

INTERGLOBE HOTELS PRIVATE LIMITED

Notice is hereby given that the Extraordinary General Meeting of the Members of InterGlobe Hotels Private Limited will be held on Thursday, January 11, 2024 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 INTO EQUITY THE LOAN TO BE AVAILED FROM KOTAK MAHINDRA BANK 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 below mentioned term loans and working capital facilities to be availed from Kotak Mahindra Bank Limited (“**Kotak**”) into equity shares of the Company as per applicable laws on terms and conditions agreed between the Company and Kotak:

Facility Description	Amount
Term Loan -3	INR 45,00,00,000/- (Rupees Forty-Five crores only)
Term Loan -4	INR 50,25,00,000/- (Rupees Fifty crores and twenty five lakhs only)
Working Capital (Overdraft+ Bank Guarantee)	INR 10,00,00,000/- (Rupees Ten crores only)

RESOLVED FURTHER THAT Company’s Board of Directors be and are hereby authorized to offer, issue and allot fully paid-up equity shares (carrying voting rights) of the Company to Kotak, 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 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.”

2. TO CONSIDER AND APPROVE CONVERSION INTO EQUITY THE LOAN TO BE AVAILED FROM AXIS BANK 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 below mentioned term loans, working capital fund based and working capital non fund based facilities to be availed from Axis Bank Limited (and in which any Bank or Financial Institution may be invited to participate), collectively “**Lenders**”, into equity shares of the Company as per applicable laws and on terms and conditions agreed between the Company and the Lenders:

Facility Description	Amount
Term Loan -4 for taking over of existing RTLs including ECLGS Facilities as mutually agreed	INR 330, 00,00,000 (Indian Rupees Three Hundred Thirty Crores only)
Term Loan -5 for part funding of fresh capex for routine normal capex/ refurbishment of existing hotels of the IGH	INR 70,00,00,000 (Indian Rupees Seventy Crores only)

Working capital- Fund based	INR 25,00,00,000/- (Indian Rupees Twenty five crores only)
Working capital- Non fund based	INR 10,00,00,000/- (Indian Rupees Ten crores only)

RESOLVED FURTHER THAT Company's Board of Directors be and are hereby authorized to offer, issue and allot fully paid-up equity shares (carrying voting rights) of the Company to the Lenders, 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 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: 15/12/2023

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 FOR ITEM NO. 1

- The Shareholders are informed that the Company is proposing to avail term loan credit facility of upto INR 95,25,00,000 (Indian Rupees Ninety five crores twenty five lakhs only) and Working Capital facility of INR 10,00,00,000 (Rupees Ten crores only) from Kotak Mahindra Bank Limited (“Kotak”) on the terms and conditions mentioned in the sanction letter CCG/20092023/8183A dated November 08, 2023. The loan shall be secured by security interest on the following assets:
 - Exclusive charge on immovable property being land and building relating to IBIS Kolkata Hotel situated at Kolkata.
 - Exclusive charge by way of hypothecation of all the movable fixed assets relating to IBIS Kolkata Hotel.
 - Exclusive charge on all the current assets relating to IBIS Kolkata Hotel.
- 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 credit facility of upto INR 95,25,00,000 (Indian Rupees Ninety five crores twenty five lakhs only) and working capital facility of INR 10,00,00,000 (Rupees Ten crores only)) from Kotak into the equity shares of the Company as per the applicable laws.
- Shareholders of the Company are 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 Kotak 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 and working capital loan into equity shares of the Company, upon such terms and conditions as may be agreed subject to 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.

EXPLANATORY STATEMENT FOR ITEM NO. 2

- The Shareholders are informed that the Company is proposing to avail term loan credit facility of upto INR 400,00,00,000 (Indian Rupees Four Hundred Crores only), working capital fund based and working capital non fund based of INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) and INR 10,00,00,000 (Indian Rupees Ten Crores only) respectively from Lenders on the terms and conditions mentioned in the sanction letter placed before the Shareholders. The loan shall be secured by security interest on the following assets:
 - a) Exclusive charge by way of equitable mortgage over the immovable properties (both and present future) of the Borrower pertaining to the following hotels:
 - Ibis Bengaluru Hosur Road
 - Ibis Chennai Sipcot
 - Ibis Gurgaon Golf Course Road
 - Ibis Pune Viman Nagar
 - b) Exclusive charge by way of leasehold rights in the immovable properties (both and present future) of the Borrower pertaining to the following hotels:
 - Ibis Bengaluru City Centre
 - Ibis Mumbai Airport
 - Ibis Nashik
 - Ibis Navi Mumbai
 - c) Exclusive charge by way of hypothecation on all the movable properties of the Borrower pertaining to the above mentioned 8 hotel units, including furniture fixtures & equipment's and all other movable assets;
 - d) Exclusive charge over current assets including stocks, receivables, advances, bank accounts, etc. of the above-mentioned 8 hotels forming part of the Restricted Group.
- 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 credit facility of upto INR 400,00,00,000 (Indian Rupees Four Hundred Crores only), working capital fund based and working capital non fund based of INR 25,00,00,000 (Indian Rupees Twenty-Five Crores only) and INR 10,00,00,000 (Indian Rupees Ten Crores only) respectively from Lenders into the equity shares of the Company as per applicable laws.

- Shareholders of the Company are 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 Lenders providing the term Loans and working capital fund based and non-fund based facilities, to convert without requiring any further approval of shareholders of the Company, the whole or part of the outstanding term loan and working capital fund based and non fund based 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: 15/12/2023

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:.....

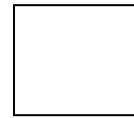
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the Thursday, September 14, 2023, at 10 A.M. at Ground Floor, Block 2, DLF Corporate Park, DLF City Phase III, Gurgaon -122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Resolution:

Resolution No

1. To consider and approve conversion of Loans into equity to be availed from **Kotak Mahindra Bank Limited**
2. To consider and approve conversion of Loan into equity to be availed from **Axis Bank Limited**

Signed this..... day of..... 2024
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, January 11, 2024, at 10 A.M. at Ground Floor, Block 2, DLF Corporate Park, DLF City Phase III, Gurgaon -122002

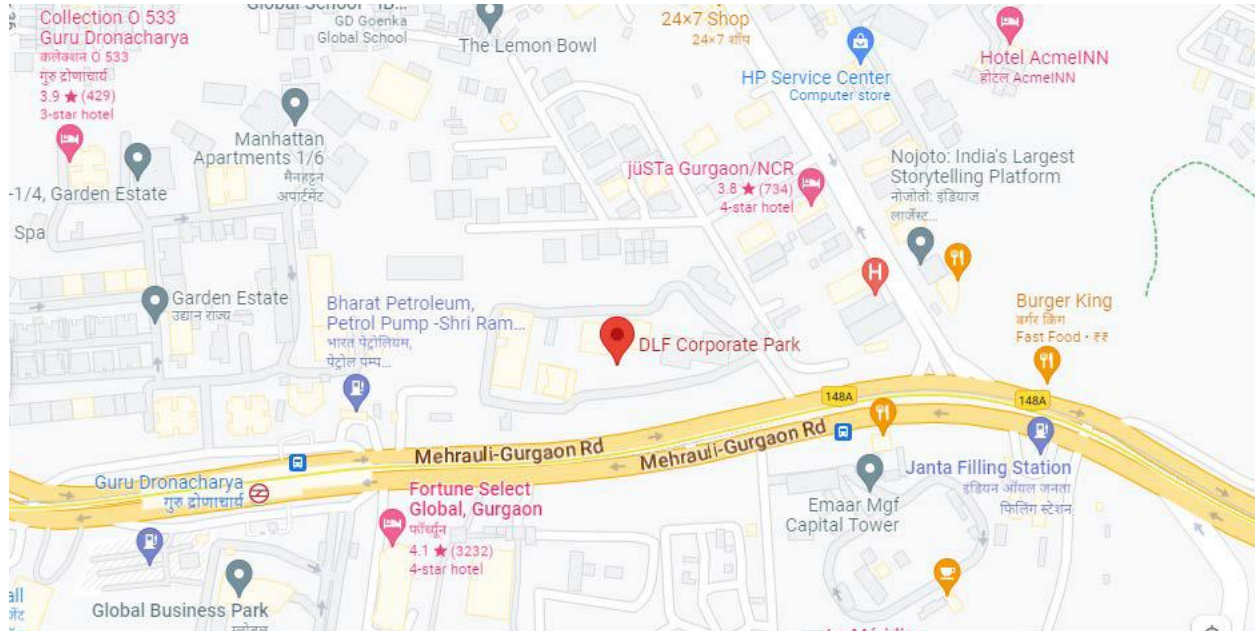
Signature of Member / Proxy

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



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