

REGISTERED OFFICE :
BHIKAJI CAMA PLACE, M.G. MARG,
NEW DELHI - 110066
TELEPHONE : 26791234
FAX : 26791033
CIN : L55101DL1980PLC011037
Website : www.asianhotelsnorth.com
E-mail : investorrelations@ahlnorth.com



ASIAN HOTELS (NORTH) LIMITED

AHNL/CS/1013/2025

October 16, 2025

**Corporate Services Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001**

**Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400051
Symbol: ASIANHOTNR**

Scrip Code/Scrip ID: 500023/ASIANHOTNR

Subject: Intimation for

- 1. Extra-Ordinary General Meeting,**
- 2. Cut-off date for e-voting,**
- 3. Closure of Register of Members & Share Transfer Book of the Company**

Ref.: ISIN: INE363A01022

Dear Sir/Madam,

We wish to inform that:

1. (01/2025-26) Extra-Ordinary General Meeting of Asian Hotels (North) Limited is scheduled to be held on **Saturday, November 08, 2025 at 11.30 a.m.**, through Video Conference ('VC')/ Other Audio Visual Means ('OAVM'). The copy of the Notice of the Extra-Ordinary General Meeting is enclosed herewith.
2. Cut-off date for remote e-voting is **Saturday, November 01, 2025**. The remote e-voting shall commence on **Wednesday, November 05, 2025, at 9.00 a.m.** and will end on **Friday, November 07, 2025, at 5.00 p.m.**
3. Further, in pursuance to the requirement of Section 91 of the Companies Act, 2013, Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and Share Transfer Book will remain closed from **Sunday, November 02, 2025, to Saturday, November 08, 2025** (inclusive of both the days) for the purpose of Extra-Ordinary General Meeting.

Thanking you,

Yours faithfully,
For Asian Hotels (North) Limited

Tarun Srivastava
Company Secretary & Compliance Officer

**Encl: As above
C.C:**

OWNERS OF:



REGISTERED OFFICE :
BHIKAJI CAMA PLACE, M.G. MARG,
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ASIAN HOTELS (NORTH) LIMITED

- i. **National Securities Depository Limited, Trade World, 4th Floor Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013**
- ii. **Central Depository Services (India) Limited, Marathon Futurex, A Wing, 25th Floor, N.M. Joshi Marg, Lower Parel (East), Mumbai-400013.**
- iii. **Mr. Suresh D Babu, Senior Manager, M/s. KFin Technologies Limited Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032**

OWNERS OF:





ASIAN HOTELS (NORTH) LIMITED

CIN: L55101DL1980PLC011037

Registered Office: Bhikaji Cama Place, M. G. Marg, New Delhi – 110066

Phone: 011 66771225/26; Fax: 011 26791033

Website: www.asianhotelsnorth.com, E-mail: investorrelations@ahlnorth.com

NOTICE

Notice is hereby given that the (01/2025-26) Extra-Ordinary General Meeting (hereinafter referred to as “the EGM”) of **ASIAN HOTELS (NORTH) LIMITED** (hereinafter also referred to as “the Company”) will be held on **Saturday, November 08, 2025 at 11.30 a.m. (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business(es). The venue of the EGM shall be deemed to be the Registered Office of the Company.

SPECIAL BUSINESS (ES):

1. Increase in Authorized Share Capital of the Company and Consequent amendment in Capital Clause of the Memorandum of Association of the Company

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 Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force if any, the consent of the Members of the Company be and is hereby accorded for the increase in existing Authorized Share Capital of the company from Rs. 70,00,00,000 (Rupees Seventy Crores Only) divided into 4,00,00,000 equity shares of Rs. 10 each and 3,00,00,000 preference shares of Rs. 10 each to Rs. 75,00,00,000 (Rupees Seventy- Five Crore Only), which comprises 4,50,00,000 equity shares of Rs. 10 each and 3,00,00,000 preference shares of Rs. 10 each.

RESOLVED FURTHER THAT pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”), read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced with the following Clause V:

“V. “The Authorized Share Capital of the Company is Rs. 75,00,00,000 (Rupees Seventy- Five Crore Only), which comprises 4,50,00,000 equity shares of Rs. 10 each and 3,00,00,000 preference shares of Rs. 10 each”.

RESOLVED FURTHER THAT 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 the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

2. Issuance of equity shares of the Company on Preferential Basis

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 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the ‘Act’), in accordance with the provisions of the Memorandum and Articles of Association of Asian Hotels (North) Limited (‘the Company’), the regulations issued by the Securities and Exchange Board of India (‘SEBI’), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the ‘Listing Regulations’), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI (ICDR) Regulations’), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof (‘FEMA’), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (‘FDI Policy’) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (‘GOI’), Ministry of Finance (Department of Economic Affairs) (‘MoF’), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), the BSE Limited, the National Stock Exchange of India Limited (collectively the ‘Stock Exchanges’), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in terms of and in accordance with Regulation 164A of SEBI(ICDR) Regulations, the approval of the members be and is hereby accorded to the company to create, offer, issue and allot up to maximum of 2,31,80,000 equity shares for cash consideration on a preferential basis (‘Preferential Issue’) at a price of Rs. 330/- (Rupees Three Hundred Thirty Only) per equity share of the face value of Rs. 10 (Rupees Ten) each fully paid up of the Company (i.e. including a premium of Rs. 320/- per equity share) aggregating to Rupees 764,94,00,000/- (Rupees Seven Hundred Sixty- Four Crore and Ninety- Four Lakhs Only), being the price higher than the price determined in accordance with applicable provisions of Chapter V of the SEBI (ICDR) Regulations, to the following ‘Proposed Allottees’ on preferential basis as detailed herein below:

Sr. No	Name of Proposed Allottee	Maximum Number of Equity Shares proposed to be allotted	Category
1	Elana Holdings PTE. LTD	2,31,80,000	Non-Promoter
Grand Total		2,31,80,000	

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the ‘**Relevant Date**’ pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned preferential issue of equity shares is **Thursday, October 09, 2025**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed, i.e., **Saturday, November 08, 2025**.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) That the said equity shares shall be issued and allotted by the company to the proposed allottees within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;
- b) The equity shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- c) The equity shares allotted shall be subject to a lock-in for such period as specified under relevant regulations of Chapter V of SEBI (ICDR) Regulations relating to Preferential Issues.
- d) The Proposed Allottee shall be required to bring in 100% of the consideration for the proposed issuance of equity shares on or before the date of allotment thereof.
- e) The consideration for allotment of the relevant issuance of equity shares shall be paid to the Company from the bank account of each Proposed Allottee, respectively.

RESOLVED FURTHER THAT the preferential issue of shares being made to the proposed allottee in terms of provisions of Regulation 164 A of Chapter V of SEBI (ICDR) Regulations and consequently the special resolution shall be deemed to be passed only if the votes cast by the shareholders in the 'public' category in favour of the aforesaid proposal are 3 (Three) times more than the number of votes cast against it in terms of provisions of Regulation 164 A (4)(a) of SEBI (ICDR) Regulations

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members for variations, alterations, additions and/or deletions to the to settle all questions, difficulties or doubts that may limited to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to the proposed allottee effecting any modifications, changes, arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as deemed appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive for preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with equity shares the, making applications to the stock exchanges for obtaining in- principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all

such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents including approval of Form PAS-4 on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of
ASIAN HOTELS (NORTH) LIMITED

Place: New Delhi
Date: October 14, 2025

Tarun Srivastava
Company Secretary and Compliance Officer
M. No.: 53209

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (“hereinafter referred collectively as “MCA Circulars”) have permitted companies to conduct EGM through VC or OAVM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circular, applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the EGM of the Company is being convened and conducted through VC/OAVM on Saturday, November 08, 2025 at 11.30 a.m. (IST). The registered office of the Company shall be deemed to be the venue for the EGM (“Deemed Venue”). The detailed instructions for accessing and participating in the EGM through VC/OAVM facility is mentioned in Note No.12 below and available on the website of the Company. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM notice are considered unavoidable and forms part of this Notice.

Accordingly, Notice of the EGM is being sent only through electronic mode to those Members whose names appear in the Register of Members/list of beneficial owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of October 10, 2025 and have their email addresses registered with the Company/Depositories.

KFin Technologies Limited (‘KFintech’) will be providing facility for voting through remote e-voting, for participation in the EGM through VC / OAVM facility and e-voting during the EGM. The detailed instructions for accessing and participating in the EGM through VC/ OAVM facility is mentioned in Note No.12 below.

Members may note that Notice of the EGM will also be available on the Company’s website www.asianhotelsnorth.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of the Registrar & Transfer Agent cum e-voting agency namely KFin Technologies Ltd. (RTA) at www.kfintech.com

2. **Since the EGM shall be held through VC/OAVM and the physical attendance of Members has been dispensed with in terms of the MCA Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**

Institutional/Corporate Members are advised to appoint their Authorized Representatives in pursuance of Section 113 of the Act for the purposes of exercising remote e-voting, attending the EGM through VC/OAVM and e-Voting

during the EGM. Institutional/Corporate Members intending to appoint their authorized representatives are requested to provide a duly certified copy of the Resolution of its Board or Governing Body under Section 113 of the Act (in PDF Format), authorizing them to exercise remote e-voting, attend the EGM through VC/OAVM and exercise e-Voting at the EGM, and email the same to the Scrutinizer through their registered email at rupesh@cacsindia.com with a copy marked to the Company and the RTA at investorrelations@ahlnorth.com and evoting@kfintech.com respectively.

3. Members attending the EGM through VC/OAVM shall be reckoned for the purposes of the quorum under Section 103 of the Act.
4. An explanatory Statement pursuant to Section 102 of the Act related to the special business(es) are annexed hereto and forms part of the Notice.
5. Documents referred to in the accompanying Notice along with the explanatory statements will be open for inspection by the Members at the Registered Office of the Company and in electronic mode during business hours between 10.00 a.m. and 5.00 p.m. on all working days (except Saturday and Sunday) till the date of the EGM, and also during the EGM.

The members seeking to inspect such documents can send an email to investorrelations@ahlnorth.com requesting the same. On receiving a valid email request from any member, the Company shall make requisite arrangements for inspection of such documents.

6. Members seeking information or clarification regarding any business placed before the EGM may e-mail their query from their registered e-mail address, mentioning their Name, DP-ID and Client-ID/Folio No. and Mobile no. to the Company's e-mail address at investorrelations@ahlnorth.com at least 72 hours in advance before the start of the said meeting.
7. Members of the Company are advised to nominate a person pursuant to Section 72 of the Act read with SEBI Circular, in whom the shares held by him/her/them shall vest in the unfortunate event of his/her/their death. Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. Members holding shares in dematerialized form may file their nomination directly with their respective Depository Participant. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.asianhotelsnorth.com/Downloads.html>
8. Securities and Exchange Board of India ("SEBI") has mandated that effective from April 01, 2019, securities of listed companies can be transferred only in dematerialized form, and accordingly, the Company and its RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to dematerialize their securities.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **November 02, 2025, to November 08, 2025**, inclusive of both days.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a) **For shares held in physical form:** Members holding shares in physical mode are requested to notify change, if any, in their e-mail address, mailing address including pin code, bank details, residential status etc. to the Company or RTA in prescribed Form ISR -1 and other forms pursuant to SEBI Master circular SEBI/HO/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company's website at <https://www.asianhotelsnorth.com/Downloads.html> and is also available on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> quoting their folio number, at investorrelations@ahlnorth.com or einward.ris@kfintech.com respectively.

- b) **For shares held in electronic form:** Members holding shares in electronic form should notify any change in their e-mail address, mailing address including pin code, bank details, residential status etc. directly to their respective Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.

The Members may contact the Share Department of the Company at the above-mentioned address, telephone numbers and e-mail id or the RTA at their registered office at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032; Toll Free No. 1800-309-4001; or at the e-mail id: einward.ris@kfintech.com for any assistance/ clarification.

11. SEBI vide its Master Circular No. SEBI/HO/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, has mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature) and nomination details by holders of securities. Security holders shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC Details and nomination.
- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of The Companies (Management & Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is pleased to provide to the members the facility to exercise their right to vote by electronic means in respect of the business placed at the EGM through remote e-voting platform and e-voting at the EGM provided by KFin Technologies Ltd.
 - b) The members attending the EGM through VC/OAVM who have not cast their vote through remote e-voting shall be provided the opportunity to vote through e-voting at the EGM.
 - c) The members who have cast their vote prior to the EGM through remote e-voting may also attend the said meeting through VC/OAVM. However, such members shall not be entitled to cast their votes again at the EGM.
 - d) In case of joint holders attending the Meeting, only such joint holder whose name appears first in order of joint holders will be entitled to vote at the EGM.
 - e) Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.

12. General instructions for accessing and participating in the EGM through VC/OAVM:

- a) Members may note that the VC/OAVM facility provided by RTA allows participation of 1000 Members on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come first-served principle.
- b) The window for joining the meeting through VC/OAVM shall open for the Members from 11.15 a.m. IST i.e. 15 minutes before the scheduled time for the commencement of the EGM and shall remain open throughout the proceedings of the EGM.
- c) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the EGM through VC/ OAVM.
- d) Members may join the EGM through VC/OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.
- e) Members are requested to follow the procedure as set out below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e. User ID and password for e-voting)
 - iii. After logging in, click on "Video Conference" option
 - iv. Then click on camera icon appearing against EGM event of Asian Hotels (North) Limited to attend the Meeting.

- f) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- g) Members who would like to express their views or ask questions during the EGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during the e-voting period from **November 05, 2025, 09.00 am to November 07, 2025, till 05.00 pm**. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the EGM, the Company may curtail the question and answer session. Hence, Members are encouraged to send their questions/queries etc. on the company's email id at investorrelations@ahlnorth.com.
- h) Members who need assistance before or during the EGM, can contact KFin Technologies Limited on emeetings@kfintech.com or call on 040-67162222 or on toll free number 1800 309 4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
- i) Members are advised to join the EGM using laptops and ensuring internet connectivity with good speed for better sound and video clarity. Those connecting from Mobile Devices or Tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any disturbance.
- j) Members are requested to note that, RTA of the Company have launched a website – KPRISM [https://kprism.kfintech. com/](https://kprism.kfintech.com/) for investors. Members can see their portfolios serviced by KFINTECH, check dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms.

13. Instructions for and other information relating to remote e-voting:

In connection with e-Voting facility provided by Listed Companies, SEBI has issued Circular, bearing No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024 stating, e-voting process has been enabled to all individual shareholders holding securities in Demat mode to vote through their Demat account maintained with depositories/websites of depositories/depository participants.

Accordingly, the Company is allowing individual shareholders holding securities in Demat mode to vote through their Demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in order to access e-Voting facility in following manner:

14.1 Login method for remote e-Voting for Individual shareholders holding securities in Demat mode is given below:

NSDL	CDSL
1. User already registered for IDeAS facility: - Visit URL: https://eservices.nsdl.com - Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. - On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” - Click on company name or e-Voting service provider (i.e. KFintech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	1. Existing user who have opted for Easi / Easiest - URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com - Click on New System Myeasi - Login with your registered user id and password. - The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. - Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services - To register click on link: https://eservices.nsdl.com - Select “Register Online for IDeAS” under the list of particulars provided at left side or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectRegistration.jsp - Proceed with completing the required fields - Follow steps given in point 1	2. User not registered for Easi/Easiest - Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. - Proceed with completing the required fields. - Follow steps given in point 1
3. Alternatively, by directly accessing the e-Voting website of NSDL - Open URL: https://www.evoting.nsdl.com/ - Click on the icon “Login” which is available under ‘Shareholder/Member’ section. - A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a “Verification” Code as shown on the screen. - Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. - On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.	3. Alternatively, by directly accessing the e-Voting website of CDSL - URL: www.cdslindia.com - Provide demat Account Number and PAN No. - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. - After successful authentication, user will be provided links for the respective ESP i.e. KFINTECH where e- Voting is in progress.

Individual Member can login through their demat accounts / Website of Depository Participant	- You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. - Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. - Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
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Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43

14.2 Login method for e-Voting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode is given below:

- i. Members whose e-mail IDs are registered with the Company/Depository Participants, on receiving an e-mail from KFin Technologies Ltd. should:
 - Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9275 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e- voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on “LOGIN”.
 - 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 value (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 ID etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you 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.
 - You need to log-in again with the new credentials.
 - On successful log-in, the system will prompt you to select the E-Voting Event Number “EVEN” for Asian Hotels (North) Limited and click on submit.

- On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under each of the heading of the resolutions and cast your vote by selecting the “FOR/AGAINST” option 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 mentioned overleaf. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - 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.
 - You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - 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).
 - 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/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID rupesh@cacsindia.com or shashikant@cacsindia.com or lakhan@cacsindia.com with a copy marked to the Company and RTA at investorsrelations@ahlnorth.com and evoting@kfintech.com respectively. They may also upload the same in the E-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Asian Hotels (North) Limited EVEN NO. 9275.”
- ii. In case of a member whose e-mail address are not registered/updated with the Company/RTA/Depository Participant(s) including those who becomes member of the Company after email of the Notice of the meeting and holding shares as on the cut-off date i.e. **Saturday, November 01, 2025**, may obtain the User Id and password in the manner as mentioned below:
- Members who have not registered their email address and in consequence the Postal / AGM/ EGM Notice cannot be serviced, for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the EGM Notice and the e-voting instructions.
 - After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- iii. **Other Instructions:**
- In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Suresh Babu, (Unit: Asian Hotels (North) Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
 - You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - The remote e-voting period commences on **Wednesday, November 05, 2025 (9:00 AM IST) and ends on Friday, November 07, 2025 (5:00 PM IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on **Saturday, November 01, 2025**, may cast their votes electronically. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the members, the members shall not be allowed to

change it subsequently.

- The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. on **Saturday, November 01, 2025**.
- Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:

- a) 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

- b) 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.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c) Member may call KFintech toll free number 1800-309-4001 for any assistance.

- d) Member may send an e-mail request to evoting@kfintech.com.

15. The remote e-voting period commences on **Wednesday, November 05, 2025**, at **9.00 a.m.** IST and ends on **Friday, November 07, 2025**, at **5.00 p.m.** IST. Thereafter, the remote e-voting module shall be disabled for voting. E-vote once cast, cannot be altered subsequently.

Members who could not cast their vote through remote e-voting, shall be provided the opportunity to vote electronically during the EGM.

Information and instructions for the electronic voting at the EGM (Insta Poll): After the items of Notice have been discussed, e-voting through insta poll will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of **Saturday, November 01, 2025**, and who has not casted his/her vote by remote e-voting, and being present in the EGM, shall be entitled to vote at the EGM.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the EGM. Facility to cast vote through Insta Poll will be made available on the VC/OAVM screen and will be activated once the Insta Poll is announced at the EGM.

Members who may cast their vote through remote e-voting are also entitled to attend the EGM through VC/OAVM but shall not be permitted to vote at the meeting through e-Voting (Insta Poll). In case of voting by both the modes, votes cast through remote e-voting shall only be considered valid.

16. In case of any query pertaining to remote e-voting, please visit Help & FAQs section of KFin Technologies Ltd. website i.e. <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at Telephone No.: 1800 309 4001 (toll-free). The members may also contact the following designated officer at KFin’s office:

Mr. D Suresh Babu , Senior Manager

KFin Technologies Limited, Selenium Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, 500 032, Telangana, E-mail: einward.ris@kfintech.com, evoting@kfintech.com

17. SPECIAL WINDOW FOR RE-LODGE MENT OF TRANSFER REQUEST OF PHYSICAL SHARES

Pursuant to SEBI Circular No. SEBI/HO/MIRSD-PoD/P/CIR/2025/97, dated July 02, 2025, the Company is pleased to offer one time special window for physical shareholders to submit re-lodgement requests for the transfer of shares. The Special Window will be open from July 07, 2025 to January 06, 2026 and is applicable to cases where original share transfer requests were lodged prior to April 01, 2019 and were returned/unattended or rejected due to deficiencies in documentation, process or any other reason. The shares re-lodged for transfer will be processed only in dematerialised form during this window. Eligible share- holders may submit their transfer requests along with the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at KFin Technologies Limited having office at Selenium Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, 500 032, Telangana

18. The Board of Directors of the Company, at its meeting held on October 14, 2025, has appointed Mr. Rupesh Agarwal, Managing Partner (Membership No. ACS 16302), failing him Mr. Shashikant Tiwari, Partner (Membership No. FCS 11919) failing him Mr. Lakhan Gupta, Partner (Membership No. FCS 12682), M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizer for conducting the remote e-voting process as well as the electronic voting at the EGM (Insta Poll) in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first unblock and determine the votes cast at the meeting through e-voting, and there-after unblock the votes cast through remote e-voting, on both occasions in the presence of at least two (2) witnesses not being in the employment of the Company, and prepare not later than two (2) working days in terms of Listing Regulations, from the conclusion of the Extra Ordinary General Meeting, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company or in his absence to Dr. Arun Gopal Agarwal, CEO and Executive Director or Mr. Tarun Srivastava, Company Secretary and Compliance Officer of the Company, as authorized by the Board, whereupon the Chairman/CEO & Executive Director/Company Secretary shall declare the result forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the EGM. Once declared, the result shall be notified to the Stock Exchanges and uploaded on the website of the Company and RTA.
19. Those persons, who have acquired shares and have become Shareholders of the Company after sending Notice of the EGM by the Company and whose names appear in the Register of Shareholders or Register of beneficial holders as on the cut-off date i.e. **Saturday, November 01, 2025** may view the Notice of the EGM on the Company's website or on the website of KFin Technologies Limited.

Such persons may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with NSDL/CDSL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following procedure as mentioned above in Note no.14 or by voting at the EGM.

20. The recorded transcript of the EGM shall be maintained by the Company and also be made available on the website of the Company www.asianhotelsnorth.com in the 'Investors' Section, at the earliest soon after the conclusion of the Meeting.

**By order of the Board
of ASIAN HOTELS (NORTH) LIMITED**

Place: New Delhi
Date: October 14, 2025

Tarun Srivastava
Company Secretary and Compliance Officer
M. No.: 53209

EXPLANATORY STATEMENT

Under Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Pursuant to Section 102 of the Companies Act, 2013 (“Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice dated October 14, 2025.

ITEM NO. 1

The Members may take note that presently the Authorized share capital of the company is Rs. 70,00,00,000 (Rupees Seventy Crores Only) divided into 4,00,00,000 equity shares of Rs. 10 each and 3,00,00,000 preference shares of Rs. 10 each. In view of the proposal to issue further up to maximum of 2,31,80,000 number of equity shares of Rs 10/- each, by way of preferential allotment to the proposed allottee as proposed at Item No. 2 of this EGM Notice and other business requirements of raising funds from time to time, the Company proposes to increase its Authorized Share Capital to Rs. 75,00,00,000 (Rupees Seventy- Five Crore Only), which comprises 4,50,00,000 equity shares of Rs. 10 each and 3,00,00,000 preference shares of Rs. 10 each.

Pursuant to the provisions of Section 61, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of the EGM Notice.

A Copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e. **November 07, 2025** except all national holidays.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Item No. 1 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 1 for approval by the Members.

ITEM NO. 2

The Company has come under financial stress and defaulted in servicing its payment obligations including towards the financial institutions (the “Lenders”), who have extended various credit facilities (the “Facilities”) to the Company and the Company is working on a long-term strategic plan focused on reducing debt there by strengthening the balance sheet and improve its overall return metrics. An equity infusion will strengthen the Company’s balance sheet and reduce finance cost of the Company.

In order to achieve the said objective and strengthen its financial position, various measures are required to be taken to enhance financial resources. In view of the same, the company has received a proposal (“Proposal”) from Elana Holdings PTE. LTD (“Investor/Proposed Allottee”), a Company established under the authority of Asst. Registrar of Companies & Business Names, Accounting and Corporate Regulatory Authority, Singapore and having its office at 72 Circular Road #02-01 Singapore 049426, to infuse funds to the tune of Rs. 764.94 crores to the Company towards making payment to lenders with respect to outstanding liabilities for the purpose of restructuring the debt obligations of the Company. Accordingly, the Board of Directors in their meeting held on October 14, 2025 has considered and approved the definitive share subscription agreement entered with the Investor/Proposed Allottee and accordingly has approved issuance of shares through preferential issue to the Investor/Proposed Allottee in terms of applicable provisions of chapter V read with Regulation 164A of SEBI (ICDR) Regulations.

In accordance with sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares to the proposed allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:

1. The allotment of the equity shares is subject to the proposed allottee not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The proposed allottee have represented that the allottee have not sold any equity shares of the company during 90 Trading Days preceding the Relevant Date.
2. The Relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

(i) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on October 14, 2025, had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up-to maximum of 2,31,80,000 (Two Crore Thirty-One Lakhs Eighty Thousand Only) equity shares at a price of Rs. 330/- (Rupees Three Hundred and Thirty Only) each for cash consideration, to the proposed allottee, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

(ii) Kinds of securities offered and the price at which security is being offered

Up to 2,31,80,000 Equity Shares of the Company, at a price of Rs. 330/- (including a premium of Rs. 320/-) per equity shares aggregating up to Rupees 764,94,00,000/- (Rupees Seven Hundred Sixty- Four Crore and Ninety- Four Lakhs Only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Regulation 164A of the SEBI (ICDR) Regulations as detailed in Para V below.

(iii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to Rupees 764,94,00,000/- (Rupees Seven Hundred Sixty-Four Crore and Ninety-Four Lakhs Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized only for repayment of borrowings of the Company. The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

Sr. No.	Particulars	Tentative Amount (Rs. in Crores)	Tentative Time Period under which the amount shall be utilized.
1	Towards repayment of debt of the company including interest and penalty if any.	764.94	Within 6 months

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, Relevant Date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is **October 09, 2025**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

(v) Basis on which the Price has been arrived

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). In terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, the shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited for a period of 90 Trading Days or more on Relevant Date and the equity shares of Company are frequently traded in accordance with SEBI (ICDR) Regulations.

For the purpose of computation of the issue price per equity share, National Stock Exchange of India Limited has been considered in compliance with Regulation 164(5) of the SEBI (ICDR) Regulations, 2018, as NSE has highest trading volume during the preceding 90 (Ninety) trading days prior to the Relevant Date.

“**Frequently traded shares**” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

The Company has stressed assets as per Regulation 164A of the SEBI (ICDR) Regulations, 2018, as amended, therefore, pricing for the preferential issue of equity shares has been determined in accordance with the Regulation 164A(1) of the SEBI (ICDR) Regulations, 2018.

In terms of Regulation 164A (1) of the SEBI (ICDR) Regulations, in case of frequently traded shares, the price of the equity shares to be allotted pursuant to the preferential issue shall not be less than 10 trading days’ volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date. The floor price as computed under Regulation 164A of SEBI (ICDR) Regulations is Rs. 327.21/- (Rupees Three Hundred Twenty Seven and paisa Twenty One Only). Accordingly, the issue price per equity share, to be issued, is fixed at Rs. 330/- (Rupees Three Hundred and Thirty Only), being not less than the price computed under the aforesaid Regulation 164A.

As per Regulation 164A(2) SEBI (ICDR) Regulations, no allotment of equity shares shall be made unless the issuer company meets any two of the following criteria:

- a) the issuer has disclosed all the defaults relating to the payment of interest/ repayment of principal amount on loans from banks / financial institutions/ Systemically Important Non-Deposit taking non-banking financial companies/ Deposit taking non-banking financial companies and /or listed or unlisted debt securities in terms of SEBI Circular dated November 21, 2019 and such payment default is continuing for a period of at least 90 calendar days after the occurrence of such default;
- b) there is an Inter-creditor agreement in terms of Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 dated June 07, 2019;
- c) the credit rating of the financial instruments (listed or unlisted), credit instruments / borrowings (listed or unlisted) of the listed company has been downgraded to “D”.

The Company meets the aforesaid criteria as mentioned at para-a and c above, as on date of this special resolution and allotment shall be made if the Company continues to meet the said criteria on date of allotment.

Further, the proposed allottee confirms that they meet the criteria specified under regulation 164A(3) of the SEBI (ICDR) Regulations.

As per Regulation 164A(5) of the SEBI (ICDR) Regulations, the proceeds of this preferential issue shall not be used for any repayment of loans taken from promoters/ promoter group/ group companies.

A Certificate regarding arriving at minimum issue price in terms of Regulation 164A(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Pawan Kumar Mishra, Practicing Company Secretary (FCS 4305 | CP 16222), Proprietor of P K Mishra & Associates, Company Secretaries, confirming the minimum price for the preferential issue as per Regulation 164A(1) of SEBI (ICDR) Regulations, 2018 and the report shall be made available and published on the websites of the company i.e. www.asianhotelsnorth.com.

(vi) Monitoring of Utilization of Funds

The Company has appointed M/s Infomerics Analytics and Research Private Limited, SEBI registered Credit Rating Agency as the monitoring agency to monitor the issue in terms of the provisions of Regulation 164A(6) of the SEBI (ICDR) Regulations. Further, the proceeds of the issue shall also be monitored by the Audit Committee till utilization of the proceeds.

(vii) Amount which the Company intends to raise by way of such Preferential Issue.

Up to a maximum of Rupees 764,94,00,000/- (Rupees Seven Hundred Sixty- Four Crore and Ninety- Four Lakhs Only)

(viii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment

None of the Promoters, Directors and Key Managerial Personnel of the company intends to subscribe for equity shares of the company through present preferential issue.

(ix) Time frame within which the Preferential Allotment shall be completed

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

(x) Principal terms of assets charged as securities

Not applicable.

(xi) Shareholding pattern of the Company before and after the Preferential Allotment of Equity Shares on fully diluted basis is given as under.

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares held	% of share Holding post Preferential Capital
A	Promoters' holding :				
1.	Indian	0.00	0.00	0.00	0.00
	Individuals/ HUF	0.00	0.00	0.00	0.00
	Bodies Corporate	0.00	0.00	0.00	0.00

	Trust	0.00	0.00	0.00	0.00
2.	Foreign Promoters	0.00	0.00	0.00	0.00
	Sub Total (A)	0.00	0.00	0.00	0.00
B	Non-Promoters' holding:				
1.	Institutional Investors	0	0	0	0
	Mutual Funds	395	0.00	395	0.00
	Venture Capital Funds	0	0	0	0
	Alternate Investment Funds	0	0	0	0
	Foreign Venture Capital Investors	0	0	0	0
	Foreign Portfolio Investors Category I	73560	0.38	73560	0.17
	Foreign Portfolio Investors Category II	1022737	5.26	1022737	2.40
	Financial Institutions/Banks	167	0.00	167	0.00
	Insurance Companies	25110	0.13	25110	0.06
	Provident Funds/Pension Funds	0	0	0	0
	Any Other (Other Financial Institution-UTI)	140	0.00	140	0.00
	Trust	0	0	0	0
2.	Central Government/State Government(s)/ President of India	0	0	0	0
3.	Non-Institution Investors	0	0	0	0
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	1118029	5.75	1118029	2.62
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	2691526	13.84	2691526	6.31
	NBFCs Registered with RBI	694936	3.57	694936	1.63
	Employee Trusts	-	-	-	-
	Any Other (IEPF)	158883	0.81	158883	0.38
	Non- Resident Indians	10633088	54.66	10633088	24.94
	HUF	145876	0.75	145876	0.34
	Bodies Corporate	2888782	14.85	2888782	6.78
	Foreign Companies	0	0	23180000	54.37
	Clearing Member	0	0	0	0
	Trust	0	0	0	0
	Sub Total (B)	19453229	100	42633229	100
	TOTAL (A+B)				
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	0	0	0	0
	Custodian/ DR Holder	0	0	0	0
	Sub Total (C)	0	0	0	0

	GRAND TOTAL (A+B+C)	19453229	100	42633229	100
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Notes:

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.
2. The pre-preferential shareholding pattern is prepared on the basis of October 10, 2025.

(xii) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any

The details of natural person is given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.

S. No.	Name of the Proposed Allottee	Natural persons who are the ultimate beneficial owners	Pre-Issue Shareholding ²		Number of Equity Shares to be allotted	Post Preferential issue Capital Shareholding ³	
			No. of equity shares	% age		No. of equity shares	% age
1	Elana Holdings Pte. Ltd.	Ms. Shreya Agarwal	Nil	NA	2,31,80,000	2,31,80,000	54.37

1. The details of natural person are given only for the purpose to know natural person. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on October 10, 2025.
3. Post Preferential Shareholding and percentage has been calculated assuming full subscription of equity shares to be issued under the said issue.

(xiii) Lock-in Period

The equity shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(xiv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

This is not applicable in the present case since the company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(xv) The Current and Proposed Status of the allottee (s) post the preferential issues are as under:

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	Elana Holdings PTE. LTD	Non-Promoter	Non-Promoter

(xv) Consequential changes in the Voting Rights, Change in Control and Change in the Management, if any, in the issuer consequent to the preferential issue:

The proposed allotment of equity shares to the investor/proposed allottee will result in the proposed allottee holding a majority shareholding in the company. This will exceed the limits prescribed under Regulation 3 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, and may lead to an open offer obligation upon the investor.

However, in accordance with Regulation 164A(4) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") read with Regulation 10(2B) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, The resolution for the preferential issue and exemption from Open Offer shall provide for the following:

a) The number of votes cast by shareholders in the 'public' category in favor of the proposal must exceed the number of votes cast against it. For this specific purpose, any proposed allottee(s) in the preferential issue who already hold specified securities will not be included in the 'public' category.

It is also important to note the proviso that if the company does not have an identifiable promoter, the resolution will be considered passed if the votes cast in favor are not less than three times the number of votes, if any, cast against it.

The proposed investor/allottee have no intention of seeking or taking management control of the company. They have shown their intention to support the company's growth and success through their financial contribution.

(xvi) Undertakings

- a) None of the Company, its directors are declared as willful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- b) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The equity shares held by the proposed allottees if any in the Company are in dematerialized form only.
- f) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- g) **Report of Independent Registered Valuer:** As the said Preferential Issue is not being made for consideration other than cash, valuation report from Independent Valuer is not required for the said Preferential Issue.

(xvii) Practicing Company Secretary's Certificate

The Certificate from Mr. Pawan Kumar Mishra, Practicing Company Secretary (FCS 4305 | CP 16222), Proprietor of P K Mishra & Associates, Certifying that the Preferential Allotment is being made in accordance with the requirements

of provisions of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at www.asianhotelsnorth.com.

(xviii) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of equity shares to entities belonging to the Non-Promoter Group, is being sought by way of a “Special Resolution” as set out in the said Item No. 2 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

None of the Directors and KMPs are concerned or interested financially or otherwise in this resolution.

The Board recommends the resolution in Item No. 2 of the Notice for your approval as a special resolution.

By order of the Board of
ASIAN HOTELS (NORTH) LIMITED

Place: New Delhi
Date: October 14, 2025

Tarun Srivastava
Company Secretary and Compliance Officer
M. No.: 53209