

ASIAN HOTELS (EAST) LIMITED

Hyatt Regency Kolkata, JA-1, Sector-3, Salt Lake City, Kolkata 700 098

NOTICE OF POSTAL BALLOT

Dear Shareholder(s)

Notice is hereby given to you to consider, and, if thought fit, approve the proposed Scheme of Amalgamation of Forex Finance Private Limited with Asian Hotels (East) Limited. Clause 5.16 of Securities and Exchange Board of India (SEBI) Circular No.CIT/CFD/DIL/5/2013 dated 4th February, 2013 as replaced by SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 ("SEBI Circular") requires the Scheme to be put for voting by public shareholders through postal ballot and provides that *"the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it."* This notice is given accordingly in terms of such SEBI Circular and pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 for consideration of the following resolution by postal ballot :-

To consider, and, if thought fit, to pass the following resolution in terms of Clause 5.16 of the SEBI Circular:

"Resolved that the Scheme of Amalgamation of Forex Finance Private Limited with Asian Hotels (East) Limited presented in Company Application No.55 of 2014 filed by the said Companies before the Hon'ble High Court at Calcutta be and is hereby approved."

Approval to the said Scheme by this postal ballot is sought in addition to approval to the said Scheme by shareholders of Asian Hotels (East) Limited at their physical meeting to be held on 8th April 2014 in terms of an order dated 10th day of February, 2014 as modified by an order dated 3rd day of March 2014 of the Hon'ble High Court at Calcutta in Company Application No.55 of 2014 ("Court Convened Meeting"). The notice of the Court Convened Meeting with the documents accompanying the same, being copy of the said Scheme; statement under Section 393 read with Section 173 of the Companies Act, 1956; observation letters of stock exchanges; complaints' report; and proxy form are attached herewith. The said statement under Section 393 sets out all material facts relating to the proposal for approval of the said Scheme. The same is annexed hereto as aforesaid and may also be treated as the explanatory statement to this notice of postal ballot under Section 102 of the Companies Act, 2013.

It is clarified that votes may be cast by shareholders both by postal ballot and also at the Court Convened Meeting and casting of votes by postal ballot does not disentitle them from casting their votes at the Court Convened Meeting and vice-versa. They may also choose to vote once only at their option. It is further clarified that while votes may be cast personally or by proxy at the Court Convened Meeting as provided in the notice of Court Convened Meeting, exercise of votes through postal ballot is not permitted through a proxy.

The form for postal ballot along with instructions for voting are also enclosed herewith ("Postal Ballot Form"). The instructions for e-voting are also included therein. Asian Hotels (East) Limited has appointed Mr. Debendra Raut, a Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read the instructions carefully and return the Postal Ballot Form duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 12th April, 2014. Postal ballots received after this date will be treated as invalid. Alternatively, you may cast your votes by responding electronically (e-voting) in the manner described in the said instructions so as to be received by 12th April, 2014. Responses received after this date will be treated as invalid.

The Scrutinizer will submit his report on completion of scrutiny and the results of Postal Ballot shall be announced at the registered office of the Company on Thursday, the 17th day of April, 2014.

By Order of the Board
For Asian Hotels (East) Limited

Saumen Chattopadhyay
Chief Legal Officer &
Company Secretary

Place: Kolkata

Date: The 12th day of March, 2014

ASIAN HOTELS (EAST) LIMITED

Hyatt Regency Kolkata, JA-1, Sector-3, Salt Lake City, Kolkata 700 098

POSTAL BALLOT FORM

Ballot Paper No. :

1. Name and Registered Address of the sole / first named shareholder : NAME
ADD1
ADD2
ADD3
ADD4
PIN : PINCODE

2. Name(s) of the Joint Holder(s) if any : JT1
JT2

3. Registered Folio No. / DP ID No.*/ Client ID No.* : DPID / FOLIO/CLID
[*Applicable to Shareholders holding shares in dematerialised form]

4. Number of Share(s) held : SHARES

I/We hereby exercise my/our vote in respect of the under noted resolution to be passed through Postal Ballot / e-voting, by sending my/our assent or dissent to the said resolution by placing tick (P) mark in the appropriate box below:

Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
"Resolved that the Scheme of Amalgamation of Forex Finance Private Limited with Asian Hotels (East) Limited presented in Company Application No.55 of 2014 filed by the said Companies before the Hon'ble High Court at Calcutta be and is hereby approved."			

Place :
Date :

Signature of the Shareholder
or
Authorised Representative

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Notes : (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
(ii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

Instructions for voting physically by Postal Ballot Form :

1. A Shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Debendra Raut, Practicing Company Secretary in the enclosed self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified copy of Power of Attorney/ Resolution of Board of Directors. If the same is /are already registered with the Company, please quote the registration number.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (P) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Saturday, 12th April 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Shareholder has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.7 above.
9. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Shareholder(s).
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form excepting giving their assent or dissent and putting their signature.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

Instructions for Electronic Voting (e-voting) :

The Company is pleased to offer e-voting facility as an alternate for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The procedures and instructions for the same are as follows:

1. User-Id and Password is required for e-voting:
 - i. In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is printed on the Postal Ballot Form sent to them by post along with the Notice of Postal Ballot, Notice of Court Convened Meeting and other documents accompanying the same.
 - ii. In case of shareholders who have registered their e-mail addresses, their User-Id and Password is specified in the email sent to them by NSDL and not on the Postal Ballot Form. The Postal Ballot Form is however also sent to them by post along with the Notices and other documents as aforesaid if they opt to vote physically by Postal Ballot Form instead of e-voting.
2. Open internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
3. Click on "Shareholder-login".
4. Mention the user id and password noted in step1 above. Click login.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" (E-Voting Event Number) of Asian Hotels (East) Limited.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Kindly note that vote once cast cannot be modified.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: to evoting@nsdl.co.in and csdraut@gmail.com
13. The e-voting period commences on and from Friday, 14th March 2014 at 9.00 A.M. and ends on Saturday, 12th April 2014 at 5.00P.M. The e-voting module will be disabled by NSDL for voting thereafter.
14. In case of any queries, you may refer to the frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
15. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

NOTES

1. Shareholders have option to vote either through Postal Ballot Form or through e-voting. If a shareholder has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through physical ballot shall be considered and vote cast through e-voting shall be treated as invalid.
2. The notice of Postal Ballot is being dispatched/mailed to the shareholders whose names appear on the Register of Members as on 7th March 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. The result of the Postal Ballot will be communicated to the stock exchanges, published in the newspaper(s) and hosted on the website of the Company www.ahleat.com.