

Scrutinizer's Report

To,

The Chairman

Asian Hotels (North) Limited

Bhikalji Cama Place M. G. Marg

New Delhi - 110066

Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated February 12, 2019 through Postal Ballot Process.

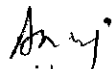
Dear Sir,

I, Dr. S. Chandrasekaran, Senior Partner of M/s Chandrasekaran Associates, Company Secretaries, was appointed as a Scrutinizer by the Board of Directors of Asian Hotels (North) Limited for scrutinizing Postal Ballot voting including e-voting in respect of the resolutions contained in the Notice dated February 12, 2019 ("Notice") through Postal Ballot Process.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot voting including e-voting. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Karvy Fintech Pvt. Ltd ("Karvy"), the agency engaged by the Company to provide e-voting facilities and scrutiny of the physical postal ballots received till the time fixed for closing of the voting process i.e. upto 5:00 P.M. on Tuesday, March 26, 2019.

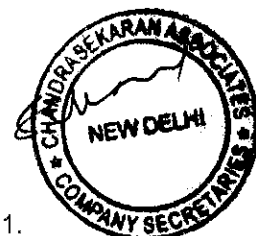
I submit my report as under:

- I. After the time fixed for closing of the e-voting, i.e. 5:00 P.M. on March 26, 2019, a final electronic report was generated by me by accessing the data available to me from the website (evoting@karvy.com) of Karvy Fintech Pvt. Ltd. The data regarding the e-voting was diligently scrutinized.
- II. The votes were unblocked on Tuesday, March 26, 2019 around 5:31 P.M. in the presence of two witnesses, Mr. Anuj Kumar R/o, C-218, GF, Pandav Nagar, Delhi-110092 and Mr. Honey Gupta R/o R-535, First Floor, New Rajendra Nagar, New Delhi-110060 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Mr. Anuj kumar


Mr. Honey Gupta

- III. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. upto 5:00 P.M. on March 26, 2019 through self-addressed pre-paid Business Reply Envelopes or otherwise, were diligently scrutinized and reconciled with the records maintained by the Company through Karvy Fintech Pvt. Ltd, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.





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IV. The result of the scrutiny of the above postal ballot voting including e-voting in respect of the resolutions contained in the Notice is as under:

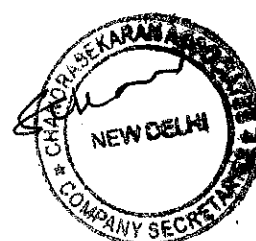
1. Continuation of Dr. Lalit Bhasin (DIN: 00001607) as independent non-executive director pursuant to Regulation 17(1A) of the Listing Regulations proposed as a Special Resolution

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein-after referred to as 'the Listing Regulations'), as introduced by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (herein-after referred to as 'the Amendment Regulations') and takes effect from 1st April, 2019, and other applicable provisions, if any, of the Listing Regulations and the Companies Act, 2013, as amended or restated, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Dr. Lalit Bhasin (DIN: 00001607) with effect from 1st April, 2019 till the completion of his existing term as Independent Non-executive Director, which concludes on 29th September, 2019 or the conclusion of 38th Annual General Meeting of the Company (due to be held in the year 2019), whichever is earlier, notwithstanding the fact that he has already attained the age of 75 years prior to the introduction of the Amendment Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution, as the Board of Directors may deem fit and appropriate to give effect to the above."

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	23	1,41,01,041	178	7,613	201	1,41,08,654
Less:	Total No of Members & Invalid/Rejected Votes	0	0	7	526	7	526
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8*	533	8*	533
	No of Valid Votes Cast	23	1,41,01,041	164*	6,554	187*	1,41,07,595

*One Member who holds 10 shares partially exercised his voting right for 2 shares only and not exercised his voting right for 8 shares.



SUMMARY OF VALID VOTES CAST

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	
Favour	21	1,41,01,030	143	5,828	164	1,41,06,858	99.99
Against	2	11	21	726	23	737	0.01
Total	23	1,41,01,041	164	6,554	187	1,41,07,595	100.00



2. Re-appointment of Dr. Lalit Bhasin (DIN: 00001607) for second term of five years as an independent non-executive director proposed as a Special Resolution

"RESOLVED THAT Dr. Lalit Bhasin (DIN: 00001607), who was appointed as an Independent Non-executive Director of the Company for a term of five consecutive years with effect from 30th September, 2014 to 29th September, 2019 or the conclusion of the 38th Annual General Meeting of the Company (due to be held in the year 2019), whichever is earlier, and for whose continuation as such director with effect from 1st April, 2019 till the completion of existing term, as aforesaid, has been sought pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein-after referred to as 'the Listing Regulations') as introduced by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (herein-after referred to as 'the Amendment Regulations'), and who, after completion of his existing term, is eligible for being re-appointed as an Independent Non-executive Director, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 (the Act) from a member proposing his candidature for the said office, be and is hereby re-appointed as an Independent Non-executive Director of the Company pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and rules made there-under, read with Schedule IV to the Act, and other applicable provisions of the Listing Regulations, as amended or re-stated from time to time, to hold office for a term of five consecutive years commencing immediately after the completion of his existing term, as aforesaid, notwithstanding the fact that he has already attained the age of 75 years prior to the introduction of the Amendment Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution, as the Board of Directors may deem fit and appropriate to give effect to the above."

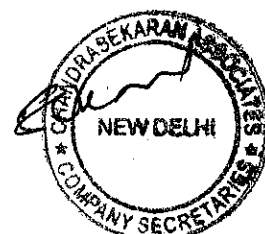
	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
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Less:	Total No of Members & Invalid/Rejected Votes	0	0	7	526	7	526
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8*	533	8*	533
	No of Valid Votes Cast	23	1,41,01,041	164*	6,554	187*	1,41,07,595

*One Member who holds 10 shares partially exercised his voting right for 2 shares only and not exercised his voting right for 8 shares.



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Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
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Favour	21	1,41,01,030	143	5,828	164	1,41,06,858	99.99
Against	2	11	21	726	23	737	0.01
Total	23	1,41,01,041	164	6,554	187	1,41,07,595	100.00



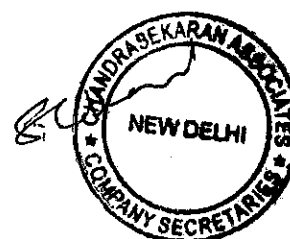
3. Re-appointment of Mr. Dinesh Chandra Kothari (DIN: 00195609) for second term of five years as an independent non-executive director proposed as a Special Resolution

"RESOLVED THAT Mr. Dinesh Chandra Kothari (DIN: 00195609), who was appointed as an Independent Non-executive Director of the Company for a term of five consecutive years with effect from 30th September, 2014 to 29th September, 2019 or the conclusion of the 38th Annual General Meeting of the Company (due to be held in the year 2019), whichever is earlier, and who is eligible for being re-appointed as an Independent Non-executive Director, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 (the Act) from a member proposing his candidature for the said office, be and is hereby re-appointed as an Independent Non-executive Director of the Company pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and rules made there-under, read with Schedule IV to the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or re-stated from time to time, to hold office for a term of five consecutive years commencing immediately after the completion of his existing term, as aforesaid.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution, as the Board of Directors may deem fit and appropriate to give effect to the above."

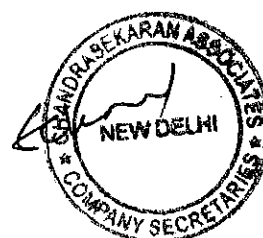
	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	23	1,41,01,041	178	7,613	201	1,41,08,654
Less:	Total No of Members & Invalid/Rejected Votes	0	0	7	526	7	526
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	6*	479	6*	479
	No of Valid Votes Cast	23	1,41,01,041	166*	6,608	189*	1,41,07,649

*One Member who holds 10 shares partially exercised his voting right for 3 shares only and not exercised his voting right for 7 shares.



SUMMARY OF VALID VOTES CAST

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	
Favour	21	1,41,01,030	147	6,409	168	1,41,07,439	100.00
Against	2	11	19	199	21	210	0.00
Total	23	1,41,01,041	166	6,608	189	1,41,07,649	100.00



4. Appointment of Mr. Dipendra Bharat Goenka (DIN:01969285) as director liable to retire by rotation proposed as an Ordinary Resolution

"RESOLVED THAT Mr. Dipendra Bharat Goenka (DIN:01969285), who was appointed as an additional director of the Company and whose term expires under Section 161(1) of the Companies Act, 2013 (the Act) at the forthcoming Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation."

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	23	1,41,01,041	178	7,613	201	1,41,08,654
Less:	Total No of Members & Invalid/Rejected Votes	0	0	7	526	7	526
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8*	532	8*	532
	No of Valid Votes Cast	23	1,41,01,041	164*	6,555	187*	1,41,07,596

*One Member who holds 10 shares partially exercised his voting right for 3 shares only and not exercised his voting right for 7 shares.

SUMMARY OF VALID VOTES CAST

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	
Favour	22	1,41,01,031	148	6,361	170	1,41,07,392	100.00
Against	1	10	16	194	17	204	0.00
Total	23	1,41,01,041	164	6,555	187	1,41,07,596	100.00



- V. This report is based on register of voting, comprising details of votes cast through e-voting and physical postal ballots respectively.
- VI. The electronic data along with the physical postal ballots received and all other relevant records relating to the Postal Ballot Process initiated through the Notice is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Thanking You,
Yours faithfully,

Chandrasekaran Associates
Company Secretary

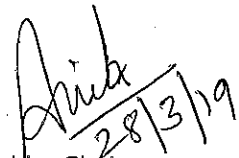
Dr. S Chandrasekaran
Senior Partner
Membership No.: F1644
CP No.: 715



Place: Delhi

Date: 28/03/2019

For Asian Hotels (North) Limited


28/3/19
Countersigned by Chairman or any
Other person authorised by the Board of
Directors of the Company