SAYAJI
Yours. Truly.

30th July, 2026

To,
The General Manager
Department of Corporate Services
BSE Limited
P. J. Towers Dalal Street,
Fort, Mumbai - 400 001
SCRIP Code: 544080

Subject: Submission of Notice convening the 8th Annual General Meeting ("AGM") of the Company.

Dear Sir/Madam,

With reference to the captioned subject and pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that 8th Annual General Meeting of the Members of the Company is schedule to be held on Friday, 21st August, 2026 at 11:30 A.M. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") facility in accordance with the applicable provisions of the Companies Act, 2013 and the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The deemed venue of the AGM shall be the Registered Office of the Company situated at H-1, Scheme No. 54, Vijay Nagar, Indore, Madhya Pradesh – 452010. The Notice convening the 8th AGM has been sent to the Members of the Company through electronic mode and is enclosed herewith for your information and record.

You are requested to take the Notice of 8th Annual General Meeting on record.

Thanking you.

Yours faithfully,

For Sayaji Hotels (Indore) Limited

AADITYA KASERA
Digitally signed by AADITYA KASERA
Date: 2026.07.30 19:33:15 +05'30'

Aaditya Kasera
Company Secretary & Compliance Officer
M. No. A76172

Enclosed: Notice of the 8th Annual General Meeting

NOTICE

NOTICE is hereby given that the **8th Annual General Meeting** (AGM) of the Members of **SAYAJI HOTELS (INDORE) LIMITED** is scheduled to be held on **Friday, 21st Day of August, 2026 at 11:30 A.M. IST**, through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") at the Registered Office of the Company, situated at **H-1, Scheme No. 54, Vijay Nagar, Indore, Madhya Pradesh – 452010**, the deemed venue for the Meeting, and the proceedings thereof shall be considered to have been conducted at the said location, for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements:

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial year ended 31st March, 2026 together with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Raoof Razak Dhanani (DIN: 00174654), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment:

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, the Executive Directors and Non-Executive Directors (other than Independent Directors) are liable to retire by rotation. Accordingly, Mr. Raoof Razak Dhanani (DIN: 00174654), Managing Director, being the Director longest in office since his last re-appointment, is liable to retire by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment.

The Board of Directors based on the performance evaluation has recommended the re-appointment of Mr. Raoof Razak Dhanani. The required details as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as "**Annexure-1** of this Notice".

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Raoof Razak Dhanani (DIN: 00174654), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation"

SPECIAL BUSINESS:

3. To increase the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

Considering the present and future financial requirements of the Company for expansion of business operations, working capital requirements, capital expenditure and other business purposes, the Company may require additional financial assistance from time to time. Accordingly, the Board recommends to increase the maximum borrowing limits of the Company under Section 180 (1) (c) of the Companies Act, 2013 up to Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only). The necessary details regarding this resolution is provided in the **Annexure- 2A** of this notice.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"**RESOLVED THAT** in supersession of all earlier resolutions passed by the Members of the Company in this regard and in accordance to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Articles of Association of the Company and pursuant to the recommendation and approval of the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to borrow, from time to time, any sums of money for and on behalf of the Company from any one or more Banks, Financial Institutions, Bodies Corporate, firms, entities or other persons, whether by way of loans, advances, cash credit facilities, overdraft facilities, deposits, debentures, commercial papers or any other form of financial assistance, whether secured or unsecured, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only)."

"**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute and sign all such documents, writings, papers and instruments as may be deemed necessary, proper or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto**.**"

4. To Appoint M/s DMJ & Partners, Company Secretaries (PAN: ABAFP6878N) as Secretarial Auditor of the Company

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (LODR) Regulations, 2015, the Company is required to appoint a Secretarial Auditor for a term of five (5) consecutive years, accordingly the Board of Directors has recommended M/s DMJ & Partners, Company Secretaries (PAN: ABAFP6878N) to be appointed as a Secretarial Auditor of the Company. The necessary details regarding the said appointment is provided in the **Annexure- 2B** of this notice;

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint M/s DMJ & Partners, Company Secretaries (PAN No. ABAFP6878N), as Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the conclusion of the 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company, subject to eligibility under the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Secretarial Auditor”

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to preparing and filing of statutory forms, if any, with the concerned Registrar of Companies
and such other things as may be necessary or expedient to implement this resolution.”

5. To Appoint Mohammed Yusuf Abdul Razak Dhanani, (DIN: 10550544) as Non-Executive Non Independent Director of the Company

Pursuant to the provisions of Sections 152 and 161(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors it is proposed to appoint Mohammed Yusuf Abdul Razak Dhanani, (DIN: 10550544) as Non-Executive Non Independent Director of the Company, who was appointed as an Additional Director by the Board of Directors at their meeting held on 28th July, 2026. The necessary details regarding the said appointment are provided in **Annexure- 2C** of this Notice.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mohammed Yusuf Abdul Razak Dhanani (DIN: 10550544) as Non- Executive Non Independent Director of the Company, who was appointed as an Additional Director in the category of Non-Executive Non-Independent Director with effect from 28th July, 2026 and liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to preparing and filing of statutory forms, if any, with the concerned Registrar of Companies and such other things as may be necessary or expedient to implement this resolution.”

Date: 28th July, 2026
Place: Indore

By order of the Board of Directors
For Sayaji Hotels (Indore) Limited
Sd/-
Mr. Thottappully Narayanan Unni
Chairman & Independent Director
(DIN: - 00079237)

NOTES

1. The Ministry of Corporate Affairs (MCA) vide its vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 10/2022 dated December 28 2022, Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 (collectively referred to as MCA Circulars) has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (SEBI) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (SEBI Circulars) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (SEBI Listing Regulations).

2. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the SEBI Listing Regulations and the MCA Circulars, **the 8th AGM** of the Company will be held on **Friday, 21st Day of August, 2026 at 11:30 A.M. IST**. The deemed venue of the proceedings of the 8th AGM shall be the Registered Office of the Company at H-1, Scheme No. 54, Vijay Nagar, Indore, Madhya Pradesh- 452010 and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the special business set out in the Notice is annexed as **Annexure – 2.**

3. Pursuant to the Provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route map of AGM are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

4. Corporate Members and Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at neeleshcs2004@yahoo.co.in with a copy marked to evoting@cdslindia.com and cs@shilindore.com.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronics means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

9. Pursuant to the MCA and SEBI Circulars, the Annual Report including the Notice of the AGM for FY 2025-26 is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/ Depository Participants (DPs). The Company shall send a physical copy of the Annual Report to those Members who specifically request for the same at cs@shilindore.com mentioning their Folio No./ DP ID and Client ID. The Notice convening the 8th AGM has been uploaded on the website of the Company at www.shilindore.com and can also be accessed from the relevant section of the websites of the Stock Exchange i.e. Bombay Stock Exchange (BSE Limited) at www.bseindia.com and the website of CDSL at www.evotingindia.com.

10. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (SS-2), in respect of the Director seeking appointment and re-appointment at this AGM are also provided in the Annexure- 2 and further the requisite declarations have been received from the Director seeking appointment and re-appointment.

11. **Updating of PAN and other details:**

    SEBI vide its Circular dated March 16, 2023, mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, mobile number, bank account details) and Nomination by holders of physical securities through Form ISR-1, Form ISR-2, Form ISR-3, Form SH-13 and Form SH-14 (as applicable). Moreover, shareholders are encouraged to register their e-mail IDs to avail online services. The said forms are available on the Company's website at https://shilindore.com/investors/ and on the website of the RTA at https://web.in.mpms.mufg.com/client-downloads.html. In terms of above Circular, folios of physical shareholders wherein any one of the said details such as PAN, KYC details and nomination are not available, shall be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievances or avail service requests from the RTA of the Company and will not be eligible for receipt of dividend in physical mode until the said details are furnished. Further, as per the above SEBI circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002, after December 31, 2025. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination. In view of the above, Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at https://shilindore.com/investors/ to furnish the requisite details.

12. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at rnt.helpdesk@in.mpms.mufg.com. In case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

13. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition.

14. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at https://shilindore.com/investors/ and on the website of the RTA at https://web.in.mpms.mufg.com/client-downloads.html. It may be noted that any service request can be processed only after the folio is KYC Compliant.

15. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to get inherent benefits of dematerialization, members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialized form. Members can contact Company's RTA at rnt.helpdesk@in.mpms.mufg.com for assistance in this regard.

16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as applicable. The said forms can be downloaded from the Company's website at https://shilindore.com/investors/ and from the website of the RTA at https://web.in.mpms.mufg.com/client-downloads.html. Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at rnt.helpdesk@in.mpms.mufg.com in case the shares are held in physical form, quoting their folio no.

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long.

18. During the 8th AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and the other relevant documents and explanatory statement, by writing in advance to the Company on cs@shilindore.com stating their DP/ Client ID or Folio Nos.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1	Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode
Step 2	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(i) The voting period begins on 18th August, 2026 at 9:00 A.M. IST and ends on 20th August, 2026 at 5:00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 14th day of August, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digits' alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the Sayaji Hotels (Indore) Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; neeleshcs2004@yahoo.co.in and cs@shilindore.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@shilindore.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@shilindore.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **cs@shilindore.com** / rnt.helpdesk@in.mpms.mufg.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

ANNEXURE 1

INFORMATION REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2

S. No.	Particulars	
1.	**Brief details of the Director**	
	Name of Director	Mr. Raoof Razak Dhanani
	Designation	Managing Director
	DIN	00174654
	Age	62 Years
	Nationality	Indian
	Qualification	Bachelor's Degree
2.	**Nature of expertise in specific functional areas**	Mr. Raoof Razak Dhanani brings a wealth of experience and knowledge to the field of fertilizers and Hotel and Administration industries. His extensive experience allows him to navigate complex challenges and opportunities within the organization which significantly leads to organization success and growth.
3.	**Date of first appointment on the board.**	10th May, 2018
4.	**Disclosure of relationships between directors inter-se.**	Mr. Raoof Razak Dhanani, Managing Director is related to Mrs. Suchitra Dhanani*, Non- Executive Non Independent Director of the Company and **Mohammed Yusuf Abdul Razak Dhanani, Additional Non-Executive Non Independent Director of the Company.
5.	**Shareholding of Directors in the Company including shareholding as a beneficial owner, if any.**	As on 31st March, 2026, Mr. Raoof Razak Dhanani holds 1,73,178 Equity Shares representing 5.68% of total paid up share capital of the Company.
6.	**Number of the meetings of the board attended during the year.**	6 (Six)
7.	**List of Directorships held in other companies (including listed companies)**	a) Aries Hotels Private Limited b) Alisha Agrophos Private Limited c) Kshipra Restaurants Private Limited d) Malwa Hospitality Private Limited e) Red Apple Kitchen Consultancy Private Limited f) Super Civiltech Private Limited g) United Foodbrands Limited (formerly known as Barbeque -Nation Hospitality Limited) h) Sayaji Housekeeping Services Limited i) Prinite Hospitality Private Limited j) Sayaji Hotels (Pune) Limited

		k) Sayaji Hotels Limited l) A.R. Hospitality Limited
8.	**Names of listed entities in which the person also holds the directorship**	United Foodbrands Limited, Sayaji Hotels (Pune) Limited and Sayaji Hotels Limited
9.	**Chairmanships/ Memberships of the Committees of other Listed companies as on March 31, 2026**	
	Membership/Chairmanship into the United Foodbrands Limited	
	Audit Committee	-
	Nomination and Remuneration Committee	Member
	Stakeholder Relationship Committee	-
	Corporate Social Responsibility Committee	-
	Membership/ Chairmanship into the Sayaji Hotels Limited	
	Audit Committee	-
	Nomination and Remuneration Committee	-
	Stakeholder Relationship Committee	-
	Corporate Social Responsibility Committee	Member
	Membership/Chairmanship into the Sayaji Hotels (Pune) Limited	
	Audit Committee	Member
	Nomination and Remuneration Committee	-
	Stakeholder Relationship Committee	Member
10.	**Name of listed entities from which the director has resigned in the past three years**	-
11.	**Remuneration proposed to be paid.**	Rs. 61,85,616/- per annum

12.	**Remuneration last drawn by such person, if applicable**	Same as above

**Mrs. Suchitra Dhanani resigned from the post of Non-Executive Non Independent Director of the Company w.e.f. 25th June, 2026*
***Mohammed Yusuf Abdul Razak Dhanani appointed as an Additional Director of the Company w.e.f. 28th July, 2026*

ANNEXURE 2

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS

Annexure 2A

Item No. 3: To increase the borrowing limits of the Company under Section 180(1) (c) of the Companies Act, 2013

In order to meet the Company's present and future financial requirements for business operations, capital expenditure, working capital and expansion plans, the Company may require additional financial assistance from Banks, Financial Institutions, Bodies Corporate and/or other lending agencies from time to time.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors can borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company only with the approval of the Members by way of a Special Resolution. Accordingly, approval of the Members is being sought to authorize the Board of Directors of the Company to borrow monies, from time to time, for an amount not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only), over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 03 of the Notice for approval of the Members.

Annexure 2B

Item No. 4: To Appoint M/s DMJ & Partners, Company Secretaries (PAN: ABAFP6878N) as Secretarial Auditor of the Company

The former Secretarial Auditor of the Company, Mr. Anuj Nema has resigned from the position of Secretarial Auditor of the Company with effect from 27th May, 2026 due to the professional commitments, further pursuant to Regulation 24A (1)(c) the casual vacancy arising out due to resignation by the Secretarial Auditor shall be filled by the Board within 3 Months from the date of such resignation accordingly the Board of Directors in their meeting held on 28th July, 2026 has approved the said appointment, who shall hold office till the conclusion of this AGM.

Further in compliance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, the Company is required to appoint a Secretarial Auditor for a term of five consecutive years, which is subject to the approval of the Members.

Accordingly, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s DMJ & Partners, Company Secretaries (PAN Number: ABAFP6878N) as the Secretarial Auditor of the Company, for a consecutive term of five years from the conclusion of this AGM till the conclusion of 13th Annual General Meeting of the Company to be held in the year 2030-31, at a remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

The proposed Secretarial Auditor has conveyed his consent to act as Secretarial Auditor and has confirmed eligibility with the applicable provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 read along with the Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the SEBI Circular.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed Fees Payable to Secretarial Auditor	The remuneration of the Secretarial Auditor from the appointment till the conclusion of the 13th AGM of the Company shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Secretarial Auditor from time to time.
Terms of Appointment	5 Consecutive Years i.e. from the conclusion of 8th Annual General Meeting till the conclusion of 13th Annual General Meeting.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The fee payable to the proposed Secretarial Auditor shall be on the mutual terms as decided between the Board of Directors and the Secretarial Auditor.
Basis of Recommendation of Appointment	Based on the approval and recommendation of the Audit Committee and the Board of Directors it is proposed before the Members of the Company to appoint the Secretarial Auditor by passing the Ordinary Resolution.

Details in relation to and credentials of the Secretarial auditor proposed to be appointed	**DMJ & Partners** is a multidisciplinary firm of Company Secretaries providing comprehensive corporate, legal, and regulatory advisory services to businesses across India. the firm specializes in corporate governance, secretarial audits, SEBI and FEMA compliances, NCLT matters, NBFC advisory, and business restructuring. Led by experienced partners with over **30 years of combined professional experience**, DMJ & Partners offers partner-driven solutions across the entire corporate lifecycle, serving clients in sectors including BFSI, infrastructure, fintech, media, and start-ups.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors and Key Managerial Personnel or their relatives are in anyway concerned or interested in passing of the above resolution.

In the light of the above, your directors recommend to pass the necessary resolution as set out in Item No. 04 of the notice as Ordinary Resolution.

Annexure 2C

Item No. 5: To Appoint Mohammed Yusuf Abdul Razak Dhanani, (DIN: 10550544) as Non-Executive Non Independent Director of the Company

In accordance with the provisions of provisions of Section 152 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, appointment of the Non-Executive Non-Independent Director requires approval of Members by way of Ordinary Resolution. Further based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has considered the background, knowledge, experience of Mohammed Yusuf Abdul Razak Dhanani and decided that it would be in the best interest of the Company to appoint him on the Board as a Non-Executive Non-Independent Director as he possesses requisite expertise and qualifications for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in.

In view of the same, the Board of Directors at their Meeting held on Tuesday, 28th July, 2026 has appointed Mohammed Yusuf Abdul Razak Dhanani (DIN: 10550544) as an Additional Director in the capacity of Non-Executive Non-Independent Director on the Board of the Company.

Brief Profile of Mohammed Yusuf Abdul Razak Dhanani is as follows:

Mohammed Yusuf Abdul Razak Dhanani, aged 72 years, is graduate from Mumbai University and is an Industrialist with interests across fertilizer, hospitality & salon, casual dining, sweets & snacks and realty businesses that are spread pan India and globally.

Further, consent has been received from Mohammed Yusuf Abdul Razak Dhanani that he is neither disqualified nor debarred from holding the office of Director by virtue of SEBI or any such authority or in terms of Section 164 of the Act and has given his consent to act as a Director. The information required pursuant to the Regulation 36(3) of the Listing Regulations, 2015 is attached herewith.

In light of the above, your Directors recommend to pass necessary resolution as set out in Item No. 05 of this notice as the **Ordinary Resolution**.

Mr. Raoof Razak Dhanani, Managing Director of the Company is interested in the resolution set out as Item No. 5 of this Notice.

Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is as follows:

INFORMATION REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2

S. No.	Particulars	
1.	**Brief resume of the directors**	
	Name of Director	Mohammed Yusuf Abdul Razak Dhanani
	Designation	Non-Executive Non Independent Director
	DIN	10550544
	Age	72 Years
	Nationality	Indian
	Qualification	Graduate, Mumbai University
2.	**Nature of expertise in specific functional areas**	Industrialist with diversified business expertise across the fertilizer, hospitality, salon, casual dining, sweets & snacks, and real estate sectors, with business interests spanning across India and international markets. Possesses extensive experience in business strategy, corporate management, operations, expansion, and overall business development.
3.	**Date of first appointment on the board.**	28th July, 2026
4.	**Disclosure of relationships between directors inter-se.**	Mohammed Yusuf Abdul Razak Dhanani, Non-Executive Non Independent Director is a relative to Mr. Raoof Razak Dhanani, Managing Director.
5.	**Shareholding of directors in the Company including shareholding as a beneficial owner, if any.**	Nil
6.	**Number of the meetings of the board attended during the year.**	Nil

7.	**List of Directorships held in other companies (including listed companies)**	a) Sayaji Hotels Limited b) Sayaji Housekeeping Services Limited c) Malwa Hospitality Private Limited
8.	**Names of listed entities in which the person also holds the directorship**	Sayaji Hotels Limited
9.	**Chairmanships/ Memberships of the Committees of other Listed companies as on March 31, 2026**	
	Membership/ Chairmanship into the Sayaji Hotels Limited	
	Audit Committee	-
	Nomination and Remuneration Committee	-
	Stakeholder Relationship Committee	-
	Corporate Social Responsibility Committee	-
10.	**Name of listed entities from which the director has resigned in the past three years**	-
11.	**Remuneration proposed to be paid.**	-
12.	**Remuneration last drawn by such person, if applicable**	-

Date: 28th July, 2026
Place: Indore

By order of the Board of Directors
For Sayaji Hotels (Indore) Limited

Sd/-

Mr. Thottappully Narayanan Unni
Chairman & Independent Director
(DIN: - 00079237)