

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH  
COMPANY SCHEME APPLICATION NO. CA(CAA)1117/MB/2020**

**In the matter of:**

**The Companies Act, 2013**

**and**

**In the matter of:**

**Application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013**

**and**

**In the matter of:**

**Scheme of Arrangement and Amalgamation amongst**

**BELAIRE HOTELS PRIVATE LIMITED ("Transferor No. 1 / Applicant Company No. 1") AND  
SEAPEARL HOTELS PRIVATE LIMITED ("Transferor No. 2 / Applicant Company No. 2") AND CHALET HOTELS  
LIMITED ("Transferee / Applicant Company No. 3") AND their respective Shareholders and Creditors**

**FORM NO. CAA 2**

**[Pursuant to Section 230(3) of the Companies Act, 2013 and Rules 6 & 7 of the Companies (Compromises,  
Arrangement & Amalgamation) Rules, 2016]**

**NOTICE FOR MEETING OF THE PREFERENCE SHAREHOLDERS OF CHALET HOTELS LIMITED, TRANSFEREE  
COMPANY, AS PER DIRECTION OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

To,

The Preference Shareholders of Chalet Hotels Limited (the "Applicant Company No. 3"):

**NOTICE** is hereby given that by an order ("**Order**") dated February 05, 2021, the Mumbai Bench of the Hon'ble National Company Law Tribunal ("**Hon'ble NCLT**") in the above mentioned Company Scheme Application has, *inter-alia*, directed that a Meeting of the Preference Shareholders of the Applicant Company No. 3 be held on Monday, April 12, 2021 at 12.00 noon IST, to consider, and if thought fit, approve the Scheme of Arrangement and Amalgamation between Belaire Hotels Private Limited, Seapearl Hotels Private Limited and Chalet Hotels Limited and their respective Shareholders and Creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") (the "**Scheme**" or "**Scheme of Amalgamation**").

In pursuance of the said Order and as directed therein, Notice is hereby given that a Meeting of the Preference Shareholders of the Company will be held at Raheja Tower, Plot No. C-30, Block G, Bandra Kurla Complex, Bandra East, Mumbai 400051 on Monday, April 12, 2021 at 12.00 noon IST, at which date and time, the said Preference Shareholders are requested to attend and vote thereon.

The Hon'ble NCLT has appointed Ms. Prachi Wazalwar, Practising Advocate or in her absence Mr. Milind Wadekar as the Chairperson for the Meeting of the Preference Shareholders of the Applicant Company No. 3 and for any adjourned meeting thereof. The proposed Scheme of Arrangement and Amalgamation, if approved by the Preference Shareholders at the Meeting, will be subject to the subsequent approval of the Hon'ble NCLT.

The Board of Directors of the Company, at its meeting held on August 11, 2020, has approved the above-mentioned Scheme of Arrangement and Amalgamation, subject to the requisite approvals, and subject to the sanction of the Hon'ble NCLT and of such other authorities as may be necessary.

The voting rights of Preference Shareholders shall be in proportion to their shareholding in the Company as on the close of business hours on Friday, April 09, 2021 ("Cut-off date").

The Preference Shareholders are requested to consider and if thought fit, pass with requisite majority, the following resolution proposed under Sections 230 to 232 and other applicable provisions of the Act and the provisions of the Memorandum of Association and Articles of Association of the Applicant Company No. 3, with or without modification:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other Rules, Circulars and Notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Mumbai Bench of the Hon'ble National Company Law Tribunal and such other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunals, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the Hon'ble National Company Law Tribunal, or by any regulatory or other authorities or tribunals, while granting such consents, approvals and permissions,

which may be agreed to by the Board of Directors of the Company, the proposed amalgamation embodied in the Scheme of Arrangement and Amalgamation amongst Belaire Hotels Private Limited and Seaparl Hotels Private Limited and Chalet Hotels Limited and their respective Shareholders and Creditors (hereinafter referred to as the “**Scheme**”), be and is hereby approved with or without modification(s) and for conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench of the Hon’ble National Company Law Tribunal while sanctioning the Scheme and/or by any Governmental authority.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Mumbai Bench of the Hon’ble National Company Law Tribunal while sanctioning the Scheme, or by any Governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the Securities and Exchange Board of India, the Mumbai Bench of the Hon’ble National Company Law Tribunal, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.”

A copy of the Notice along with the Attendance Slip and Proxy Form, Explanatory Statement under Sections 230 to 232 of the Act, read with Section 102 of the Act and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with copy of the Scheme and other annexures are enclosed herewith and have been uploaded on the website of the Company [www.chalet-hotels.com/amalgamation/](http://www.chalet-hotels.com/amalgamation/) and can also be obtained free of charge from the Registered Office of the Applicant Company No. 3 up to the date of conclusion of the Meeting i.e. Monday, April 12, 2021 on any working day between 10.00 a.m. to 5.00 p.m. (IST).

Dated March 08, 2021, at Mumbai

**By Order of the Hon’ble National Company Law Tribunal, Mumbai Bench**

Sd/-

**Adv. Prachi Wazalwar**

**Chairperson appointed by Hon’ble NCLT**

Registered Office: Raheja Tower, Plot No. C-30, Block G, Bandra Kurla Complex,  
Bandra East, Mumbai 400051.

CIN: L55101MH1986PLC038538

**Notes:**

1. The Explanatory Statement pursuant to Section 102(1) and 230(3) of the Companies Act, 2013 ('the Act') relating to the business to be transacted at the Hon'ble NCLT Convened Meeting ('Meeting') is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Proxy in the prescribed form (i.e. Form No. MGT-11) as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not later than 48 (Forty Eight) hours before the commencement of the Meeting.
3. A person can act as proxy on behalf of Members up to and not exceeding 50 (fifty) and holding in aggregate not more than 10% (Ten percent) of the total share capital of the Company carrying voting rights. Proxies submitted on behalf of Corporate Members must be supported by an appropriate resolution/authority, as applicable. A Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.
4. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Members / Proxies / Authorised representatives are requested to bring the Attendance Slip(s) duly filled in at the Meeting.
6. Corporate Members are requested to send duly certified copy of the Board Resolution authorizing their representative(s) pursuant to Section 113 of the Act, to attend and vote on their behalf.
7. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. General Instructions for Members:
  - a. In case of any query and / or grievance, in respect of attending the Meeting, Members may contact the Company at [companysecretary@chalethotels.com](mailto:companysecretary@chalethotels.com) for any further clarifications.
  - b. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, April 09, 2021.
9.
  - a. The Hon'ble NCLT has appointed Mr. Avinash Bagul of Avinash Bagul & Associates, Practicing Company Secretary, to act as the Scrutiniser to scrutinise the voting process in a fair and transparent manner and Mr. Avinash Bagul has communicated his willingness to be appointed and be available for the purpose.
  - b. The Scrutiniser shall, after the conclusion of the Meeting, count the votes cast in presence of at least two witnesses not in the employment of the Company, and make a Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.

### Route Map for Venue

Raheja Tower, Plot No. C-30, Block G, Bandra Kurla Complex, Bandra East, Mumbai 400051





**Chalet Hotels Limited**

Regd. Office: Raheja Tower, Plot No. C-30, Block G, Next to Bank of Baroda, Bandra Kurla Complex, Bandra East, Mumbai 400051.

CIN: L55101MH1986PLC038538

Tel: +91-22-26564000 Fax: +91-22-26565451

Email: [companysecretary@chalethotels.com](mailto:companysecretary@chalethotels.com)

Website: [www.chalethotels.com](http://www.chalethotels.com)

**ATTENDANCE SLIP**

Sr. No.: \_\_\_\_\_

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholder(s)	
Joint Holder(s)	
Name of the Proxy / Authorised Representative	
No. of Preference Shares held	

I / We hereby record my / our presence at the Meeting of the Company convened pursuant to the Order dated February 05, 2021 of the Hon'ble National Company Law Tribunal, Mumbai Bench held on Monday, April 12, 2021 at 12:00 noon IST at Raheja Tower, Plot No. C-30, Block G, Next to Bank of Baroda, Bandra Kurla Complex, Bandra East, Mumbai 400 051.

**SIGNATURE OF THE MEMBER /  
JOINT MEMBER(S) / PROXY /  
AUTHORISED SIGNATORY**

Note: Shareholder / Proxy holder who wish to attend the Meeting must bring the duly signed Attendance Slip to the Meeting and hand over the same at the entrance of the Meeting venue.



**Chalet Hotels Limited**

Regd. Office: Raheja Tower, Plot No. C-30, Block G, Next to Bank of Baroda, Bandra Kurla Complex, Bandra East, Mumbai 400051.

CIN: L55101MH1986PLC038538

Tel: +91-22-26564000 Fax: +91-22-26565451

Email: [companysecretary@chalethotels.com](mailto:companysecretary@chalethotels.com)

Website: [www.chalethotels.com](http://www.chalethotels.com)

**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]

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

DP ID: \_\_\_\_\_ Client ID: \_\_\_\_\_

I / We, being the Preference Shareholder(s) of Chalet Hotels Limited holding \_\_\_\_\_ Preference Shares of the Company, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her;

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her;

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her;

whose signatures are appended above, as my/our proxy to attend and vote (including on a poll) for me/us and on my/our behalf at the Meeting of the Company, to be held on Monday, April 12, 2021 at 12:00 noon IST at Raheja Tower, Plot No. C-30, Block G, Next to Bank of Baroda, Bandra Kurla Complex, Bandra East, Mumbai 400 051 and at any adjournment thereof in respect of such resolution as indicated below:

Sl. No.	Description of Resolution	I/We assent to the Resolution (FOR) (Number of Shares)	I/We dissent to the Resolution (AGAINST) (Number of Shares)
1.	Approval of the Scheme of Arrangement and Amalgamation amongst Belaire Hotels Private Limited and Seapearl Hotels Private Limited and Chalet Hotels Limited and their respective Shareholders and Creditors		

Signed this \_\_\_\_ day of \_\_\_\_\_, 2021



\_\_\_\_\_  
Signature of Proxy Holder(s)

\_\_\_\_\_  
Signature of Member(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**