

**NOTICE**

**INTERGLOBE HOTELS PRIVATE LIMITED**

Shorter Notice is hereby given that the Extraordinary General Meeting of the Members of InterGlobe Hotels Private Limited will be held on Tuesday, February 28, 2023, at 10:00 A.M. at Ground Floor, Block 2, DLF Corporate Park, DLF City Phase III, Gurgaon -122002, to transact the following business:

**SPECIAL BUSINESS**

**1. TO CONSIDER AND APPROVE CONVERSION OF TERM LOAN TO BE AVAILED FROM CENTRAL BANK OF INDIA INTO EQUITY SHARES OF THE COMPANY**

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

**RESOLVED FURTHER THAT** pursuant to Section 62(3) and any other applicable provisions, if any, of The Companies Act, 2013 and Rules made thereunder and subject to such approval(s) and condition(s), if any, consent of the Shareholders is hereby accorded to the Company to convert whole or any part of the term loan facility to be availed from Central Bank of India (“CBI”) into equity shares of the Company as per the terms, conditions and securities mentioned in NBG approval letter reference number MODG/IGHPL/2022-23 dated 02-06-2022 and on any other terms and conditions (including the security(ies)) which may be stipulated by the Bank and intimated to the Company from time to time, with reference to the term loan facilities mentioned below:

<b>Facility Description</b>	<b>Amount</b>
Fresh Term Loan for Construction of Hotel at RMR Road, Bangalore (Project) (“ <b>Facility-1</b> ”)	Upto INR. 130,00,00,000/- (Indian Rupees One Thirty crores only)
Term Loan (to takeover existing outstanding Term Loan of INR 34.18 Crores) (“ <b>Facility-2</b> ”)	Upto INR. 35,00,00,000/- (Rupees Thirty-Five crores only)

**RESOLVED FURTHER THAT** Company’s Board of Directors (the Board) be and are hereby authorized to offer, issue and allot fully paid-up equity shares (carrying voting rights) of the Company to CBI providing the Facility -1 and Facility-2, in accordance with applicable laws, in furtherance to the aforesaid resolution.

**RESOLVED FURTHER THAT** the equity shares to be so allotted and issued pursuant to the aforementioned conversion shall rank pari-passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such act(s), deed(s) and thing(s), as it may in its absolute discretion deem necessary, proper or desirable or as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and to settle any question, difficulty or doubt that may arise in this regard and to do all such other act(s), deed(s), matter(s) and thing(s) in connection with or incidental thereto as the Board in its absolute discretion may deem fit, without it being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority to this resolution.”

**Place: February 22, 2023**

**Date: Gurgaon**

**By the order of Board  
InterGlobe Hotels Private Limited**

**Jyoti Upmanyu  
Company Secretary**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF. A Proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Every member entitled to vote at the Extraordinary General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Extraordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 1 is enclosed and forms part of this notice.
4. The Members are informed that in the case of joint holder(s) attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Notice of the Extraordinary General Meeting along with other requisite documents, if any will be sent to the members to their registered address by permitted mode. The documents, if any, referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 10:00 a.m. and 1:00 p.m. up to the date of Extra-ordinary General Meeting and will also be available for inspection at the meeting.
6. Corporate members/Societies are requested to send a duly certified copy of the board of directors'/governing bodies resolution/power of attorney authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.

## **EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE**

The Shareholders are informed that the Company is proposing to obtain a term loan upto INR 130,00,00,000 (Indian Rupees one hundred and Thirteen crores only) from Central Bank of India (“CBI”) and takeover of term loan upto INR 35,00,00,000 (Indian Rupees Thirty-Five crores only) from Tata Capital Financial Services Limited by CBI, for construction of five-star hotel at RMR Road Bangalore. For this loan, Security is given on exclusive charge on entire present and future assets of Project including mortgage over leasehold rights on land of the RMR, Bangalore Project and Collateral security on Exclusive mortgage over IBIS hotel situated at Bombay Walon ka Bagh, Village Madrampura, Ajmer Road, Tehsil and District Jaipur, Rajasthan for securing the loan with the option of conversion the loan into equity, in the event the Company defaults under the loan.

The shareholders are informed that pursuant to Section 62(3) and any other applicable provisions, if any, of The Companies Act, 2013 and Rules made thereunder and subject to such approval(s) and condition(s) as may be applicable and such modification(s), consent of the shareholders is required by way of a special resolution for converting whole or any part of the term loan, upto an amount not INR 130,00,00,000 (Indian Rupees one hundred and Thirteen crores only) from Central Bank of India (“CBI”) and takeover of term loan upto INR 35,00,00,000 (Indian Rupees Thirty-Five crores only) from Tata Capital Financial Services Limited by CBI, into the equity shares of the Company

Shareholders of the Company are hereby further informed that section 62(3) of the Companies Act, 2013 inter alia provides that nothing in section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to loan raised by the company to convert such loans into shares in the Company provided that the terms of loan containing such an option have been approved before raising of loan by a special resolution passed by the company in general meeting.

Accordingly, the Board of Directors of the Company hereby recommends the resolution as above, to enable the CBI providing the term Loan, to convert without requiring any further approval of shareholders of the Company, the whole or part of their respective outstanding term Loan into equity shares of the Company, upon such terms and conditions as may be agreed subject to the applicable laws.

None of the Directors and Key Managerial Personnel of the Company and their relatives are interested/ concerned, whether financial or otherwise, in this resolution.

**Place: February 22, 2023**  
**Date: Gurgaon**

**By the order of Board**  
**InterGlobe Hotels Private Limited**

**Jyoti Upmanyu**  
**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:** Third Floor, Dr. Gopal Das Bhawan, 28, Barakhamba Road, New Delhi DL 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 Extra Ordinary General Meeting of the company, to be held on the Tuesday, February 28, 2023, at 10:00 A.M. on shorter notice at Ground Floor, Block 2, DLF Corporate Park, DLF City Phase III, Gurgaon - 122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Registered Office**  
3rd Floor, Dr. Gopaldas Bhawan,  
Barakhamba Road, Connaught Place,  
New Delhi-110 001, India  
T +91 11 4351 3100

**InterGlobe Hotels Pvt. Ltd.**  
Block 2A & 2B, DLF Corporate Park  
DLF City, Phase III,  
Gurugram-122002  
Haryana, India

T +91 124 439 2900  
F +91 124 439 2959  
CIN U55101DL2004PTC128567  
www.interglobehotels.com  
info@interglobe.com

**Special Resolution:**

Resolution No

1. To consider and approve conversion of term loan to be availed from Central Bank of India into Equity Shares of the Company.

Signed this..... day of..... 2023

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 Extra Ordinary General Meeting of the Company to be held on Tuesday, February 28, 2023, at 10:00 A.M. on shorter notice at Ground Floor, Block 2, DLF Corporate Park, DLF City Phase III, Gurgaon -122002.

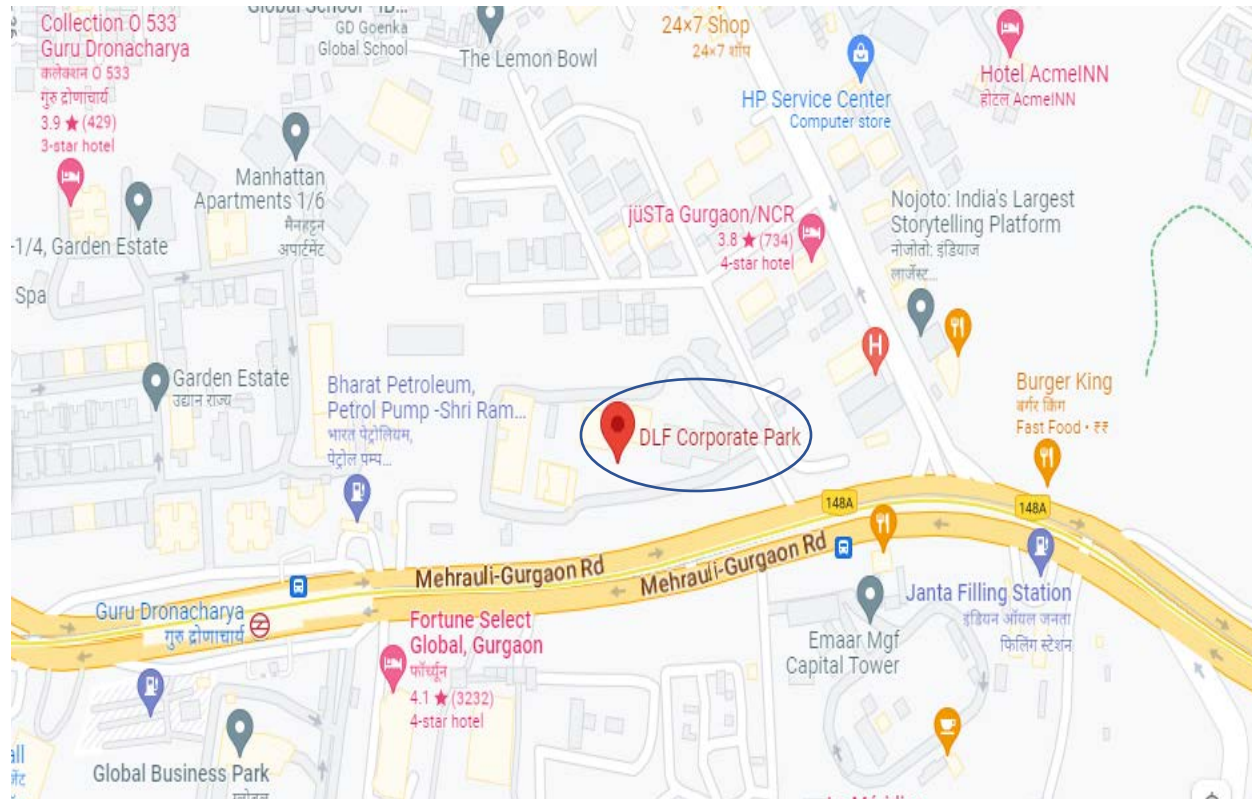
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Signature of Member / Proxy

### 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



**Registered Office**  
3rd Floor, Dr. Gopaldas Bhawan,  
Barakhamba Road, Connaught Place,  
New Delhi-110 001, India  
T +91 11 4351 3100

**InterGlobe Hotels Pvt. Ltd.**  
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