

NOTICE OF 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the Members of InterGlobe Hotels Private Limited will be held on Wednesday, the 29th day of September, 2021 at 9.30 am at 3rd Floor, Dr. Gopaldas Bhawan, 28, Barakhamba Road, Connaught Place, New Delhi-110001, India, to transact the following business:

ORDINARY BUSINESS:

Item no. 1 – Adoption of Financial Statements

To receive, consider and adopt:

- i. Standalone financial statements of the Company for the year ended March 31, 2021 and the reports of the Board of Directors of the Company (the “**Board**”) and Auditors thereon.
- ii. Consolidated financial statements of the Company for the year ended March 31, 2021 and the reports of the Board and Auditors thereon.

SPECIAL BUSINESS:

Item no. 2 – Appointment of Mr. Marc Descrozaille as director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Marc Descrozaille (DIN: 09002943) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st December, 2020, and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorised to do all such acts, deeds and to sign documents, file form in relation to the aforesaid resolution.”

Item no. 3 – Appointment of Mr. Johny Zakhem as director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Johny Zakhem (DIN: 09002940) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st December,

2020, and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorised to do all such acts, deeds and to sign documents, file form in relation to the aforesaid resolution.”

**By Order of the Board
For InterGlobe Hotels Private Limited**

Place:

Date: Gurgaon

**Pankaj Arora
Company Secretary**

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item no. 2

Mr. Marc Descrozaille (DIN: 09002943) was appointed as an additional director of the Company on December 21, 2020. In terms of provisions of the Companies Act, 2013, he holds office till the date of the ensuing Annual General Meeting. The Board of your Company recommends the resolution as set out in Item No. 2 for your approval as an Ordinary resolution.

No Director, Key Managerial Personnel or their relatives, except Mr. Marc Descrozaille is interested or concerned in the resolution.

Item no. 3

Mr. Johny Zakhem (DIN: 09002940) was appointed as an additional director of the Company on December 21, 2020. In terms of provisions of the Companies Act, 2013, he holds office till the date of the ensuing Annual General Meeting. The Board of your Company recommends the resolution as set out in Item No. 2 for your approval as an Ordinary resolution.

No Director, Key Managerial Personnel or their relatives, except Mr. Mr. Johny Zakhem is interested or concerned in the resolution.

**By Order of the Board
For InterGlobe Hotels Private Limited**

**Place:
Date: Gurgaon**

**Pankaj Arora
Company Secretary**

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U55101DL2004PTC128567

Name of the Company: InterGlobe Hotels Private Limited

Registered Office: 3rd Floor, Dr. Gopaldas Bhawan, 28, Barakhamba Road, Connaught Place, New Delhi-110001

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual general meeting of the company, to be held on Wednesday, the 29th day of September, 2021 at 9.30 am at 3rd Floor, Dr. Gopaldas Bhawan, 28, Barakhamba Road, Connaught Place, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolutions:

Resolution No

1. To receive, consider and adopt:
 - (i) Standalone financial statements of the Company for the year ended March 31, 2021 and the reports of the Board of Directors of the Company (the “**Board**”) and Auditors thereon.
 - (ii) Consolidated financial statements of the Company for the year ended March 31, 2021 and the reports of the Board and Auditors thereon.

Special Resolution:

Resolution No

2. Appointment of Mr. Marc Descrozaille as Director of the Company.
3. Appointment of Mr. Johny Zakhem as Director of the Company.

Signed this..... day of..... 2021

Signature of shareholder



ATTENDANCE SLIP

Registered Folio No..... (or)

Demat Account No..... D.P. ID. No

Name of shareholder(s).....

I/ We certify that I am/ we are Member(s)/ Proxy of the Member(s) of the Company holding..... shares.

I hereby record my presence at the 17th Annual General Meeting of the Company for the year ended March 31, 2021 to be held on Wednesday, the 29th day of September, 2021 at 9.30 am at 3rd Floor, Dr. Gopaldas Bhawan, 28, Barakhamba Road, Connaught Place, New Delhi-110001.

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Signature of Member / Proxy

Notes:

1. A member or his duly appointed Proxy who wishes to attend the meeting must complete this attendance slip and hand it over at the entrance;
2. Name of the Proxy in block letters (in case the Proxy attends the meeting);
3. Those who hold shares in demat form to quote their demat account number and depository participant (D.P.) ID. number.

Route Map

Venue of the AGM: 3rd Floor, Dr. Gopaldas Bhawan, 28, Barakhamba Road, Connaught Place, New Delhi-110001

Landmark: Near Barakhamba Metro Station



Annexure

Details of Director seeking appointment, as required Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of Director	Mr. Marc Descrozaille (DIN: 09002943)
Age	47 Years
Date of First Appointment on the Board	December 21, 2020
Qualification(s)	MBA Finance and Financial Management Services from Cornell Essec. MBA, Hospitality, Finance, Marketing from Essec Business School. Bachelor of Hotel Management from Ecole Hoteliere de Lusanne.
Shareholding in the Company	Nil
Experience	25 years
Terms and conditions of appointment/ re-appointment along with the remuneration sought to be paid and the remuneration last drawn by such person	Appointment as Director on terms and conditions as per applicable provisions of Companies Act, 2013.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil
Number of meetings of the board attended during the year	1
Other Directorships	AAPC India Hotel Management Pvt. Ltd. Movenpick Hotels and Resorts Management FZ-LLC MH&R Morocco LLC (Morocco) MH&R Ghanna AccorHotels South Africa
Committee positions held in other Companies	Nil

Name of Director	Mr. Johny Zakhem
Age	53
Date of First Appointment on the Board	December 21, 2020
Qualification(s)	Chartered Certified accountant with ACCA qualification. (No 4549566) as well as UAE Chartered accountant
Shareholding in the Company	Nil
Experience	30 years
Terms and conditions of	Appointment as Director on terms and conditions as

appointment/ re-appointment along with the remuneration sought to be paid and the remuneration last drawn by such person	per applicable provisions of Companies Act, 2013.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil
Number of meetings of the board attended during the year	1
Other Directorships	Belle Rivière Hotel LTD (Mauritius) Accent Hotels Private Limited Srilanand Mansions Private Limited Techpark Hotels Private Limited Caddie Hotels Private Limited Triguna Hospitality Ventures (India) Private Limited Shree Naman Hotels Private Limited AAPC India Hotel Management Pvt. Ltd.
Committee positions held in other Companies	Nil