

May 06,2023

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051.

Scrip Code: CHALET

BSE Limited

Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Scrip Code: 542399

Dear Sir / Madam,

Subject: Notice of Postal Ballot

Ref: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice along with the Explanatory Statement thereto ('Notice'), dated Monday, May 01, 2023, whereby the Company is seeking approval of the Members in respect of Special Business (by way of Special Resolutions) as detailed herein below:

- **Approval for re-appointment of Mr. Hetal Gandhi (DIN: 00106895) as an Independent Director of the Company**
- **Approval for re-appointment of Mr. Joseph Conrad D'Souza (DIN: 00010576) as an Independent Director of the Company**
- **Approval for re-appointment of Mr. Arthur William DeHaast (DIN: 07893738) as an Independent Director of the Company**
- **Approval for re-appointment of Ms. Radhika Piramal (DIN: 02105221) as an Independent Director of the Company**

In compliance with Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, voting on the resolutions is being proposed by electronic means i.e. through remote e-voting and Notice has been sent only in electronic mode to all those Members whose names appear in the Register of Members and whose e-mail addresses are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent of the Company or with the Depository Participant(s) as on the cut-off date of May 04, 2023. The procedure and detailed instructions for remote e-voting on the Postal Ballot are set out in the Notice.

The Company has engaged the services of KFin for facilitating remote e-voting to enable the Members to cast their votes electronically.

The said Notice is also hosted on the Company's website www.chalet-hotels.com and website of the remote e-voting service provider i.e. KFin at <https://evoting.kfintech.com>.

Key information pertaining to the Postal Ballot is as follows:

Particulars	Details
Cut-off date for e-voting	Thursday, May 04, 2023
E-voting Start Date and Time	Sunday, May 07, 2023, at 9.00 a.m. (IST)
E-voting End Date and Time	Monday, June 05, 2023, at 5.00 p.m. (IST)
Result of Postal Ballot	On or before Wednesday, June 07, 2023

We request you to take the aforementioned information on record.

Thanking You.

Yours faithfully,

For **Chalet Hotels Limited**

Christabelle Baptista
Company Secretary and Compliance Officer

Enclosed: As above

Chalet Hotels Limited

Regd. Off.: Raheja Tower, Plot No.C-30, Block 'G', Next to Bank of Baroda, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

Phone : +91-22-2656 4000 Fax : +91-22-2656 5451 Website : www.chalet-hotels.com

CIN: L55101MH1986PLC038538



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
Website: www.chalethotels.com

NOTICE OF POSTAL BALLOT OF CHALET HOTELS LIMITED

Postal Ballot and E-Voting Details

E-voting Start Date and Time	Sunday, May 7, 2023 at 09.00 a.m.
E-voting End Date and Time	Monday, June 5, 2023 at 05.00 p.m.
Date of Announcement of Result	On or before Wednesday, June 7, 2023
Website for publication of Result	www.chalethotels.com

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CHALET HOTELS LIMITED

CIN: L55101MH1986PLC038538

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

Tel No.: (91-22) 26564000, Fax No.: (91-22) 26565451

Website: www.chalethotels.com Email: companysecretary@chalethotels.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), read with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**'MCA'**), respectively (collectively referred to as the **'MCA Circulars'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings (**'SS-2'**) issued by The Institute of Company Secretaries of India, and pursuant to other applicable laws and regulations, circulars and notifications thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), the Special Resolutions appended below are proposed for approval of the Members of Chalet Hotels Limited (**'Company'**) through Postal Ballot by remote e-voting process (**'Remote E- voting'**). This Notice is being sent through email to all the Members who have registered their email addresses with the Company or Depository / Depository Participants.

In line with the aforementioned MCA Circulars, the companies have been advised to consider and take all decisions requiring Members' approval, other than items of Ordinary Business or business where any person has a right to be heard, by way of Postal Ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis to companies that are required to provide e-voting facility under the Act while transacting any business(es) by Postal Ballot, upto September 30, 2023.

An Explanatory Statement pursuant to the provisions of Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the special resolutions setting out the material facts, along with instructions/procedure for Remote E-voting is annexed for your consideration.

In accordance with the provisions of the MCA Circulars, companies have been permitted to conduct voting on Postal Ballots only by way of Remote E-voting. Hence, physical copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Accordingly, the Company is pleased to offer Remote E-voting facility to the Members to cast their votes electronically and instructions regarding the same are provided in the Notes to the Postal Ballot Notice (**'Postal Ballot Notice'** or **'Notice'**). The Members may note that the Remote E-voting commences on **Sunday, May 7, 2023 from 9.00**

a.m. (IST) and ends on **Monday, June 5, 2023 at 5.00 p.m. (IST)**. The Members are therefore requested to cast their vote **not later than 5:00 p.m. IST on Monday, June 5, 2023** to be eligible for being considered, failing which it will be considered that no vote has been cast by the Member.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice.

The Board of Directors (**Board**) at its meeting held on May 1, 2023, has appointed Mr. Saurabh Agarwal (Membership No: F9290) and in his absence Mr. Omkar Dindorkar (Membership No: A43029), Partners of M/s. MMJB & Associates LLP, Company Secretaries, Mumbai, as Scrutinisers for conducting the Postal Ballot through Remote E-voting in a fair and transparent manner and the Scrutinisers have communicated their willingness to be appointed and be available for the purpose. The Scrutinisers will submit their report to the Chairman of the Company or in his absence to any other person authorised by the Chairman.

The results declared along with the Scrutiniser's Report will be made available on the website of the Company viz. www.chalet-hotels.com and on KFin's website viz. <https://evoting.kfintech.com> and the same shall also be communicated to National Stock Exchange of India Limited and BSE Limited on or before Wednesday, June 7, 2023.

SPECIAL BUSINESS

1. Re-appointment of Mr. Hetal Gandhi (DIN: 00106895) as an Independent Director of the Company:

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Hetal Gandhi (DIN: 00106895), who holds office upto June 11, 2023, and who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and based on the recommendation of the Compensation, Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five years from June 12, 2023 to June 11, 2028.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(a) of the Listing Regulations and all other applicable provisions, Mr. Hetal Gandhi shall be entitled to receive Sitting Fees for attending the meetings of the Board or any Committees thereof, as may be determined by the Board of Directors and commission, if any, subject to the approval of Members of the Company, as may be necessary, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds and things and execute such documentation as may be considered necessary, desirable or expedient to give effect to this resolution.

2. Re-appointment of Mr. Joseph Conrad D'Souza (DIN: 00010576) as an Independent Director of the Company:

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Joseph Conrad D'Souza (DIN: 00010576) who holds office upto June 11, 2023, and who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and based on the recommendation of the Compensation, Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Four years from June 12, 2023 to June 11, 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(a) of the Listing Regulations and all other applicable provisions, Mr. Joseph Conrad D'Souza shall be entitled to receive Sitting Fees for attending the meetings of the Board or any Committees thereof, as may be determined by the Board of Directors and commission, if any, subject to the approval of Members of the Company, as may be necessary, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds and things and execute such documentation as may be considered necessary, desirable or expedient to give effect to this resolution.

3. Re-appointment of Mr. Arthur William DeHaast (DIN: 07893738) as an Independent Director of the Company:

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Arthur William DeHaast (DIN: 07893738) who holds office upto June 11, 2023, and who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and based on the recommendation of the Compensation, Nomination

and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Four years from June 12, 2023 to June 11, 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(a) of the Listing Regulations and all other applicable provisions, Mr. Arthur DeHaast shall be entitled to receive Sitting Fees for attending the meetings of the Board or any Committees thereof, as may be determined by the Board of Directors and commission, if any, subject to the approval of Members of the Company, as may be necessary, from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(76), 188 and 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulations 17 and 23 of the Listing Regulations and all other applicable provisions and further to the recommendation of the Compensation, Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for payment of Professional Fees of GBP 3,750 per day to Mr. Arthur DeHaast (DIN: 07893738), in respect of the services rendered in a professional capacity with authority to the Board of Directors of the Company to approve such revisions to the same, as may be deemed appropriate from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds and things and execute such documentation as may be considered necessary, desirable or expedient to give effect to this resolution.

4. Re-appointment of Ms. Radhika Piramal (DIN: 02105221) as an Independent Director of the Company:

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Company, Ms. Radhika Piramal (DIN: 02105221) who holds office upto June 11, 2023, and who is eligible for re-appointment and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and based on the recommendation of the Compensation, Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five years from June 12, 2023 to June 11, 2028.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(a) of the Listing Regulations and all other applicable provisions, Ms. Radhika Piramal shall be entitled to receive Sitting Fees for attending the meetings of the Board or any Committees thereof, as maybe determined by the Board of Directors and commission, if any, subject to the approval of Members of the Company, as may be necessary, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds and things and execute such documentation as may be considered necessary, desirable or expedient to give effect to this resolution.

By Order of the Board of Directors,
For **Chalet Hotels Limited**

Date: May 1, 2023
Place: Mumbai

Sd/-
Christabelle Baptista
Company Secretary and Compliance Officer

EXPLANATORY STATEMENT/STATEMENT SETTING OUT ALL MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

Item Numbers 1 to 4:

The Board of Directors of the Company had appointed Mr. Hetal Gandhi (DIN: 00106895), Mr. Joseph Conrad D'Souza (DIN: 00010576), Mr. Arthur William DeHaast (DIN: 07893738) and Ms. Radhika Piramal (DIN: 02105221) as Independent Directors of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149 of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for a term of five years from June 12, 2018 to June 11, 2023 and the same was approved by the Members at the Annual General Meeting of the Company held on June 13, 2018. Accordingly, the term of the said Independent Directors is nearing completion.

The Compensation, Nomination and Remuneration Committee, taking into consideration the performance evaluation as well as the background, acumen, experience and contribution, recommended to the Board, the re-appointment of the aforesaid Independent Directors of the Company as the same would be in the interest of the Company. It is being proposed to re-appoint Mr. Hetal Gandhi and Ms. Radhika Piramal as Independent Directors for a second term of Five years and Mr. Joseph Conrad D'Souza and Mr. Arthur William DeHaast as Independent Directors for a second term of Four years, which was approved by the Board of Directors of the Company at the meeting held on May 1, 2023, with effect from June 12, 2023, subject to the approval of the Members of the Company.

The Board of Directors and the Compensation, Nomination and Remuneration Committee have shortlisted the core skills/expertise/competencies required to be collectively possessed by the Board of Directors in the context of the business of the Company for it to function effectively and the core skills/expertise/competencies possessed by the Independent Directors of the Company have been enumerated below.

Sr. No.	Particulars	Hetal Gandhi	Joseph Conrad D'Souza	Arthur DeHaast	Radhika Piramal
1	Industry Knowledge / Expertise		✓	✓	✓
2	Operational Knowledge / Expertise			✓	
3	Leadership Attributes	✓	✓	✓	✓
4	Strategic Planning	✓	✓	✓	✓
5	Risk Management	✓	✓	✓	
6	Financial Acumen	✓	✓	✓	✓
7	Stakeholder Engagement	✓	✓		✓
8	Legal / Regulatory Expertise		✓		
9	Mergers & Acquisitions / Business Development	✓		✓	✓

The aforesaid Independent Directors have submitted and the Company has received:

- (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and

- Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and
- (iii) declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

The said Independent Directors have confirmed that they are not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. Further, in the opinion of the Board of Directors of the Company, they continue to fulfil the conditions for independence specified in the Act and the Listing Regulations and are independent of the management and possess appropriate skills, experience and knowledge. Further, all the Independent Directors have registered their names in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs and the Independent Directors to whom online self-assessment proficiency test was applicable, have completed the same.

As per the provisions of Section 149(10) of the Act, the re-appointment of Independent Directors for a second term requires passing of a Special Resolution. Accordingly, approval of the Members by way of Special Resolutions is being sought for the re-appointment of:

- i. Mr. Hetal Gandhi as an Independent Director for a second term of five years,
- ii. Mr. Joseph Conrad D'Souza as an Independent Director for a second term of four years,
- iii. Mr. Arthur William DeHaast as an Independent Director for a second term of four years,
and
- iv. Ms. Radhika Piramal as an Independent Director for a second term of five years.

A brief profile of the Independent Directors being re-appointed with their experience and expertise in specific functional areas is enumerated below and also given separately as a part of the Annexure to this Notice.

Mr. Hetal Gandhi is the co-founder and Managing Director of Tano India Advisors Private Limited and was previously associated with a diversified financial services company as the head of financial services and as the Chief Executive Officer of ORIX Auto and Business Solutions Limited. He has over 35 years of experience in financial services industry spanning private equity, investment banking and asset financing.

Mr. Joseph Conrad D'Souza has been associated with HDFC Limited since 1984 and is currently Member of Executive Management & Chief Investor Relations Officer. His responsibilities include corporate planning and budgeting, corporate finance and investor relations. He was earlier Treasurer of HDFC. He has also been a consultant in mortgage finance to multilateral institutions in Asia, Africa and Eastern Europe.

Mr. Arthur DeHaast has been associated with Jones Lang LaSalle incorporated since August 4, 1987 in a variety of senior roles, including the Global Chief Executive Officer and then Chairman of its hotels and hospitality group. Currently, he is Chairman of Global Capital Markets Advisory Council, which provides advice on long term strategic matters that could influence the business and undertakes specific projects related to the ongoing growth of Capital Markets. Mr. DeHaast has over 38 years of experience in Hospitality and Real Estate sector and has led many transactional and advisory assignments. He has been elected as a Life Fellow of the Institute of Hospitality. He is also a Member on the Board of InterContinental Hotels Group PLC and a member of the Advisory Board of Scottish Business School, University of Strathclyde, Glasgow and past Chairman of the Institute of Hospitality.

Ms. Radhika Piramal is the Executive Vice Chairperson of V.I.P. Industries Limited since 2017 which is one of India's leading luggage companies. Ms. Piramal was also the Managing Director of V.I.P. Industries Limited from 2010-2017, before which she worked in various sales and marketing roles in V.I.P. from 2000-2004. Outside of V.I.P., she worked as a management consultant with Bain & Company, New York from 2006-2008. Ms. Piramal's leadership has been integral to revitalizing V.I.P Industries' profitable growth.

Mr. Arthur William DeHaast possesses great expertise and knowledge in the hospitality industry and provides valuable suggestions and guidance to the Company and its management from time to time. He provides guidance on the Hotels, the markets and a perspective on the global hospitality industry trends, which are insightful and help the Company towards improving its performance. In order to compensate Mr. Arthur DeHaast, the Company pays Mr. DeHaast professional fees of GBP 3,750 for each day when such professional services are rendered to the Company. These services are of a professional nature and have been approved by the Compensation, Nomination and Remuneration Committee and the Board of Directors as Mr. DeHaast possesses the requisite qualification for the practice of profession as well as domain expertise, in their opinion. Mr. DeHaast has a Bachelors' Degree in Hotel Management from University of Strathclyde. He has been the past Chairman of the Institute of Hospitality and is currently elected as a Life Fellow of the said institute. He is also a Member on the Board of InterContinental Hotels Group PLC and a member of the Advisory Board of Scottish Business School, University of Strathclyde, Glasgow. As per the provisions of Regulation 17(6)(a) of the Listing Regulations, any fees paid to the Non-Executive Directors, including Independent Directors, shall be approved by the Members at a General Meeting.

A draft of the letters of appointment of Mr. Hetal Gandhi, Mr. Joseph Conrad D'Souza, Mr. Arthur William DeHaast and Ms. Radhika Piramal, setting out the terms and conditions of appointment would be made available for inspection to the Members on sending a request along with their DP/Client ID from their registered e-mail address to the Company at companysecretary@chalethotels.com.

Except Mr. Hetal Gandhi, Mr. Joseph Conrad D'Souza, Mr. Arthur William DeHaast and Ms. Radhika Piramal and their respective relatives, none of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the resolutions set out in Item Numbers 1 to 4.

The Board recommends passing of the resolutions as set out in Item Numbers 1 to 4 of the accompanying Notice as Special Resolutions.

By Order of the Board of Directors, For
Chalet Hotels Limited

Date: May 1, 2023
Place: Mumbai

Sd/-
Christabelle Baptista
Company Secretary and Compliance Officer

Annexure

Details of Directors seeking re-appointment pursuant to the provisions of (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by The Institute of Company Secretaries of India:

Particulars	Mr. Hetal Gandhi	Mr. Joseph Conrad D’Souza	Mr. Arthur William DeHaast	Ms. Radhika Piramal
DIN	00106895	00010576	07893738	02105221
Date of Birth	July 29, 1965	January 12, 1960	May 08, 1957	May 27, 1978
Age	57	63	65	44
Date of first appointment on the Board	December 8, 2000	August 16, 2002	August 03, 2017	June 12, 2018
Date of appointment as Independent Director	June 12, 2018	June 12, 2018	June 12, 2018	June 12, 2018
Qualifications	<ul style="list-style-type: none"> - Bachelor of Commerce, University of Mumbai - Chartered Accountant 	<ul style="list-style-type: none"> - Masters of Commerce, University of Mumbai - Diploma in Financial Management, University of Mumbai - Master’s Degree in Business Administration from South Gujarat University - Graduate of the Senior Executive Program from the London Business School 	<ul style="list-style-type: none"> - Bachelors Degree in Hotel Management, University of Strathclyde 	<ul style="list-style-type: none"> - Bachelors Degree in Arts, Brasenose College, University of Oxford - Master’s in Business Administration, Harvard Business School
Experience (including expertise in specific functional areas) / Brief Resume	<p>Mr. Hetal Gandhi is the co-founder and Managing Director of Tano India Advisors Private Limited and was previously associated with a diversified financial services company as the head of financial services and as the Chief Executive Officer of ORIX Auto and Business Solutions Limited. He has over 35 years of experience in financial services industry spanning private equity, investment banking and asset financing.</p>	<p>Mr. Joseph Conrad D’Souza has been associated with Housing Development Finance Corporation Limited since 1984 and is currently Member of Executive Management & Chief Investor Relations Officer. His responsibilities include corporate planning and budgeting, corporate finance and investor relations. He was earlier Treasurer of HDFC. He has also been a consultant in mortgage finance to multilateral institutions in Asia, Africa and Eastern Europe.</p>	<p>Mr. Arthur DeHaast has been associated with Jones Lang LaSalle incorporated since August 4, 1987 in a variety of senior roles, including the Global Chief Executive Officer and then Chairman of its hotels and hospitality group. Currently, he is Chairman of Global Capital Markets Advisory Council, which provides advice on long term strategic matters that could influence the business and undertakes specific projects related to the ongoing growth of Capital Markets. Mr. DeHaast has over 38 years of</p>	<p>Ms. Radhika Piramal is the Executive Vice Chairperson of V.I.P. Industries Limited since 2017 which is one of India’s leading luggage companies. Ms. Piramal was also the Managing Director of V.I.P. Industries Limited from 2010-2017, before which she worked in various sales and marketing roles in V.I.P. from 2000-2004. Outside of V.I.P., she worked as a management consultant with Bain & Company, New York from 2006-2008. Ms. Piramal’s leadership has been integral to revitalizing V.I.P. Industries’ profitable growth.</p>

			experience in Hospitality and Real Estate sector and has led many transactional and advisory assignments. He has been elected as a Life Fellow of the Institute of Hospitality. He is also a Member on the Board of InterContinental Hotels Group PLC and a member of the Advisory Board of Scottish Business School, University of Strathclyde, Glasgow and past Chairman of the Institute of Hospitality.	
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the Explanatory Statement above	As mentioned in the Explanatory Statement above	As mentioned in the Explanatory Statement above	As mentioned in the Explanatory Statement above
Terms and Conditions of Re-appointment or Appointment	As per the resolution at Item No. 1 of the Postal Ballot Notice read with Explanatory Statement thereto.	As per the resolution at Item No. 2 of the Postal Ballot Notice read with Explanatory Statement thereto.	As per the resolution at Item No. 3 of the Postal Ballot Notice read with Explanatory Statement thereto.	As per the resolution at Item No. 4 of the Postal Ballot Notice read with Explanatory Statement thereto.
Remuneration last drawn for 2022-23 (including Sitting Fees)	Rs. 8.5 lakh (Sitting Fees)	Rs. 9 lakh (Sitting Fees)	Rs.22 lakh (Professional Fees) + Rs. 6.25 lakh (Sitting Fees)	Rs. 4.75 lakh (Sitting Fees)
Remuneration proposed to be paid	He shall be entitled to Sitting Fees for attending the meetings of the Board or any Committee thereof and commission, if paid, for succeeding financial years.	He shall be entitled to Sitting Fees for attending the meetings of the Board or any Committee thereof and commission, if paid, for succeeding financial years.	He shall be entitled to Sitting Fees for attending the meetings of the Board or any Committee thereof, Professional Fees and commission, if paid, for succeeding financial year.	She shall be entitled to Sitting Fees for attending the meetings of the Board or any Committee thereof and commission, if paid, for succeeding financial years.
Number of Board Meetings attended during FY 2022-23	5 of 5	5 of 5	5 of 5	4 of 5
Directorships in other Companies	<ol style="list-style-type: none"> 1. AMI Organics Limited 2. Shilpa Medicare Limited 3. Syrma SGS Technology Limited 4. Singer India Limited 5. Tano India Advisors Private Limited 6. SGS Teknics Manufacturing Private 	<ol style="list-style-type: none"> 1. Camlin Fine Sciences Limited 2. HDFC Investments Limited 3. HDFC Education and Development Services Private Limited 4. HDFC Holdings Limited 5. HDFC Sales Private Limited 	<ol style="list-style-type: none"> 1. InterContinental Hotels PLC 	<ol style="list-style-type: none"> 1. V.I.P. Industries Limited 2. Trimode Properties Private Limited 3. Piramal Properties Private Limited 4. DGP Securities Limited 5. Blow Plast Retail Limited

	<p>Limited 7. Inhabitr India Private Limited 8. MAIA Pharmaceuticals Inc</p>	<p>6. Asianet Satellite Communications Limited 7. Juhu Beach Resorts Limited 8. Nations Trust Bank PLC, Sri Lanka 9. Association of Finance Professionals of India (AFPI) 10. Housing Development Finance Corporation PLC, Maldives 11. First Housing Finance (Tanzania) Limited</p>		
<p>Membership/ Chairpersonship of Committees of other Boards</p>	<p>AMI Organics Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Nomination & Remuneration Committee - Chairperson <p>Shilpa Medicare Ltd:</p> <ul style="list-style-type: none"> - Audit Committee - Chairperson <p>Syrma SGS Technology Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Chairperson - Nomination & Remuneration Committee - Chairperson 	<p>Camlin Fine Sciences Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Stakeholders and Relationship Committee - Chairperson - Nomination & Remuneration Committee - Member <p>HDFC Holdings Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Nomination & Remuneration Committee - Chairperson - CSR Committee - Chairperson - Risk Management Committee - Chairperson <p>HDFC Investments Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Corporate Social Responsibility - Chairperson - Risk Management Committee - Chairperson <p>Asianet Satellite Communications Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Chairperson 	<p>InterContinental Hotels PLC:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Corporate Responsibility Committee - Member 	<p>VIP Industries Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Corporate Social Responsibility Committee - Member - Allotment Committee - Member

<p>Juhu Beach Resorts Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Chairperson - Nomination and Remuneration Committee - Member - Corporate Social Responsibility Committee - Member <p>HDFC Sales Private Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Nomination and Remuneration Committee - Member <p>HDFC Education and Development Services Private Limited:</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee - Chairperson - Risk Management Committee - Chairperson <p>Housing Finance Development Corporation, Maldives:</p> <ul style="list-style-type: none"> - Audit Committee - Chairman - Nomination and Remuneration Committee - Member <p>Nations Trust Bank PLC, Sri Lanka:</p> <ul style="list-style-type: none"> - Nominations Committee - Chairman - Human Resources & Remuneration Committee - Member <p>First Housing Finance (Tanzania) Limited:</p> <ul style="list-style-type: none"> - Risk Committee - Chairman - Audit Committee - Member 			
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Listed Entities from which the proposed person has resigned as Director in past 3 years	Windlas Biotech Limited	None	None	None
Shareholding in the Company (including shareholding as a beneficial owner)	NIL	689 Equity Shares	NIL	NIL
Relationship between Directors inter se and Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.

NOTES FOR MEMBERS:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ('the Act') and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed to the accompanying Notice.
2. Pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings, the relevant information in respect of the Directors seeking re-appointment is mentioned in the Annexure and forms an integral part of this Notice.
3. The Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Depository Participants and whose names appear in the Register of Members and/or in the List of Beneficial Owners of the Company received from the Depositories as on Thursday, May 4, 2023 ("Cut-off Date"). If your email address is not registered with the Company/Depositories, please follow the process provided in the 'Instructions for Voting through electronic means (Remote E-voting)', to receive the Postal Ballot Notice.
4. Members may note that the Postal Ballot Notice will also be available on the website of the Company at www.chalethotels.com, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com, and on the website of KFin Technologies Limited ('KFin') at <https://evoting.kfintech.com>.
5. In compliance with Section 108 and Section 110 of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by KFin. Members can vote only through the Remote E-voting and are requested to read the instructions given herein. Members whose names appear on the Register of Members/List of Beneficial Owners as on Thursday, May 4, 2023 i.e. Cut-off date, will be considered for the purpose of Remote E-voting.
6. The voting rights for Equity Shares is one vote per Equity Share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on Thursday, May 4, 2023 i.e. Cut-off date. A person who is not a shareholder on the relevant date should treat this Notice for information purposes only.
7. 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. Thursday, May 4, 2023.

The Members may note that Remote E-voting commences on **Sunday, May 7, 2023 at 9.00 a.m. (IST)** and ends on **Monday, June 5, 2023 at 5.00 p.m. (IST)**. Members are requested to cast their vote through the Remote E-voting process **not later than 5.00 p.m. (IST) on Monday, June 5, 2023** to be eligible for being considered for Remote E-voting. The Remote E-voting module shall be disabled by KFin thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

8. Relevant documents referred to in the Postal Ballot Notice shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on the requests received at companysecretary@chalethotels.com mentioning their name, DP ID and Client ID, until the last date for receipt of votes through Remote E-voting.
9. Members who have not registered their e-mail address with the Depositories are requested to register their e-mail address by contacting their respective Depository Participants.
10. In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, demat account holders are being provided a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
11. The procedure for Remote E-voting is annexed herewith.
12. In case of any query and / or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting User Manual available at the Downloads section at <https://evoting.kfintech.com> (KFin Website) or contact Mr. Umesh Pandey, Senior Manager (Unit: Chalet Hotels Limited) of KFin at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 or email at einward.ris@kfintech.com or call KFin's toll free no. 1800-309-4001 for any further clarifications.
13. Non-individual Members (i.e. Corporate / Institutional Members other than Individuals, HUF, NRI, etc.) intending to vote through their Authorized Representatives are requested to send a scanned copy (jpeg/pdf format) of the Board Resolution / Authority Letter authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, certified to be true, to the Scrutiniser at e-mail address: scrutinisers@mmjc.in with a copy marked to evoting@kfintech.com and companysecretary@chalethotels.com. The scanned copy of the above-mentioned documents should be named in the format "CHALET HOTELS LIMITED_EVEN 7257".

14. The Company has appointed Mr. Saurabh Agarwal (Membership No: F9290) and in his absence, Mr. Omkar Dindorkar (Membership No: A43029), Partners of M/s. MMJB & Associates LLP, Company Secretaries, Mumbai, to act as Scrutinisers to scrutinise the Remote E-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose.
15. The Scrutiniser shall, immediately after the conclusion of the Remote E-voting period unblock the votes cast, in the presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or any person authorised by him, who shall countersign the same.
16. The Scrutiniser will submit his report to the Chairman or in his absence to any other person authorised by the Chairman, after the completion of scrutiny, and the results of voting by Postal Ballot through the Remote E-voting process will be announced by the Chairman or the person duly authorised, on or before Wednesday, June 7, 2023.
17. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for Remote E-voting, i.e. **Monday, June 5, 2023**, as if they have been passed at a General Meeting of the Members.
18. The results on resolutions shall be declared not later than 2 working days of the conclusion of the Remote E-voting on the Postal Ballot and the resolutions will be deemed to have been passed on the date of conclusion of the Remote E-voting period. The resolutions will be considered to be passed as if they have been passed at a General Meeting of the Members, subject to receipt of the requisite number of votes in favour of the resolutions.
19. The results declared along with the Scrutiniser's Report will be displayed on the website of the Company (www.chalethotels.com), besides being communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and on the website of Registrar and Share Transfer Agent i.e. KFin at <https://evoting.kfintech.com> within 2 working days of the conclusion of the e-voting period.

Instructions for Voting through electronic means (Remote E-voting):

1. In compliance with the provisions of Section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed by means of Postal Ballot to be considered by electronic means i.e. through Remote E-voting.
2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Thursday, May 4, 2023 ('the cut-off date'), shall be entitled to vote in respect of the shares held, by availing the facility of Remote E-voting. Any person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled for all the **individual Demat Account holders**, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants ('DPs') in order to increase the efficiency of the voting process.
4. Individual Demat Account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
5. The period of remote e-voting commences on Sunday, May 7, 2023 at 9:00 a.m. (IST) and ends on Monday, June 5, 2023 at 5:00 p.m. (IST). The Remote E-voting module shall be disabled by KFin Technologies Limited ('KFin') thereafter for e-voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
6. The details of the process and manner for Remote e-Voting and attending the AGM are explained herein below:

Option 1: Access **Depositories e-Voting system** in case of **individual shareholders** holding shares in demat mode.

Option 2: Access **KFin e-Voting system** in case of **non-individual shareholders** holding shares in demat mode.

Details for Option 1 are mentioned below

Login method for Remote e-Voting for INDIVIDUAL SHAREHOLDERS holding securities in demat mode.

Type of shareholders	Login Method
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. Member already registered for IDeAS (Internet Based Demat Account Statement) facility of NSDL: <ul style="list-style-type: none"> - Visit URL: https://eservices.nsdl.com - Under 'IDeAS' section, click on the "Beneficial Owner" icon under "Login". - Enter User ID and Password and post successful authentication, click on "Access to e-Voting". - Click on the name of the Company or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the Remote E-Voting period. 2. Members not registered for IDeAS e-Services: <ul style="list-style-type: none"> - To register, click on link https://eservices.nsdl.com - Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. - Follow steps given in Point 1. 3. Alternatively, by directly accessing the e-Voting website of NSDL: <ul style="list-style-type: none"> - Visit URL: https://www.evoting.nsdl.com/ - Click on the icon "Login" which is available under 'Shareholder/Member' section. - A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat Account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. - Post successful authentication, you would be requested to select the name of the Company and the e-Voting Service Provider's name, i.e. KFintech. - On successful selection, you will be redirected to KFin's e-Voting page for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest: <ul style="list-style-type: none"> - Visit URL: https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on "New System Myeasi". - Login with your registered User ID and Password. - The Member will see the e-Voting menu. The menu will have links of ESP i.e. KFin's e-Voting portal. - Click on e-Voting Service Provider's name to cast your vote. 2. Members not registered for Easi / Easiest: <ul style="list-style-type: none"> - Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration - Proceed with completing the required fields. - Follow the steps given in Point 1 above. 3. Alternatively, by directly accessing the e-Voting website of CDSL: <ul style="list-style-type: none"> - Visit URL: www.cdslindia.com - Provide your Demat Account Number and PAN. - System will authenticate the details of the Member by sending OTP on registered mobile and email address, as recorded in the Demat Account. - After successful authentication, the Member will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.

Individual Shareholder login through their Demat Accounts / website of Depository Participant	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your Demat Account through your DP registered with NSDL / CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Click on e-Voting option and you would be redirected to NSDL / CDSL Depository website after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against Company's name or e-Voting Service Provider KFin and you will be redirected to e-Voting website of KFin for casting your vote during the Remote e-Voting period without any further authentication.
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Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password options available at respective websites.

The details of the helpdesk for Individual Shareholders for any technical issues related to login through Depository i.e. NSDL and CDSL are mentioned below:

Login type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free number 1800 1020 990 and 1800 22 44 30 .
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 .

Details for Option 2 are mentioned below

Login method for e-Voting for shareholders OTHER THAN INDIVIDUAL (NON-INDIVIDUAL) SHAREHOLDERS holding securities in demat mode.

A. Members whose Email IDs are registered with the Company / DPs, will receive an email from KFin which will include details of E-Voting Event Number (EVEN), User ID and Password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e., User ID and Password). Your DP ID and Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, Click on 'LOGIN'.
- iv. You will now reach 'Password Change Menu' wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one uppercase (A-Z), one lowercase (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details such as mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You will need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the ‘EVEN’ i.e., ‘Chalet Hotels Limited - 7257’.

B. Members whose Email IDs are not registered with the Company / DPs and consequently have not received the Postal Ballot Notice and e-voting instructions will have to follow the following process:

- i. Members who have not registered their email address and consequently have not received the Postal Ballot Notice and e-voting instructions may temporarily get their email address and mobile number registered with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to inward.ris@kfintech.com.
- ii. Alternatively, Members may send an e-mail request at inward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested copy of PAN and copy of Client Master for sending the Postal Ballot Notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all the steps mentioned below to cast your vote by electronic means.

Once the Members have logged in by using either of Option 1 or Option 2, as applicable, they are required to follow the instructions given below:

- 7. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under ‘FOR / AGAINST’ or alternatively, you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’ but the total number in ‘FOR / AGAINST’ taken together should not exceed your total shareholding as on the cut-off date, i.e. Thursday, May 4, 2023. You may also choose the option ‘ABSTAIN’. If the Member does not indicate either ‘FOR’ or ‘AGAINST’, it will be treated as ‘ABSTAIN’ and the shares held will not be counted under either heads.
- 8. Members holding multiple Demat Accounts shall carry out the e-voting process separately for each Demat Account.
- 9. Voting has to be done for each Resolution stated in the Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- 10. You may then cast your vote by selecting an appropriate option and clicking on ‘SUBMIT’.
- 11. Thereafter, a confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify or change the votes cast. However, Members can login any number of times inspite of having voted on all the Resolutions.

12. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (pdf format) of the Board Resolution / Authority Letter etc., certified to be true, to the Scrutiniser at e-mail ID: scrutinisers@mmjc.in with a copy marked to evoting@kfintech.com and companysecretary@chalethotels.com. The scanned copy of the above-mentioned documents should be named in the format “CHALET HOTELS LIMITED_EVEN 7257”.

13. Other Instructions:

Further, any person may obtain the ‘User ID’ and ‘Password’ in the manner mentioned below:

- i. where the mobile number of the Member is registered against DP ID and Client ID, the Member may send an SMS: MYEPWD (E-Voting Event Number) + DP ID and Client ID to 9212993399. For example
 - NSDL: MYEPWD IN12345612345678
 - CDSL: MYEPWD 1402345612345678
- ii. where e-mail address or mobile number of the Member is registered against DP ID and Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click “Forgot Password” and enter DP ID & Client ID and PAN to generate a password.

In case the Member is already registered with KFin for remote e-Voting then they can use their existing User ID and Password for logging in and casting their vote.

KFin shall endeavour to send User ID and Password to those new Members whose e-mail address is available.

Members can also reach out to KFin’s toll free number **1800-309-4001** OR send an e-mail request to inward.ris@kfintech.com.
