

**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 Thursday, September 14, 2023 at 10 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 INTO EQUITY TO BE AVAILED FROM ADITYA BIRLA FINANCE LIMITED**

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 **Aditya Birla Finance Limited** (“**ABFL**”) into equity shares of the Company as per the terms, conditions and securities mentioned in Sanction letter reference number ABFL/INFRA/CAL/4249 dated 27 July 2023 and on any other terms and conditions (including the security(ies)) which may be stipulated by the ABFL and intimated to the Company from time to time, with reference to the term loan facility mentioned below:

<b>Facility Description</b>	<b>Amount</b>
Term Loan for <ul style="list-style-type: none"> <li>• Refinance / Repayment of existing debt</li> <li>• Capital expenditure of under - construction/operational hotels</li> <li>• Reimbursement of capex infused up to 24 months prior to the first disbursement</li> <li>• Reimbursement of Investment in subsidiaries up to 24 months prior to the first disbursement</li> </ul>	Upto INR 75 Crore

**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 ABFL providing the term loan facility, 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:** Gurugram  
**Date:** 11/09/2023

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

**Sd/-  
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 75,00,00,000/- (Indian Rupees Seventy Five Crore Only ) from Aditya Birla Finance Limited (“**ABFL**”) on the terms and conditions mentioned in the ABFL/INFRA/CAL/4249 dated 27 July 2023, for refinance / repayment of existing debt, capital expenditure of under -construction/operational hotels, reimbursement of capex infused up to 24 months prior to the first disbursement and reimbursement of investment in subsidiaries up to 24 months prior to the first disbursement. The loan shall be secured by security interest on the following assets of Ibis Goa and Ibis Kochi (“Selected Properties”):
  - First exclusive charge by way of mortgage on the leasehold rights in the land forming part of the Selected Properties together with all the structures and appurtenances thereon and there under, both present and future
  - First exclusive charge by way of hypothecation of all the movable fixed and current assets of Selected Properties, both present and future
  - First charge on the “Designated Collection Account” of Selected Properties into which all the cashflows of the Selected Properties will be routed.

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 exceeding INR 75,00,00,000 (Indian Rupees seventy five crores only) from ABFL into the equity shares of the Company as per the terms and conditions mentioned in the sanction letter reference number ABFL/INFRA/CAL/4249 dated 27 July 2023.

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 ABFL providing the term Loan, to convert without requiring any further approval of shareholders of the Company, the whole or part of the 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:** Gurugram  
**Date:** 11/09/2023

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

**Sd/-**  
**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 Thursday, September 14, 2023, at 10 A.M. 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:

**Special Resolution:**

Resolution No

1. To consider and approve conversion of Term Loan into equity to be availed from Aditya Birla Finance Limited

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 Thursday, September 14, 2023, at 10 A.M. at Ground Floor, Block 2, DLF Corporate Park, DLF City Phase III, Gurgaon -122002

Signature of Member / Proxy

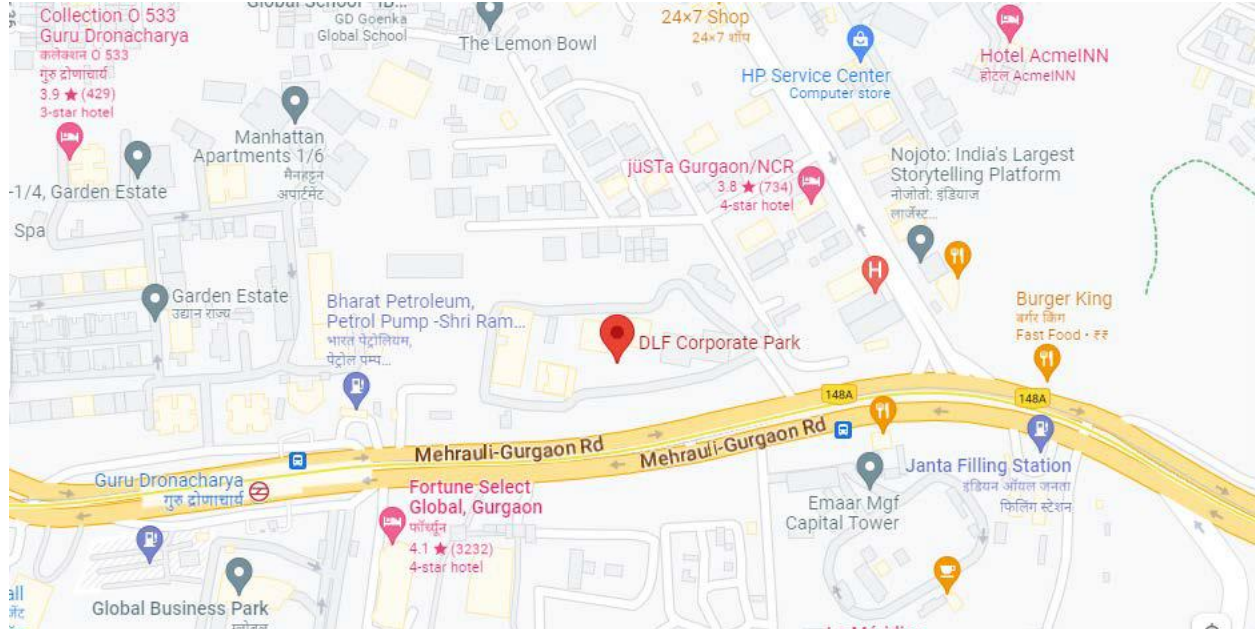
### Notes:

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: Ground Floor, Block 2, DLF Corporate Park, DLF City Phase III, Gurgaon -122002



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

**InterGlobe Hotels Pvt. Ltd.**  
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