

# ASIAN HOTELS (EAST) LIMITED

Registered Office : Hyatt Regency Kolkata, JA-1, Sector III, Salt Lake City, Kolkata - 700 098, W.B., India

Phone : 033 2335 1234/2517 1012 Fax : 033 2335 8246/2335 1235 [www.ahleast.com](http://www.ahleast.com)

CIN: L15122WB2007PLC162762

23<sup>rd</sup> February, 2018

<b>The Manager</b> <b>Listing Department</b> <b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>Dalal Street, Mumbai- 400001</b> <b>Tel: (022 2272 8013)</b> <b>Fax: (022 2272 3121)</b>	<b>The Manager</b> <b>Listing Department</b> <b>National Stock Exchange of India Ltd.</b> <b>Exchange Plaza</b> <b>Plot No. C/1, G Block,</b> <b>Bandra – Kurla Complex</b> <b>Bandra (E), Mumbai – 400 051</b> <b>Tel: (022) 2659 8235/36</b> <b>Fax: (022) 2659 8237/38</b>
<b>Type of Security: Equity shares</b> <b>Scrip Code : 533227</b>	<b>Type of Security: Equity shares</b> <b>NSE Symbol : AHLEAST</b>

Madams / Sirs,

Sub: **Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Further to our letter dated 22<sup>nd</sup> February, 2018 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby enclose the following in relation to the meetings of the equity shareholders and unsecured creditors of the Company convened on Wednesday, 21<sup>st</sup> February, 2018 pursuant to the directions of NCLT, Kolkata Bench:

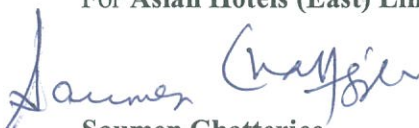
1. Voting Results in the prescribed format pursuant to Regulation 44 of the Listing Regulations.
2. Consolidated Scrutinizer's Report issued by Mr. Siddhartha Murarla, Practicing Company Secretary, Scrutinizer appointed to conduct the voting process (Remote e-voting, postal ballot and polling process).

This is for your information and record purpose.

Thanking You.

Yours truly,

For Asian Hotels (East) Limited



**Saumen Chatterjee**  
**Chief Legal Officer &**  
**Company Secretary**



Encl. as above

OWNER OF



**HYATT**  
**REGENCY™**  
KOLKATA

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## Details of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sl.No.	Particulars	Details
1.	Date of the NCLT convened Meeting	21 <sup>st</sup> February, 2018
2.	Total Number of shareholders as on cut-off date/record date	11,581
3.	No. of Shareholders present in the meeting either in person or through proxy or through authorised representative:	236
	Promoters and Promoter Group	Nil
	Public	236
4.	No. of Shareholders attended the meeting through video conferencing:	Not Applicable
	Promoter and Promoter Group	
	Public	

### Agenda-wise

1. Approval of the Scheme of Arrangement between GJS Hotels Limited, Asian Hotels (East) Limited and Robust Hotels Private Limited, and their respective shareholders presented in Company Application (CAA) No.516/KB/2017 filed jointly by GJS Hotels Limited and Asian Hotels (East) Limited before the Hon'ble National Company Law Tribunal, Kolkata Bench.

Resolution required :					Under Section 230 (1) read with Section 232 (1) of the Companies Act, 2013				
Whether promoter or promoter group are interested in the agenda/resolution ?					Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of votes invalid	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)	(7)= [(4)/(2)]*100	(8)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	75,66,120	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional holders	E-voting	14,66,549	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Others	E-voting	24,95,128	4,83,675	19.38	4,83,675	0	0	100	0
	Poll		151	0.006	128	0	23	84.77	0
	Postal Ballot		635	0.025	503	1	131	79.21	0.157
	<b>Total</b>		<b>4,84,461</b>	<b>19.41</b>	<b>4,84,306</b>	<b>1</b>	<b>154</b>	<b>99.97</b>	<b>0.0002</b>
<b>Total</b>		<b>1,15,27,797</b>	<b>4,84,330</b>	<b>19.41</b>	<b>4,84,306</b>	<b>1</b>	<b>154</b>	<b>99.97</b>	<b>0.0002</b>



**SCRUTINIZER REPORT FOR THE MEETING OF EQUITY SHAREHOLDERS OF ASIAN HOTELS (EAST) LIMITED**

**(CONVENED PURSUANT TO ORDER DATED 21<sup>ST</sup> DECEMBER, 2017 AS MODIFIED BY AN ORDER DATED  
4<sup>TH</sup> JANUARY, 2018 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH)**

To

**Mr. Ravi S Asopa, Advocate**  
**Chairperson of NCLT convened meeting of Equity Shareholders of**  
**Asian Hotels (East) Limited**  
having its Registered Office at  
Hyatt Regency Kolkata,  
JA-1, Sector-III, Salt Lake City, Kolkata 700 098

Dear Sir,

I, Siddhartha Murarka, Practicing Company Secretary, bearing ICSI membership No. FCS 7527 having office at Room 3T, 3<sup>rd</sup> Floor, 4 Govt Place (N), Kolkata 700001 was appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Kolkata Bench (hereinafter "NCLT") for the purpose of scrutinizing the voting process in a fair and transparent manner for the resolution, detailed in the Notice dated 16<sup>th</sup> January 2018, passed at the captioned Meeting of the Equity Shareholders (hereinafter "Meeting") of Asian Hotels (East) Limited (hereinafter "Company") held on Wednesday, 21<sup>st</sup> February, 2018 at 11.00 A.M. at Hyatt Regency Kolkata, JA-1, Sector-III, Salt Lake City, Kolkata 700 098 (hereinafter "Venue") in terms of captioned order of NCLT and in terms of applicable provisions of Companies Act, 2013 (hereinafter "Act") read with rules made thereunder.

1. My responsibility as Scrutinizer was to:

(i) ensure that the voting process by way of Poll at the venue of the Meeting was conducted in a fair and transparent manner;

(ii) to ascertain the result of voting by Equity Shareholders during the period commencing from 9:00 A.M. on 22<sup>nd</sup> January 2018 and ending at 5:00 P.M. on 20<sup>th</sup> February 2018 by way of Remote E-voting or Postal Ballot based on report submitted by Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited (hereinafter "RTA") which was also the provider of Electronic Voting System; and

(iii) to submit a Scrutinizer's Report thereon to your goodself, the Chairperson of this Meeting, on the resolution stated below. The management of the Company is responsible to ensure compliance with requirements of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "SEBI LODR") including without limitation, requirements relating to Remote E-voting and Postal Ballot on the Resolution stated below:

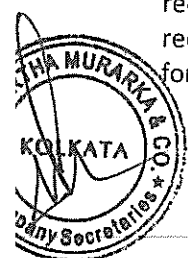




*"RESOLVED THAT pursuant to Section 230 of the Companies Act, 2013, the Scheme of Arrangement between GJS Hotels Limited, Asian Hotels (East) Limited and Robust Hotels Private Limited, and their respective shareholders presented in Company Application (CAA) No.516/KB/2017 filed jointly by GJS Hotels Limited and Asian Hotels (East) Limited before the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal"), be and is hereby approved."*

*"RESOLVED FURTHER THAT the Board of Directors of Asian Hotels (East) Limited (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any other person authorized by it to exercise its power including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies) / while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Board may deem fit and proper."*

2. Notices were issued to Equity Shareholders whose names were appearing in the Register of Equity Shareholders / Beneficial Holders as on 15<sup>th</sup> January 2018 (Relevant Date / Cut-off Date) as maintained by the Company and / or RTA as per directions issued by the captioned Order of NCLT. The Company has confirmed that it has not sent notices to interested shareholders or related parties.
3. In terms of Rule 20(4)(xiii) of Companies (Management & Administration) Rules, 2014 and in terms of Paragraph 15 of the Order of NCLT, facility of remove e-voting was disabled on 20<sup>th</sup> February 2018 around 5:00 P.M. and Names, DP ID, Client ID /Folios and Shareholding of Equity Shareholders who had casted their votes by way of Remote E-voting were ascertained electronically on the portal maintained by RTA. However, the manner in which members have cast their votes, that is, affirming or negating the resolution was not ascertained prior to conclusion of the Meeting. This way it was ensured that Equity Shareholders who had opted to vote by way of Remote E-voting did not vote at the Meeting again by way of Poll.
4. **Further to the above, I submit my report as under:**
  - i. At the Meeting, after discussion on resolution mentioned above, your goodself, the Chairperson announced that the Equity Shareholders present at the Meeting, who had not casted their votes by way of remote e-voting or postal ballot can exercise their voting rights by way of Poll, for which Polling Papers were made available at the Venue of the Meeting.
  - ii. One empty ballot box kept for polling was locked in my presence and in the presence of Ms. Dipti Ghosh.
  - iii. After the conclusion of voting by way of Poll, the locked ballot box was subsequently opened in my presence and in presence of Ms. Dipti Ghosh and Ms. Abhijit Nagee and polling papers were scrutinized.
  - iv. The polling papers and the authorizations / proxies lodged with the Company were reconciled with records, maintained by the Company and / or the RTA. I have been informed that the Company had received 1 (one) authorization from shareholders and 5 (five) proxy forms, out of which 4 (four) proxy forms were considered valid of which, only 2 (two) proxies casted their votes at the Meeting.



- v. The polling papers, which were incomplete and / or otherwise found defective have been treated as invalid.
- vi. Thereafter, votes cast and manner in which votes were cast through Remote E-voting and Postal Ballot were unblocked and scrutinized respectively in the presence of Ms. Dipti Ghosh and Ms. Abhijit Nagee.
5. I have relied on information provided by the RTA in relation to shareholders details including details regarding number of shares held and their respective signatures.
6. Consolidated result of Voting for the Resolutions contained in the Notice of the Meeting is as under:

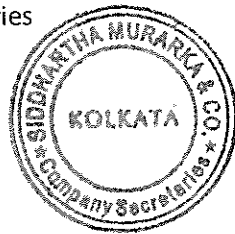
Particulars	Remove E-voting		Postal Ballot		Voting by Poll at the Meeting		Total		Total (Percentage)	
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	Number	Votes
Assent	19	483675	45	503	29	128	93	484306	82.30	99.97
Dissent	0	0	1	1	0	0	1	1	00.88	00.00
Invalid	0	0	8	131	11	23	19	154	16.82	00.03
<b>Total</b>	<b>19</b>	<b>483675</b>	<b>54</b>	<b>635</b>	<b>40</b>	<b>151</b>	<b>113</b>	<b>484461</b>	<b>100</b>	<b>100</b>

7. Based on the aforesaid results, I report that the Resolution as contained in the Notice of the Meeting has been passed with requisite majority (majority in number and representing three-fourths in value of all Equity Shareholders casting their votes).
8. The Polling Papers and all other documents and records have been handed over to your goodself, the Chairperson in accordance with Paragraph 22 of the Order of NCLT.

Thanking you  
Yours faithfully

For Siddhartha Murarka & Co.  
Practicing Company Secretaries

Siddhartha Murarka  
Partner  
ICSI Membership No. F7527



Date: 22<sup>nd</sup> February, 2018  
Place: Kolkata

**SCRUTINIZER REPORT FOR THE MEETING OF UNSECURED CREDITORS OF ASIAN HOTELS (EAST) LIMITED**

**(CONVENED PURSUANT TO ORDER DATED 21<sup>ST</sup> DECEMBER, 2017 AS MODIFIED BY AN ORDER DATED 4<sup>TH</sup> JANUARY, 2018 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH)**

To

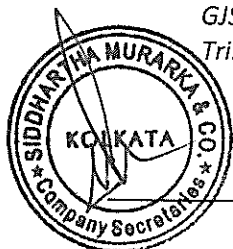
Mr. Ravi S Asopa, Advocate  
Chairperson of NCLT convened meeting of Unsecured Creditors of  
Asian Hotels (East) Limited  
having its Registered Office at  
Hyatt Regency Kolkata,  
JA-1, Sector-III, Salt Lake City, Kolkata 700 098

Dear Sir,

I, Siddhartha Murarka, Practicing Company Secretary, bearing ICSI membership No. FCS 7527 having office at Room 3T, 3<sup>rd</sup> Floor, 4 Govt Place (N), Kolkata 700001 was appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Kolkata Bench (hereinafter "NCLT") for the purpose of scrutinizing the voting process in a fair and transparent manner for the resolution, detailed in the Notice dated 16<sup>th</sup> January 2018, passed at the captioned Meeting of the Unsecured Creditors (hereinafter "Meeting") of Asian Hotels (East) Limited (hereinafter "Company") held on Wednesday, 21<sup>st</sup> February, 2018 at 1.00 P.M. at Hyatt Regency Kolkata, JA-1, Sector-III, Salt Lake City, Kolkata 700 098 (hereinafter "Venue") in terms of captioned order of NCLT and in terms of applicable provisions of Companies Act, 2013 (hereinafter "Act") read with rules made thereunder.

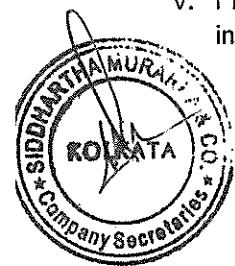
1. My responsibility as a scrutinizer was to ensure that the voting process by Poll at the venue of the Meeting was conducted in a fair and transparent manner and to submit a Scrutinizer's Report thereon to your goodself, the Chairperson of this Meeting, on the resolution stated below based on physical counting of votes by way of Poll conducted at the Venue of the Meeting. The management of the Company is responsible to ensure the correctness of the list and value of Unsecured Creditors and to ensure compliance with requirements of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "SEBI LODR"):

*"RESOLVED THAT pursuant to Section 230 of the Companies Act, 2013, the Scheme of Arrangement between GJS Hotels Limited, Asian Hotels (East) Limited and Robust Hotels Private Limited, and their respective shareholders presented in Company Application (CAA) No.516/KB/2017 filed jointly by GJS Hotels Limited and Asian Hotels (East) Limited before the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal"), be and is hereby approved."*



*"RESOLVED FURTHER THAT the Board of Directors of Asian Hotels (East) Limited (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any other person authorized by it to exercise its power including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies) / while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Board may deem fit and proper."*

2. Notices were issued to the Unsecured Creditors whose names were appearing in the list of Unsecured Creditors as on 30<sup>th</sup>December, 2017 as per directions issued by the captioned Order of NCLT.
3. Before the start of the Meeting, identity of Unsecured Creditors or persons attending the Meeting on behalf of the Unsecured Creditors was verified from their identity proof at the venue. Proxies, Board Resolutions, Authority Letters executed in favour of the person(s) attending the Meeting on behalf of Unsecured Creditors were verified.
4. Further to the above, I submit my report as under:
  - i. At the Meeting, after discussion on resolution mentioned above, your goodself, the Chairperson announced that the Unsecured Creditors can exercise their voting rights by way of Poll, for which Polling Papers were made available at the Venue of the Meeting.
  - ii. One empty ballot box kept for polling was locked in my presence and in the presence of Ms. Dipti Ghosh.
  - iii. After the conclusion of voting by way of Poll, the locked ballot box was subsequently opened in my presence and in presence of Ms. Dipti Ghosh and Ms. Abhijit Nagee and polling papers were scrutinized.
  - iv. The polling papers and the authorizations / proxies lodged with the Company were reconciled with records, maintained by the Company.
  - v. I have relied on information provided by the Company in relation to Unsecured Creditors details including details regarding the authorized representatives and their respective signatures.



5. The result of Voting for the Resolution as contained in the Notice of the Meeting is provided below:

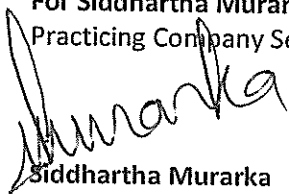
Particulars	Number of Unsecured Creditors present and voting (in person or proxy or Authorised Representative)	Outstanding debt owed by the Company to the unsecured creditors present and voting (in person or proxy or Authorised Representative) (Amount of debt in Rupees)	% of voting
Assent	11	1480587	100
Dissent	0	0	0
Invalid	0	0	0
Total	11	1480587	100

6. Based on the aforesaid result, I report that the Resolution as contained in the Notice of the Meeting has been passed unanimously by the Unsecured Creditors present and voting.

7. The Polling Papers and all other documents and records have been handed over to your goodself, the Chairperson, in accordance with Paragraph 22 of the Order of NCLT.

Thanking you  
Yours faithfully

For Siddhartha Murarka & Co.  
Practicing Company Secretaries

  
Siddhartha Murarka

Partner  
ICSI Membership No. F7527



Date: 22<sup>nd</sup> February, 2018

Place: Kolkata