public holidays between 11.00 a.m. to 1.00 p.m.
- (19) Disclosure pursuant to Regulation 26(4) of the Listing Regulations with respect to the Directors seeking re-appointment at the forthcoming AGM forms integral part of the notice.

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- (20) Electronic copy of the Notice of the 9th AGM of the Company *interalia* the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/Depository Participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice *interalia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (21) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- (22) The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- (23) Pursuant to Sections 101 and 136 of the Companies Act, 2013 and Regulation 36 of Listing Regulations, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository Participant. In view of the same the members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- (24) Voting through electronic means:
- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - The Company has engaged the services of Karvy as the Agency to provide remote e-voting facility.
 - The Board has appointed Mr. Debendra Raut, (CP No. 5232), Practicing Company Secretary as Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner.
 - Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 3rd August, 2016.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 3rd August, 2016 only shall be entitled to avail the facility of remote e-voting/polling.
 - Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 3rd August, 2016, may obtain the User ID and password in the manner as mentioned below:
 - If the mobile number of the member is registered against Folio No. / DP ID & Client ID, the member may send SMS:MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID & Client ID to 9212993399
Example for NSDL:
MYEPWD<SPACE>IN12345612345678
Example for CDSL:
MYEPWD<SPACE>1402345612345678
Example for Physical:
MYEPWD<SPACE>XXXX1234567890
 - If e-mail address or mobile number of the member is registered against Folio No./DP ID & Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID & Client ID and PAN to generate a password.
 - Member may call Karvy's toll free number 1-800-3454-001.
 - Member may send an e-mail request to evoting@karvy.com.
 - If the member is already registered with Karvy e-voting platform then he/she can use his/her existing User ID and password for casting the vote through remote e-voting.
 - The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: From 9.00 a.m. on Sunday, 7th August, 2016.
End of remote e-voting : Up to 5.00 p.m. on Tuesday, 9th August, 2016.

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The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

- x) The Scrutinizer, after scrutinising the votes cast at the meeting (Polling) and through remote e-voting, will not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ahleast.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- xi) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. 10th August, 2016.
- xii) Instructions and other information for voting through electronic means:
 - 1. A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company/ Depository Participant(s)]:
 - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number+ Folio No. or DP ID & Client ID will be your User ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - (c) After entering these details appropriately, click on "LOGIN".
 - (d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the E-Voting Event Number for Asian Hotels (East) Limited.
 - (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 3rd August, 2016 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - (l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: csdraut@gmail.com. They may also upload the same in the remote e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 - B. In case a member receives physical copy of the Notice by post [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)]:
 - a) User ID and initial password - These will be sent separately.
 - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
 - 2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 - 3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

25. A Road Map along with prominent landmark for easy location to reach the venue of AGM is annexed to this notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 05

Under Section 181 of the Companies Act, 2013, the Board is authorized to make contribution to any charitable and other funds provided prior permission of the members is required for such contributions during a financial year exceeding 5% (five) of the company's average net profits during the 3 (three) immediately preceding financial years.

The members of the Company at the 3rd Annual General Meeting held on 29th September, 2010 had passed a resolution under Section 293(1)(e) of the erstwhile Companies Act, 1956 authorising the Board for making donations up to an amount not exceeding Rs. 2,00,00,000/- (Rupees two crores only) per annum.

In view of the enforcement of new Companies Act, 2013, the approval of the members of the Company is sought pursuant to the Section 181 of the Companies Act, 2013 for authorizing the Board to make contributions from time to time in one or more tranches to bona fide charitable and other funds, in a financial year upto an amount not exceeding Rs. 2,00,00,000/- (Rupees two crores only) per annum notwithstanding the said amount exceeds the limit set out in Section 181 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in item No. 5 of the Notice for approval of the members.

Item No. 06

In view of the potential growth in business of the Company, anticipating the need of additional funds and to meet the certain exigencies of funds in the future, the Company may be required to borrow funds from various entities from time to time for meeting operational and/or short/long term fund requirements (whether by way of advances/loans, issue of debentures/bonds and/or other instruments or otherwise), and the aggregate of such outstanding borrowings, apart from the temporary loans, if any, borrowed from bankers of the Company in the ordinary course of business, may exceed the aggregate of the paid-up share capital and free reserves of the Company for the time being or exceed the limit of Rs. 1000 crores. The Board accordingly recommends to fix limit to the extent of Rs. 1000 crores (Rupees one thousand crores only) under Section 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the special resolution set out at Item No. 6 of the Notice for approval of the members.

Item No. 07

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the members of the Company is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required and as proposed in the earlier item, through various sources for business purposes, the Company might be required to create charges over its assets and properties by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders up to the limits approved under Section 180(1)(c) of the Companies Act, 2013, for the purposes of securing the loan/credit facilities extended by them to the Company.

Further, upon occurrence of default under the relevant loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets/properties including the rights of sale/disposal thereof, creation of charges as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board is required to consider and approve the proposal in light of approval under section 180(1)(c) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the special resolution set forth in item no. 7 of the Notice for approval of the members.

Item No. 08

The Company being a hotel company is considered to have been engaged in the business of providing infrastructural facilities. Accordingly the loans made, guarantees given or security provided by it are exempt from the provisions of Section 186 of the Companies Act, 2013. However, as per Section 186 of the Companies Act, 2013 read with the Rules framed thereunder, the Company is required to obtain the prior approval of the members by way of a special resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 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.

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The Company has growth plans by undertaking various business activities through managed properties/subsidiaries which will need to make strategic investment from time to time in future. Moreover, with the increasing business operations, strategies and future growth plans, it may become expedient for the Company to acquire securities of other body corporate(s) and other person(s) over a period of time in future. In view of the above, it is proposed to obtain the approval of members of the Company as proposed in the resolution.

Based on its financial results as on 31st March 2016, 60% of the paid-up share capital plus free reserves including securities premium is approximately Rs. 511.71 crore (Rupees five hundred eleven crores and seventy one lacs only) and 100% of free reserves including securities premium is approximately Rs. 841.40 crore (Rupees eight hundred forty one crores and forty lacs only). As such, any investments in securities in excess of Rs. 841.40 crore (Rupees eight hundred forty one crores and forty lacs only) would require approval by way of a special resolution of the members in general meeting.

As on 31st March, 2016, the Company had investment in securities of other companies amounting to approximately Rs. 114.04 crore (Rupees one hundred fourteen crores and four lacs only).

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the special resolution set forth in item no. 8 of the notice for approval of the members.

Item No. 09

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, Section 20(2) of the Companies Act, 2013 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors at its meeting held on 24th May, 2016 proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request had been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No. 9 of the Notice for approval of the members.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (LISTING REGULATIONS):

Mr. Radhe Shyam Saraf (DIN: 00017962) aged about 86 years is an industrialist having rich business experience in hotel sector. He is the founding promoter of Asian Hotels (East) Limited. He is a name to be reckoned within the hotel industry in India. He was the founding Chairman of former Asian Hotels Limited and is also the Chairman of Saraf Hotel Enterprises.

Mr. Radhe Shyam Saraf is on the Board of the following other companies:

- 1) Juniper Hotels Private Limited
- 2) Forex Finance Private Limited
- 3) Unison Hotels Private Limited

Mr. Radhe Shyam Saraf, holds 5,71,930 equity shares of the Company. He does not hold Chairmanship/Membership of any Board committee of other companies.

Other than Mr. Radhe Shyam Saraf, Mr. Arun K Saraf and Mr. Umesh Saraf, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this item.

Registered Office:

Hyatt Regency Kolkata
JA-1, Sector-III, Salt Lake City
Kolkata - 700 098, West Bengal, India
Tel : 033-2517 1009/1012
Fax : 033-2335 8246
Website: www.ahleast.com
CIN: L15122WB2007PLC162762

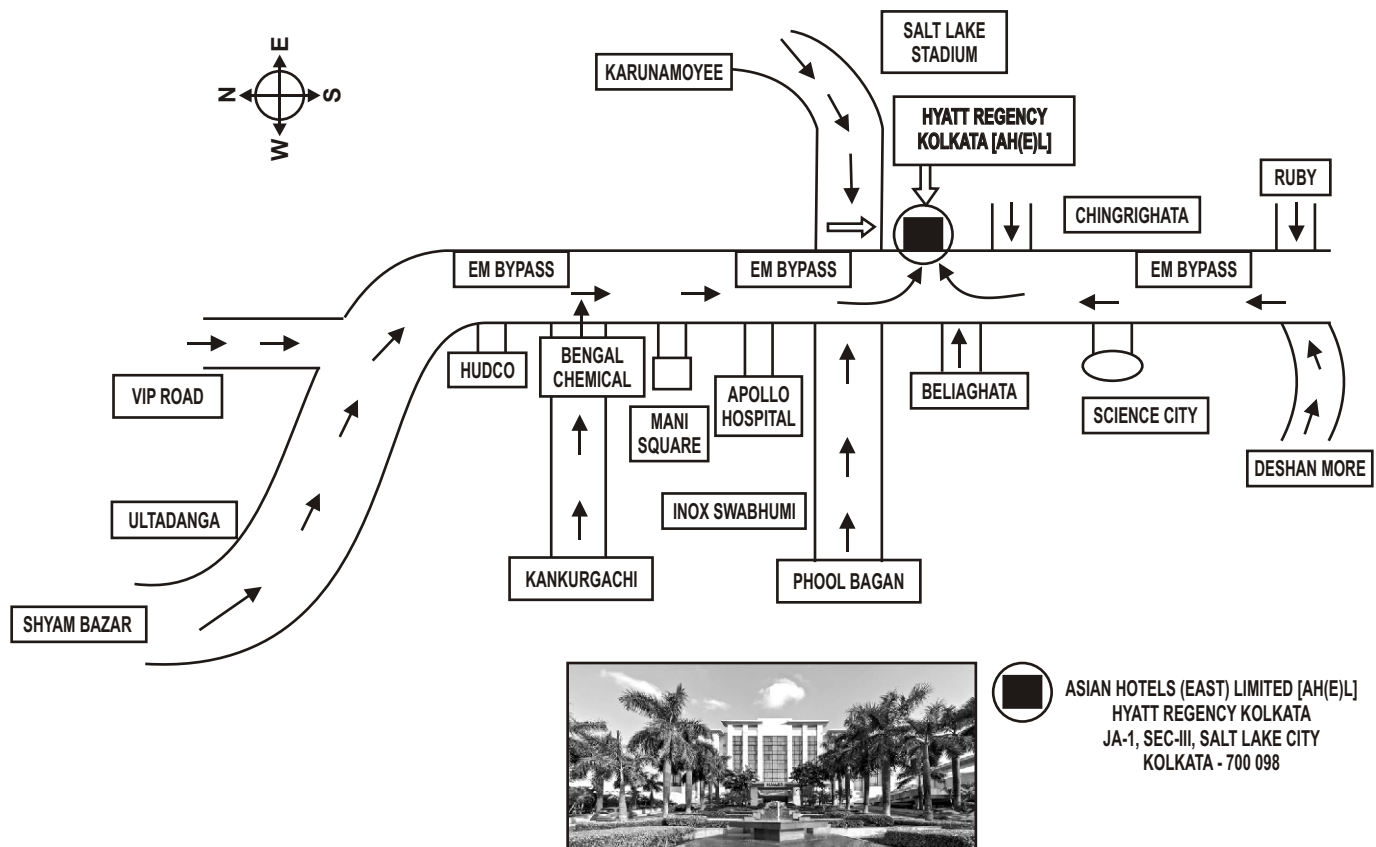
24th May, 2016

By Order of the Board

Saumen Chattopadhyay
Chief Legal Officer &
Company Secretary

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Road map of the venue of 9th AGM of Asian Hotels (East) Limited [AH(E)L] at Hyatt Regency Kolkata



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