

Scrutinizer's Report on remote e-voting and e-voting at the Annual General Meeting

The Chairman

37th Annual General Meeting of the Equity Shareholders of
Asian Hotels (North) Limited

Date of Meeting: July 31, 2018

Day of Meeting: Tuesday

Time of Meeting: At 11:30 a.m.

Venue of the Meeting: Regency Ball Room, Hyatt Regency Delhi, Bhikaiji Cama Place, M. G. Marg, New Delhi - 110066

Dear Sir, *

I, Dr. S. Chandrasekaran, Senior Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of M/s. Asian Hotels (North) Limited ("Company") for remote e-voting and e-voting (hereinafter referred to as the Insta Poll) at the 37th Annual General Meeting ("the Meeting") in respect of the below mentioned resolutions considered at the Meeting of the Equity shareholders of the Company as per notice dated May 28, 2018.

The Notice dated May 28, 2018 convening the Meeting was sent to the shareholders on June 29, 2018 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on July 31, 2018.

The Company has availed the electronic voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the shareholders as well as Insta Poll at the annual general meeting of the Company.

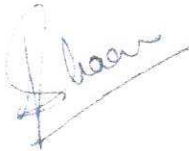
The remote e-voting period commenced on Saturday, July 28, 2018 at 9:00 am and concluded on Monday, July 30, 2018 at 5:00 pm.

Further, the Chairman announced the poll through the Insta Poll at the Meeting for the Shareholders who attended the meeting but have not cast their vote through remote e-voting.

The shareholders holding shares as at the close of business hours on Tuesday, July 24, 2018 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the remote e-voting and Insta Poll at the Meeting.



Subsequently, the remote e-voting module was unblocked on July 31, 2018 around 12:22 P.M in the presence of two witnesses, Ishaan Sharma R/o, B-10, Tagore Market, Kirti Nagar, New Delhi-110015 and Shivani Gupta R/o K-64 Laxmi Nagar, New Delhi-110092 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ishaan Sharma



Shivani Gupta

The votes cast through remote e-voting and Insta Poll, which were incomplete and/ or otherwise found defective, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made there-under relating to remote e-voting and Insta Poll on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for remote e-voting and Insta Poll is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

Based on the data downloaded from official website of Karvy for the remote e-voting process and further based on the votes cast through Insta Poll, we now submit our consolidated report thereon.



1. The result of the voting is as under:

Resolution No. 1: Adoption of the Audited Stand-alone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 (Ordinary Resolution)

"RESOLVED THAT the audited Stand-alone Financial Statements of the Company for the financial year ended 31st March, 2018, including the Balance Sheet as at 31st March, 2018, and the Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended as on that date, and the accompanying Notes thereto along with the Auditors' Report and Directors' Report thereon, be and are hereby received, approved and adopted.

RESOLVED FURTHER THAT the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, including the Consolidated Balance Sheet as at 31st March, 2018, and the Consolidated Statement of Profit & Loss, Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year ended as on that date, and the accompanying Notes thereto, along with the Auditors' Report thereon, be and are hereby received, approved and adopted."

	Particulars	REMOTE E-VOTING		INSTA POLL		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	17	1,41,00,795	149	708	166	1,41,01,503
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	17	1,41,00,795	149	708	166	1,41,01,503



Particulars	REMOTE E-VOTING		INSTA POLL		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	15	1,41,00,765	148	698	163	1,41,01,463	100.00
Against	2	30	1	10	3	40	0.00
Total	17	1,41,00,795	149	708	166	1,41,01,503	100.00



Resolution No. 2: Re-appointment of Mr. Dipendra Bharat Goenka (DIN: 01969285) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

"RESOLVED THAT Mr. Dipendra Bharat Goenka (DIN: 01969285), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013."

	Particulars	REMOTE E-VOTING		INSTA POLL		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	17	1,41,00,795	149	708	166	1,41,01,503
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	17	1,41,00,795	149	708	166	1,41,01,503

Particulars	REMOTE E-VOTING		INSTA POLL		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	15	1,41,00,765	148	698	163	1,41,01,463	100.00
Against	2	30	1	10	3	40	0.00
Total	17	1,41,00,795	149	708	166	1,41,01,503	100.00



Resolution No. 3: Re-appointment of Mr. Shiv Kumar Jatia (DIN: 00006187) as Managing Director of the Company for another term (Special Resolution)

"RESOLVED THAT in pursuance of Sections 196, 197, 198 and other applicable provisions including Para A of Section II of Part II of Schedule V to the Companies Act, 2013 (the Act), as amended or re-stated from time to time, read with the Articles of Association of the Company and subject to requisite approvals, the Company does hereby approve the re-appointment of Mr. Shiv Kumar Jatia (DIN: 00006187) as Managing Director of the Company for a further term of three years beginning 1st April, 2019 to 31st March, 2022, not liable to retire by rotation, on such remuneration and other terms and conditions as are detailed below, subject however to the condition that whenever in respect of a particular year the proposed remuneration is not in conformity with the aforesaid provisions, as applicable at the relevant time, the remuneration in respect of that financial year shall be restricted to the maximum payable under the said provisions:

Particulars	Annualised Remuneration(Amount in Rupees)		
	FY 2019-20	FY 2020-21	FY 2021-22
Salary	13464000	14808000	16284000
Perquisites			
Housing: Company's expenditure on providing accommodation (furnished or otherwise) shall not exceed 60% of Salary. Alternately, house rent allowance equivalent to 60% of the salary shall be paid	8078400	8884800	9770400
Leave Travel Assistance: First class airfare for self and family, once a year to any destination, amount not exceeding one month's basic salary	1122000	1234000	1357000
Club Fees: Fees, excluding life membership fees and expenses at clubs subject to a maximum of two clubs	1,00,000	1,00,000	1,00,000
Premium towards Group Medical/ Personal Accident Insurance Policy	1,00,000	1,00,000	1,00,000
Other Benefits			
Employer's Contribution to Provident Fund @12% of the Salary, in accordance with the Company's policy.	Does not form part of the managerial remuneration	Does not form part of the managerial remuneration	Does not form part of the managerial remuneration



Gratuity shall be payable at the rate of 15 days' salary for each completed year of service in accordance with the Company's policy.	under Section IV of Part II of Schedule V to the Act	under Section IV of Part II of Schedule V to the Act	under Section IV of Part II of Schedule V to the Act
Car with driver for use on Company's business & telephone/telefax facility at residence for business purposes only - perquisite value	39,600	39,600	39,600
Total Remuneration	22904000	25166400	27651000

Explanation: Family is defined as spouse and two dependent children.

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 and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

	Particulars	REMOTE E-VOTING		INSTA POLL		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	17	1,41,00,795	149	708	166	1,41,01,503
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	1	26,68,027	0	0	1	26,68,027
	No of Valid Votes Cast	16	1,14,32,768	149	708	165	1,14,33,476



CHANDRASEKARAN ASSOCIATES

Continuation.....

Particulars	REMOTE E-VOTING		INSTA POLL		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	14	1,14,32,738	149	708	163	1,14,33,446	100.00
Against	2	30	0	0	2	30	0.00
Total	16	1,14,32,768	149	708	165	1,14,33,476	100.00



Resolution No. 4: Payment of remuneration to the non-executive directors by way of commission on profit (Special Resolution)

"RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), as amended or re-stated from time to time, read with Article 116 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded for the payment of remuneration to the non-executive directors, i.e. directors other than the managing director(s) and/or whole-time director(s), by way of commission on profit for a period of five years with effect from 1st April, 2019, in such a manner that the aggregate of commission payable to all such non-executive directors shall not exceed 1% of the net profits of the Company computed in the manner laid down in Section 198 of the Act, and with the liberty to the Board to vary the amount or proportion payable to each one of the non-executive directors every year provided that individually none of such directors shall receive a sum exceeding Rs. 7,50,000/- (Rupees seven lac fifty thousand only) in respect of any financial year and shall be subject to deduction of tax, as applicable, and that such commission shall be exclusive of any fee payable to such directors for attending the meetings of the Board of Directors or Committees thereof, as the case may be, and reimbursement of expenses for participation in such meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be required, considered necessary or incidental thereto to give effect to the aforesaid resolution, including settling any doubt or question which may arise while implementing the same."

	Particulars	REMOTE E-VOTING		INSTA POLL		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,	17	1,41,00,795	149	708	166	1,41,01,503
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	17	1,41,00,795	149	708	166	1,41,01,503



CHANDRASEKARAN ASSOCIATES

Continuation.....

Particulars	REMOTE E-VOTING		INSTA POLL		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	15	1,41,00,765	148	698	163	1,41,01,463	100.00
Against	2	30	1	10	3	40	0.00
Total	17	1,41,00,795	149	708	166	1,41,01,503	100.00



Resolution No. 5: Approval for giving loan, make investment, give guarantee or provide security in connection with a loan (Special Resolution)

"RESOLVED THAT in supersession of earlier resolutions passed from time to time with regard to the matters dealt herein below, and in pursuance of Section 186 of the Companies Act, 2013 (the Act), read with the Companies (Meetings of the Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act and rules made there-under, as amended or re-stated from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any committee thereof)

- i) to give loan to any person or other body corporate;
- ii) give guarantee or provide security in connection with a loan to any other body corporate or person; and
- iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate;

from time to time, in one or more tranches, provided that the aggregate amount of loans given, guarantees or securities provided and acquisitions so made, from time to time, including the existing loans, guarantees, security and investments at the relevant time, shall not exceed an amount of Rs. 15,00,00,00,000/- (Rupees One thousand five hundred crore) notwithstanding the fact that the aggregate of such loans, guarantees, securities and investments may exceed the limits prescribed under Section 186(2) of the Act at any given point of time.

RESOLVED FURTHER THAT the Board 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 and to seek and obtain requisite consents and/or approvals as the Board may deem fit and appropriate to give effect to the same."

	Particulars	REMOTE E-VOTING		Insta Poll		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	17	1,41,00,795	149	708	166	1,41,01,503
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	No of Valid Votes Cast	17	1,41,00,795	149	708	166	1,41,01,503



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Favour	15	1,41,00,765	148	698	163	1,41,01,463	100.00
Against	2	30	1	10	3	40	0.00
Total	17	1,41,00,795	149	708	166	1,41,01,503	100.00

2. The Chairman may accordingly declare the result thereof.
3. Relevant records pertaining to the remote e-voting and Insta Poll shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries

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

Place:

Date:

Delhi
31.07.18



Chairman
Counter-signed by Chairman

31 / 07 / 18