SAMHI Hotels Ltd.
CIN:
L55101DL2010PLC211816
Regd. & Corp. Office: 5th Floor, Unit No. Office - 11, Worldmark 4, Asset Area No. LP-1B-04, Gateway District, Delhi Aerocity, Near Indira Gandhi International Airport, New Delhi - 110037, India

07th August 2026

BSE Limited **Corporate Relationship Department** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India	**National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India
Scrip Code: 543984	**Scrip Code: SAMHI**

Sub: Notice of the 16th (Sixteenth) Annual General Meeting of the Members of SAMHI Hotels Limited ("the Company") along with e-Voting instructions

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), please find enclosed the Notice (including e-Voting instructions) convening the 16th (Sixteenth) Annual General Meeting ("**AGM**") of the Members of the Company for the financial year 2025-26 scheduled to be held on **Monday, 31st day of August 2026 at 02:00 p.m. (IST)** through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") in line with the relevant Circulars issued by the Ministry of Corporate Affairs ("**MCA**") and the Securities & Exchange Board of India ("**SEBI**").

In compliance with the relevant circulars issued by the SEBI, the said Notice of the AGM is being sent to all the shareholders through electronic mode at their registered e-mail addresses and are also made available on the Company's website at www.samhi.co.in.

This is for your kind information & records.

Thanking You.

Yours faithfully,

For **SAMHI Hotels Limited**

SANJAY JAIN
Digitally signed by SANJAY JAIN
Date: 2026.08.07 20:11:39 +05'30'

Sanjay Jain
Senior Director - Corporate Affairs,
Company Secretary and Compliance Officer

Encl.: As above

Correspondence:
SAMHI Hotels Ltd.
5th Floor, Unit No. Office - 11, Worldmark 4, Asset Area No. LP-1B-04, Gateway District, Delhi Aerocity, Near Indira Gandhi International Airport, New Delhi - 110037, India
Tel: +91-11- 49077700 | Email: compliance@samhi.co.in
www.samhi.co.in

Notice of Annual General Meeting

Notice is hereby given that the **16th (Sixteenth) Annual General Meeting** ("**AGM**") of the members of **SAMHI Hotels Limited** ("**the Company**") will be held on **Monday, 31st day of August 2026 at 02:00 p.m. (IST)** through **Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"),** for which purpose the Registered & Corporate Office situated at 05th Floor, Unit No. Office - 11, Worldmark 4, Asset Area No. LP-1B-04, Gateway District, Delhi Aerocity, Near Indira Gandhi International Airport, New Delhi - 110037, India, shall be deemed as the venue for the AGM and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business(es):

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2026 and Reports of the Directors' and Auditors' thereon.
2. To appoint a director in place of **Mr. Manav Thadani (DIN: 00534993)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS(ES):

3. **To approve increase in the authorized share capital of the Company and consequent alteration in the Memorandum of Association of the Company**

   To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of sections 13, 61, 64, and other applicable provisions of the Companies Act, 2013, if any, read with the relevant rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof) for the time being in force and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company *from ₹ 25,00,00,000/- (Indian Rupees Twenty Five Crores Only) divided 25,00,00,000 (Twenty-Five Crores) equity shares of ₹ 1/- (Indian Rupee One) each* ***to*** *₹ 29,00,00,000/- (Indian Rupees Twenty-Nine Crores Only) divided 29,00,00,000 (Twenty-Nine Crores) equity shares of ₹ 1/- (Indian Rupee One) each*, by the creation of *₹ 4,00,00,000/- (Indian Rupees Four Crores Only*), ranking pari-passu in all respects with the existing equity shares of the Company and the existing clause V of the Memorandum of Association of the Company shall stand substituted as follows:

   "V. The Authorized Share Capital of the Company is ₹ 29,00,00,000/- (Indian Rupees Twenty-Nine Crores Only) divided 29,00,00,000 (Twenty-Nine Crores) equity shares of ₹ 1/- (Indian Rupee One) each."

   RESOLVED FURTHER THAT the directors and Company Secretary of the Company be and are hereby severally authorized to do, or cause to be done all such acts, deeds and things for increasing the Authorized Share Capital of the Company and/or amendment to the Company's Memorandum of Association of the Company, for filing necessary forms and documents with the Registrar of Companies, Ministry of Corporate Affairs and to do all such act(s), deed(s), or thing(s) including the execution and signing any document(s) and/or writing(s) which may be considered necessary, proper or expedient/or giving effect to the aforesaid resolution and/or matters connected therewith or matters incidental thereto."

4. **To approve the raising of capital through an issuance of equity shares or other eligible convertible securities for an amount not exceeding ₹ 750,00,00,000/- (Indian Rupees Seven Hundred Fifty Crores)**

   To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof, for the time being in force and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and the applicable rules and regulations made thereunder the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the BSE Limited ("**BSE**"), the National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**") where the equity shares of the Company of face value of ₹ 1/- (Indian Rupee One) each ("**Equity Shares**") are listed, and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA and the Stock Exchanges (hereinafter singly or collectively referred to as "**Appropriate Authorities**") and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval(s), permission(s) and sanction(s), the approval of the Members be and is hereby accorded, to create, issue, offer and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares, and/ or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, with or without warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "**Securities**"), or any combination thereof, in one or more tranches, in Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner and in consultation with the lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 750,00,00,000/- (Indian Rupees Seven Hundred Fifty Crores) (inclusive of such premium as may be fixed on such Securities), at such price or prices as may be permissible under applicable law by way of preferential allotment, and/ or private placement including by way of one or more qualified institutions placement, in accordance in accordance with the provisions of the SEBI ICDR Regulations, or through any other permissible mode and/ or combination thereof as any be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including to eligible "qualified institutional buyers" as defined in the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds(foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/ or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/or other letter or circular as may be deemed appropriate, at the sole discretion of the Board of Directors ("**Board**"), in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory/ statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion ("**the Issue**") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) and/or underwriter(s) and/ or other advisors to be appointed by the Company for such Issue and without requiring any further approval or consent from the members at the time of such issue and allotment so as to enable the Company to list the aforesaid Securities on the Stock Exchanges.

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in the terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations):

1. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations;
2. the Eligible Securities proposed to be offered, issued and allotted shall be fully paid up and in dematerialized form and shall be subject to the

provisions of the Memorandum and Articles of Association of the Company;

3. the Equity Shares proposed to be issued/ allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;

4. the allotment of Eligible Securities shall be completed within a period of 365 days from the date of this Special Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;

5. the Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time, except as may be allowed under the SEBI ICDR Regulations from time to time;

6. no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;

7. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;

8. the relevant date for the purpose of pricing of the Equity Shares (**"Relevant Date"**) shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under SEBI ICDR Regulations, as amended from time to time;

9. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (**"QIP Floor Price"**) and the Board may, at its absolute discretion and in consultation with the lead managers , also offer a discount of not more than 5% or such other percentage as may be permitted under applicable law to the QIP Floor Price;

10. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring;

11. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

12. no partly paid up Equity Shares or other Eligible Securities shall be issued/allotted;

13. the monitoring agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized; and

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalization and approval of the offer document(s), placement documents, determining the form and manner of the issue, including the number of Equity Shares to be allotted, issue price, face value, fixing the relevant date, execution of various transaction documents, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilization of the proceeds as it may in its absolute discretion deem fit and in accordance with applicable law;

RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue, or allotment of Equity Shares, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Equity Shares including the number of Equity Shares that may be offered and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue of the Equity Shares, if any, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any regulatory authority or the Stock Exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed, in all respects;

RESOLVED FURTHER THAT, for the purpose of giving effect to the aforesaid resolution, a committee of the Board named the "***Fund Raise Committee***", consisting of the following directors:

1. Mr. Aditya Jain, Non-Executive Independent Director;
2. Mr. Michael David Holland, Non-Executive Independent Director; and
3. Mr. Ashish Jakhanwala, Chairman, Managing Director & Chief Executive Officer

be and is hereby constituted and authorized on behalf of the Board to undertake the following acts, deeds and things deemed necessary or desirable in its absolute discretion, in relation to the Issue:

1. Decide the date for the opening and closing of the Issue of Securities, number of Securities to be issued/allotted, issue price, face value, discount/premium and execution of various transaction documents;
2. The Issue and allotment of the aforesaid Securities shall be made at such time or times as the Board may in its absolute discretion decide, subject, however to applicable guidelines, notifications, rules and regulations;
3. Finalization of the allotment of the Securities on the basis of the subscriptions received and approving the allotment of the Securities;
4. To deal with over subscription/under subscription in such manner as may be permitted by the applicable regulations;
5. To decide and finalize the objects of the Issue for which funds are being raised by the Company and all such additional matters in connection with or incidental thereto including allocation of general corporate purposes or any modifications to the objects of the Issue to the extent permissible under applicable law;
6. Finalization of any arrangement for the submission of the preliminary and final placement document(s) and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
7. Approval of the preliminary and final placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines;
8. Entering into any arrangement for managing and marketing the proposed offering of Securities and to appoint, enter into and execute all such, in its absolute discretion, managers (including lead manager(s)), investment banker(s), merchant banker(s), financial and/or legal advisor(s), chartered accountants, company secretaries, industry experts, depositories, monitoring agency, listing agents, escrow bank(s)/agent(s) and other agents as may be required and sign all applications,

filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions and expenses in connection with the proposed offering of the Securities;

9. Approval of the placement agreement, escrow agreement, monitoring agency agreement, letters of allotment, listing applications, engagement letter(s), memoranda of understanding and any other agreements or documents, presentations or other materials, confirmation allocation note as may be necessary in connection with the issue/ offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

10. Authorization of any director(s)or other officer(s) of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;

11. Seeking, if required, the consent of the lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;

12. Seeking listing of the Securities on the Stock Exchanges, submitting the listing application to the Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;

13. Deciding upon the issue structure and the pricing and terms of the Securities, and all other related matters, as per applicable laws, regulations or guidelines;

14. To open and operate one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue, including with any escrow bank;

15. To settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company;

16. To file form FC-GPR or any other form required under applicable law with the authorized dealer, RBI or any other regulatory authority with respect to the issuance of the Securities;

17. To affix the common seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in accordance with the provisions of applicable law;

18. To decide and approve the other terms and conditions of the issue of the Securities and also shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient; and

19. To do all such acts, deeds, matters and things as the Fund Raise Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company, without being required to seek any further consent or approval of the Board or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board of the Fund Raise Committee, to the end, and all actions taken by the Board or the Fund Raise Committee, thereof, to exercise its powers, in connection with any matters referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed, in all respects.

RESOLVED FURTHER THAT, the powers of the Fund Raise Committee set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by, the provisions of any other part of this resolution.

RESOLVED FURTHER THAT, the quorum for a meeting of the Fund Raise Committee shall be two directors, present and voting.

RESOLVED FURTHER THAT, Mr. Ashish Jakhanwala, Chairman, Managing Director & CEO, Mr. Rajat Mehra - Chief Financial Officer, Mr. Gyana Das, Ms. Tanya Chakravarty, Mr. Sanjay Jain, Senior Director - Corporate Affairs, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the Stock Exchanges and making other statutory and/or regulatory filings, if any on behalf of the Company.

RESOLVED FURTHER THAT, all actions taken in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

5. **To consider and approve the remuneration payable to the Non-Executive Independent Directors ("NEIDs") of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**") and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors (hereinafter referred to as the "**Board**") of the Company, the consent of the members of the Company be and is hereby accorded to pay remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year to the Non-Executive Independent Directors ("**NEIDs**") of the Company by way of commission or otherwise, of an amount not exceeding ₹ 15,00,000/- (Indian Rupees Fifteen Lacs Only) per annum (excluding the sitting fees) to each such director, in addition to the reimbursement of expenses for attending the meeting(s) of the Board and its Committee(s), being paid to the NEIDs, for a period of two (02) financial years, i.e. FY 2025-26 & 2026-27, which may be in excess to 1% of the net profit of the Company computed in the manner stipulated in section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby granted for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the over-all limit specified in section 197 of the Companies Act, 2013. for the respective financial year.

RESOLVED FURTHER THAT the remuneration payable to the NEIDs shall not exceed the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, based on the effective capital of the Company, or such other limits as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of the Company (which includes its Nomination and Remuneration Committee) be and is hereby authorized to alter and vary remuneration as it may deem fit within the aforesaid limit and in compliance with the prevailing laws.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

By Order of the Board,
For **SAMHI Hotels Limited**

Sd/-
Sanjay Jain
Senior Director - Corporate Affairs,
Company Secretary & Compliance Officer
Membership No.: F6137

Address: 263, Balco Apartments, 58,
IP Extension, Patparganj, Delhi-110092

Date: August 03, 2026
Place: New Delhi

NOTES:

1. Pursuant to General Circular No. 20/2020 dated May 05, 2020, followed by General Circular No. 02/ 2021 dated January 13, 2021, General Circular No. 19/ 2021 dated December 08, 2021, General Circular No. 21/ 2021 dated December 14, 2021, followed by General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, followed by General Circular No. 09/ 2023 dated September 25, 2023, followed by General Circular No. 09/ 2024 dated September 19, 2024, followed by General Circular No. 03/ 2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") read with the Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("**SEBI Circular**") and any other applicable circulars issued in this connection by the SEBI, physical attendance of the Members to the AGM venue is not required and AGM be held through VC or OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM.

2. 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), the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") (as amended), and the Circulars issued by the MCA, from time to time, the Company is providing the facility to its members in respect of the business to be transacted at the AGM through the National Securities Depository Limited ("**NSDL**") as the authorized agency, of:

   (a) voting through remote e-voting;

   (b) participation in the AGM through VC/ OAVM facility; and

   (c) e-voting during the AGM

   The instructions/ procedure for participating in the AGM through VC/OAVM is explained below and is also available on the website of the Company at http://www. samhi.co.in/

3. As the AGM would be conducted through VC/ OAVM, the facility for appointment of Proxy to attend and cast vote by the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Institutional/ Corporate Members intending to appoint its authorized representatives to attend, participate at the AGM through VC/ OAVM and cast their votes through e-voting. Institutional/ Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 ("**Act**"), to the Company at compliance@samhi.co.in

5. **A statement giving the relevant details of the director seeking re-appointment under Item No. 2 of the accompanying Notice, as required by SS-2 and Regulation 36(3) of the SEBI LODR Regulations, is annexed herewith.**

6. **The relative explanatory statement, pursuant to section 102 of the Act, and relating to the special business(es) to be transacted as mentioned in Item Nos. 3 to 5 of the accompanying Notice, is annexed hereto.**

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 for 1000 members on a 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 Chairperson(s) 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. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. In line with the MCA General Circular No. 20/2020 dated May 05, 2020, the Notice calling the AGM and E-voting Instructions has been uploaded on the website of the Company at http://www.samhi.co.in/. The Complete Annual Report of the Company is also available on the website of the Company at http://www.samhi.co.in/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of KFin Technologies Limited ("**KFintech**"/ "**RTA**") at https://evoting.kfintech.com

   The AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.

10. The Register of Directors & Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the directors are interested including the Memorandum and Articles of Association of the Company and all documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 31, 2026. Members seeking to inspect such documents can send an email to the Company at compliance@samhi.co.in

11. The Directors' Report, Auditors' Report, and Audited Financial Statements for the financial year ended March 31, 2026, are annexed herewith.

12. The Notice of the AGM and E-voting Instructions is being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested a hard copy of the same. In order to receive copies of the Annual Report 2025-26 in electronic mode, Members holding shares in demat mode, who have not registered their e-mail addresses are requested to register their email addresses with their respective depository participants.

13. The remote e-voting period commences on **Thursday, August 27, 2026 at 09:30 a.m. (IST) and ends on Sunday, August 30, 2026 at 05:00 p.m. (IST)** -

    - Members of the Company, holding shares as on the **cut-off date, i.e., August 24, 2026** may opt for remote e-voting and cast their vote electronically.
    - A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
    - Any person, who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as of the cut-off date i.e. August 24, 2026, may obtain the login ID and password by sending an email to evoting@nsdl.com or compliance@samhi.co.in by mentioning their Folio No./ DP ID and Client ID No. However, if you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using the "Forget User Details/Password" option available on www.evoting.nsdl.com.
    - Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
    - Members may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again.
    - At the end of the remote e-voting period, the facility shall forthwith be blocked.

14. The Board vide its Resolution passed on Monday, August 03, 2026 has appointed Mr. Abhishek Bansal, Advocate, as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

    The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

    The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company http://www.samhi.co.in/and on the website of NSDL immediately after the declaration of the Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed within 2 working days of the conclusion of the AGM. The Result will also be displayed at the Registered Office of the Company.

By Order of the Board,
For **SAMHI Hotels Limited**

Sd/-
Sanjay Jain
Senior Director - Corporate Affairs,
Company Secretary & Compliance Officer
Membership No.: F6137

Address: 263, Balco Apartments, 58,
IP Extension, Patparganj, Delhi-110092

Date: August 03, 2026
Place: New Delhi

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Thursday, August 27, 2026 at 09:30 a.m. (IST) and ends on Sunday, August 30, 2026 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. August 24, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 24th day of August 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & New System Myeasi 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abhishek.bansal@acumenjuris.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 compliance@samhi.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@samhi.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholders/ Members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@samhi.co.in. The same will be replied by the Company suitably.
6. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board,
For **SAMHI Hotels Limited**

Sd/-
Sanjay Jain
Senior Director - Corporate Affairs,
Company Secretary & Compliance Officer
Membership No.: F6137

Address: 263, Balco Apartments, 58,
IP Extension, Patparganj, Delhi-110092

Date: August 03, 2026
Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT READ WITH RELEVANT RULES FRAMED THEREUNDER

Item No. 2: To appoint a director in place of Mr. Manav Thadani (DIN: 00534993), who retires by rotation and being eligible, offers himself for re-appointment

DETAILS OF THE DIRECTORS (IN PURSUANCE OF SECRETARIAL STANDARD-2 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Name of Director	Mr. Manav Thadani
DIN	00534993
Type of directorship	Non-Executive Non-Independent Director
Original Date of Appointment on the Board	December 28, 2010
Age	55 years
Expertise in specific functional areas	Mr. Manav Thadani has rich experience in senior level positions. Mr. Manav Thadani is an experienced consultant in the field of hospitality and is the founder and chairman of Hotelivate Private Limited. He was previously associated with HVS Licensing LLC.
Qualifications	He holds a bachelor's degree in science and a master's degree in arts each from New York University.
Experience	He has rich experience in senior level positions, in the field of hospitality and is the founder and chairman of Hotelivate Private Limited. He was previously associated with HVS Licensing LLC.
Terms & Conditions of re-appointment	In terms of Section 152(6) of the Act, Mr. Manav Thadani, is liable to retire by rotation and shall be entitled for payment of sitting fees only for attending the Board and Committee Meetings of the Company.
Remuneration last drawn (FY 2025-26)	Not Applicable, as the Company did not pay remuneration to Non-Executive Directors, except sitting fees for attending the board and committee meetings.
Remuneration sought to be paid	Not Applicable, as the Company did not pay remuneration to Non-Executive Directors, except sitting fees for attending the board and committee meetings.
Directorships held in other companies (excluding foreign companies)	1. INJA Hospitality Private Limited 2. Hotelivate Private Limited 3. HICSA Event Management Private Limited *(Under Liquidation)* 4. S.K.M. Executive Search Private Limited 5. S & M Marketing Services Limited *(Under Liquidation)*
Committee position held in other companies	Nil
Listed entities from which the Director has resigned in the past three years	None
No. of Board meetings attended during the year	09 (out of total 10 board meetings held during the financial year 2025-26)
No. of shares held in the listed entity, including shareholding as a beneficial owner	9,24,144 (0.41%) equity shares as on March 31, 2026.*
Disclosure of inter-se relationships between directors and key managerial personnel	He has no inter-se relationship with any of the directors or key managerial personnel or senior management of the Company.

**Post financial year 2025-26, Mr. Manav Thadani purchased 60,000 equity shares and post purchase, he holds 9,84,144 (0.44%) equity shares in the Company.*

THE BELOW EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS(ES) AS SPECIFIED IN THE ITEMS OF THE ACCOMPANYING NOTICE

Item No. 3: To approve increase in the authorized share capital of the Company and consequent alteration in the Memorandum of Association of the Company

The present Authorized Share Capital of the Company is ₹ 25,00,00,000/- (Indian Rupees Twenty-Five Crores Only) comprising of 25,00,00,000 (Twenty-Five Crores) Equity Shares of ₹ 1/- (Indian Rupee One) each and the Issued, Subscribed and Paid-up Share Capital of the Company is ₹ 22,21,34,736/- (Indian Rupees Twenty-Two Crores Twenty One Lac Thirty Four Thousand Seven Hundred Thirty-Six Only), comprising of 22,21,34,736 (Twenty-Two Crores Twenty One Lac Thirty Four Thousand Seven Hundred Thirty-Six) Equity Shares of ₹ 1/- (Indian Rupee One) each.

The Company is desirous of raising further capital to strengthen its balance sheet and facilitate the growth and development of the Company and for the repayment of existing loans. Therefore, to fund this proposed issue of equity shares or other eligible convertible securities, the Company is required to increase its authorized share capital *from ₹ 25,00,00,000/- (Indian Rupees Twenty Five Crores Only) to ₹ 29,00,00,000/- (Indian Rupees Twenty-Nine Crores Only)*, ranking pari-passu in all respects with the existing equity shares of the Company and thereby make necessary amendments to the capital clause of the Memorandum of Association of the Company.

In terms of the provisions of the Act read with the rules made thereunder, the increase in Authorized Share Capital requires approval of the members by way of an Ordinary Resolution.

The Board of the Company, vide their resolution passed at their meeting held on Monday, August 03, 2026, has proposed to increase the Authorized Share Capital of the Company, and seeks approval of members for the same. Thus, the Board recommends passing of an **Ordinary Resolution** as set out in Item No. 3 of this Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel and members of the Senior Management of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No. 4: To approve the raising of capital through an issuance of equity shares or other eligible convertible securities for an amount not exceeding ₹ 750,00,00,000/- (Indian Rupees Seven Hundred Fifty Crores)

The Company has planned a strong capital expenditure cycle to add significant room inventory in the next few years, continues to see attractive acquisition/ growth opportunities and is prepared to operate in an increasingly volatile geo-political environment. While the Company has a visibility of strong internal accruals, a stronger balance sheet would help to strengthen its position and continue to grow rapidly. The proposed enabling resolution will provide the Company with the necessary flexibility to access capital markets in a timely manner and efficiently capitalize on emerging opportunities to preserve and build on the shareholder value.

The timing and terms for such infusion is dependent on prevailing market conditions and will be in consultation with the committee of the Board of Directors of the Company.

It would be therefore prudent for the Company to have the requisite enabling approvals in place for raising funds by way of public issue or private offerings including by way of one or more qualified institutions placement to eligible investors through issuance of equity shares or other eligible securities, in one or more tranches in one or more tranches, and use the proceeds from such issue for meeting the fund requirements for its organic and inorganic growth purposes, capital expenditure, working capital requirements, refinancing or repayment or prepayment of the existing borrowings of the Company and/or its subsidiaries, investment in subsidiaries, and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The Board of the Company, which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under the resolution) at their meeting held on Monday, 03rd day of August 2026, in order to fulfil the aforesaid objects, have considered and approved seeking approval of the Members to enable raising of funds by way of issuance of equity shares having a face value ₹ 1/- (Indian Rupee One) each, and/ or other eligible securities convertible into Equity Shares (including warrants or otherwise), fully convertible debentures, partly convertible debentures, and/ or convertible preference shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as "**Eligible Securities**") or any combination thereof, in one or more tranches, in Rupee denomination, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding **₹ 750,00,00,000/- (Indian Rupees Seven Hundred Fifty Crores)** (inclusive of such premium as may be fixed on such Eligible Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, and/ or private placement including one or more qualified institutions placement (**"QIP"**), in accordance with the provisions of the SEBI ICDR Regulations (including any amendment, modification, variation or re-enactment thereof). The issue of Eligible Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as may be determined and permitted under applicable law and to such classes of investors as the Board may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed raising of funds is, *inter alia,* subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange limited and BSE limited **("Stock Exchanges"),** Reserve Bank of India, MCA, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a Qualified Institutions Placement:

i. the allotment of Eligible Securities (or any combination of Securities as maybe decided by the Board) shall only be made to Qualified Institutional Buyers ("**QIBs**") as defined under SEBI ICDR Regulations;

ii. the Eligible Securities shall be offered, issued and allotted on fully paid-up basis in dematerialized form and subject to the provisions of the Memorandum and Articles of Association of the Company;

iii. the Eligible Securities proposed to be issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof and shall be subject to the requirements of all applicable laws;

iv. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the Special Resolution and the Company shall not undertake any subsequent QIP until two weeks after this QIP or such other time in accordance with the SEBI ICDR Regulations and applicable laws;

v. the Eligible Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

vi. no single allottee shall be allotted more than 50% of the Issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;

vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;

viii. the "**Relevant Date**" for the purposes of pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorized committee thereof, decides to open the issue for the proposed QIP of Equity Shares as Eligible Securities, and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue of such convertible securities or the date on which holders of such eligible convertible securities become entitled to apply for Equity Shares as provided under the SEBI ICDR Regulations;

ix. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**") and the Board may, at its absolute discretion and in consultation with the lead managers , offer a discount of not more than 5% as per Regulation 176 of SEBI ICDR regulations or such other percentage as may be permitted under applicable law to the QIP Floor Price;

x. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring;

xi. a minimum of 10% of the Eligible Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

xii. no partly paid-up Equity Shares or other Eligible Securities shall be issued/allotted;

xiii. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its Members for convening the meeting to pass the special resolution.

Further, as per Section 62(1)(c) of the Act, a company proposing to increase its subscribed capital by further issue of shares may offer such shares to any person, who may or may not be the existing members of the Company, either for cash or for a consideration other than cash, subject to prior approval of the Members by Special Resolution. As the proposed Special Business of this Notice shall result in such issuance of Equity Shares of the Company to the existing Members or to persons other than existing Members of the Company, approval of the Members of the Company is being sought through Special Resolution pursuant to the said provisions of the Act as well as applicable rules notified by the MCA and in terms of the provisions of SEBI ICDR Regulations. The Equity Shares to be allotted pursuant to the issue shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the aforementioned provisions of the Act, read with applicable provisions of the SEBI ICDR Regulations and the SEBI LODR Regulations**,** for issuance of Securities.

The Equity Shares to be allotted would be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of any securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof **("FEMA"),** the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI LODR Regulations. There would be no change in control pursuant to the said issue.

None of the Directors, Key Managerial Personnel and members of the Senior Management of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing the aforesaid resolution as set out in Item No. 04 of the accompanying Notice as a Special Resolution.

Item No. 5: To consider and approve the remuneration payable to the Non-Executive Independent Directors ("NEIDs") of the Company

Presently, the Company has 04 (four) Non-Executive Independent Directors ("**NEIDs**"), namely, Mr. Michael David Holland (DIN: 02845141), Mr. Krishan Dhawan (DIN: 00082729), Mr. Aditya Jain (DIN: 00835144) and Mrs. Archana Capoor (DIN: 01204170).

As per recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on Monday, 03rd day of August 2026 has approved the payment of a sum not exceeding ₹ 15,00,000/- (Indian Rupees Fifteen Lacs Only) per annum as remuneration to each NEIDs of the Company for a period of two (02) financial years, i.e. FY 2025-26 & 2026-27, taking into account the roles and responsibilities of the NEIDs and in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, Regulation 17(6) of SEBI LODR Regulations.

The aforesaid remuneration shall not include payment of sitting fees to NEIDs and reimbursement of expenses w.r.t. attending Board/Committee meetings if made within the limits prescribed under the Act.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, a company can pay remuneration to Non-Executive Directors including Independent Directors, in the event of profits in the Company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in Schedule V, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a company on the basis of effective capital. Further, as per Regulation 17(6) of the SEBI LODR Regulations, all fees and compensation paid to non-executive directors (including independent directors) needs to be approved by the members of the Company.

The Company has kept the proposed remuneration to be paid to NEIDs under the limits prescribed in Schedule V of the Companies Act, 2013.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in ***Annexure - I*** of this Notice and additional information as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") is provided in ***Annexure - II*** of this Notice.

All the NEIDs and their relatives shall be deemed to be concerned or interested in this resolution.

None of the other Directors, Key Managerial Personnel of the Company or their relatives, except above are concerned or interested financially or otherwise in the resolution set out at Item No. 5 of this Notice.

The Board recommends passing the Ordinary Resolution for approval of the Members, as set out at Item No. 5 of this Notice.

By Order of the Board,
For **SAMHI Hotels Limited**

Sd/-
Sanjay Jain
Senior Director - Corporate Affairs,
Company Secretary & Compliance Officer
Membership No.: F6137

Address: 263, Balco Apartments, 58,
IP Extension, Patparganj, Delhi-110092

Date: August 03, 2026
Place: New Delhi

Annexure - I

Information required under Section II, Part II of Schedule V of the Companies Act, 2013 (in respect of business proposed at item no. 5):

<table>
<tr><th colspan="2">I. General Information</th></tr>
<tr><td>Nature of industry</td><td>Hospitality</td></tr>
<tr><td>Date or expected date of commencement of commercial production</td><td>Not Applicable</td></tr>
<tr><td>Financial performance based on given indicators</td><td>The details of consolidated financial performance of the Company for the financial year 2025-26 is summarized below:
(₹ in millions)
<table>
<tr><th></th><th>FY 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr>
<tr><td>Revenue from operations</td><td>12,477.96</td><td>11,300.07</td><td>9,573.93</td></tr>
<tr><td>EBIDTA</td><td>4,625.62</td><td>4,256.87</td><td>2,878.51</td></tr>
<tr><td>Profit/(loss) before tax and exceptional items</td><td>1,649.83</td><td>800.99</td><td>(1,709.28)</td></tr>
<tr><td>Profit/(loss) for the year</td><td>5,665.45</td><td>855.00</td><td>(2,346.18)</td></tr>
</table>
The details of standalone financial performance of the Company for the financial year 2025-26 is summarized below:
(₹ in millions)
<table>
<tr><th></th><th>FY 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr>
<tr><td>Revenue from operations</td><td>1,350.18</td><td>1,552.52</td><td>1,505.61</td></tr>
<tr><td>EBIDTA</td><td>(101.80)</td><td>504.18</td><td>223.87</td></tr>
<tr><td>Profit/(loss) before tax and exceptional items</td><td>(449.17)</td><td>13.00</td><td>(1,051.48)</td></tr>
<tr><td>Profit/(loss) for the year</td><td>3,843.37</td><td>202.04</td><td>(801.01)</td></tr>
</table></td></tr>
<tr><td>Foreign investments or collaborations, if any, in the Company</td><td>Foreign equity shareholding in the Company is 45.37% of its total equity shares of face value of ₹ 1/- (Indian Rupee One) each, as on June 30, 2026.</td></tr>
<tr><th colspan="2">II. Information about the appointees</th></tr>
<tr><td>Background details, recognition or awards, job profile and his suitability</td><td>The details in respect of each of the NEIDs are available on the website of the Company at https://samhi.co.in/leadership. The said profile details are also available under the heading 'Board of Directors' of the Corporate Governance Report forming part of Integrated Annual Report of the Company for FY 2025-26. Additional information as required as per SS-2 as on the date of this AGM Notice is provided below in Annexure - II of this Notice.</td></tr>
<tr><td>Past remuneration for FY'25 excluding Sitting Fees</td><td>Nil</td></tr>
<tr><td>Remuneration proposed</td><td>Not exceeding ₹ 15,00,000/- (Indian Rupees Fifteen Lacs Only) per annum each (excluding the payment of sitting fees and reimbursement of expenses w.r.t. attending Board/Committee meetings).</td></tr>
<tr><td>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</td><td>It may be noted that the Company is professionally managed without any identifiable Promoter, hence the role of the NEIDs is very critical in the running of the business of the Company. Taking into account the experience and criticality of the responsibilities of the said NEIDs, the remuneration being proposed to be paid to them is reasonable and in line with remuneration levels in the industry.</td></tr>
</table>

	The Company also carried out an independent benchmarking study through a specialist executive compensation advisory firm (Exec-Rem Advisors). The comparator group for the study was based on the hospitality industry and Small Cap professionally managed companies with no identifiable promoters. The 25th to 75th Percentile remuneration per Independent Director, excluding Sitting Fees, range from ₹ 16.62 lacs to ₹ 42.00 lacs with a median of ₹ 19.25 lacs in this comparator group. The proposed remuneration of ₹ 15,00,000/- (Indian Rupees Fifteen Lacs Only) per annum per NEID is below the 25th percentile of this comparator group. In addition, the Company looked at Small Cap companies with comparable revenue. In this comparator group, the 25th to 75th Percentile remuneration per Independent Director, excluding Sitting Fees, range from ₹ 10.00 lacs to ₹ 18.80 lacs with a median of ₹ 16.04 lacs. The proposed remuneration of ₹ 15,00,000/- (Indian Rupees Fifteen Lacs Only) per annum per NEID is within the market range and below the median of this comparator group.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	No pecuniary relationship of any NEID except sitting fees paid as director of the Company. There is no relationship of any NEID with the managerial personnel or other director.
III. Other information	
Reasons of loss or inadequate profits	As evidenced by the consolidated financial figures mentioned above, there is a significant growth in the performance of the Company in past 3 years with respect to Revenue, EBIDTA and profit. Further, with respect to standalone financial figures, the Company had a one-time non-cash expense of ₹ 504.57 mn due to IND AS accounting adjustment in FY 2025-26 which resulted in loss for the year. Excluding this expense, the financial figures for FY 2025-26 would be as follows: *(₹ in millions)* Revenue from operations: 1,350.18 EBIDTA: 402.77 Profit before tax and exceptional items: 55.40 Profit for the year: 4,347.94
Steps taken or proposed to be taken for improvement	The Company continues to implement its acquisition and asset management strategies to expand its business. The Company has implemented several key operational steps to enhance its performance, which include improving operating efficiencies, optimizing capital expenditure, refinancing existing debts and expansion of current portfolio though both organic and inorganic opportunities.
Expected increase in productivity and profits in measurable terms	The Company is well capitalized and is generating free cash from operations for growth. With secured pipeline of expansions and acquisitions in place, we anticipate continued profitability growth beyond FY26.

Annexure - II

Additional information about NEIDs as required under SS-2 (in respect of business proposed at item no. 5):

Name of Director	Mr. Michael David Holland	Mr. Krishan Dhawan	Mr. Aditya Jain	Mrs. Archana Capoor
DIN	02845141	00082729	00835144	01204170
Type of directorship	NEID	NEID	NEID	NEID
Original Date of Appointment on the Board	March 09, 2023	March 09, 2023	March 09, 2023	March 09, 2023
Age	62 years	69 years	65 years	67 years
Expertise in specific functional areas	Mr. Michael David Holland has rich work experience in the commercial real estate sector in Asia. He has previously worked as the chief executive officer of Embassy Office Parks Management Services Private Limited and the chief executive officer of Assetz Property Management Services Private Limited. He set up the India business of JLL and served as the country manager and managing director of its India business from 1998 to 2002.	Mr. Krishan Dhawan has financial acumen and specializes in strategy & planning. He was previously associated with Bank of America as a senior vice president and manager of its Asia Banking Unit, Oracle India as a managing director, and Shakti Sustainable Energy Foundation as the chief executive officer. He joined Chandrakanta Kesavan Center for Energy Policy and Climate Studies at the Indian Institute of Technology, Kanpur as a governing board member in 2021. Further, he is associated with Federation of Indian Chambers of Commerce and Industry as an advisor of the Environment, Social and Governance Task Force, and with the Arun Duggal Centre of Excellence for Research in Climate Change and Air Pollution at the Indian Institute of Technology, Delhi as a member of their Advisory Committee.	Mr. Aditya Jain has leadership skills & expertise in business & operations, and finance. He is the chairman and editorial director of International Market Assessment India Private Limited, an economic and business research company, established in 1996.	Mrs. Archana Capoor has experience across various sectors, including tourism and finance, and has previously worked with the Tourism Finance Corporation of India as the chairman and managing director, the Indian Trust for Rural Heritage and Development as a member secretary and Jet Airways as a finance consultant.
Qualifications	He holds a bachelor's degree in Building Surveying from the Thames Polytechnic, a master's degree in Property Development (Project Management) from the South Bank University, London, and is a fellow of the Royal Institution of Chartered Surveyors.	He holds a bachelor's degree in economics from the University of Delhi, and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad.	He holds a bachelors' degree in mechanical engineering from Birla Institute of Technology, Ranchi University and masters' degree in business administration from Henley – The Management College, Brunel University. He is the chairman and editorial director of International Market Assessment India Private Limited, an economic and business research company, established in 1996.	She holds a master's degree in business administration from the University of Allahabad.

Name of Director	Mr. Michael David Holland	Mr. Krishan Dhawan	Mr. Aditya Jain	Mrs. Archana Capoor
Experience	He has rich work experience in the commercial real estate sector in Asia. He has previously worked as the chief executive officer of Embassy Office Parks Management Services Private Limited and the chief executive officer of Assetz Property Management Services Private Limited. He set up the India business of JLL and served as the country manager and managing director of its India business from 1998 to 2002.	He has financial acumen and specializes in strategy & planning. He was previously associated with Bank of America as a senior vice president and manager of its Asia Banking Unit, Oracle India as a managing director, and Shakti Sustainable Energy Foundation as the chief executive officer. He joined Chandrakanta Kesavan Center for Energy Policy and Climate Studies at the Indian Institute of Technology, Kanpur as a governing board member in 2021. Further, he is associated with Federation of Indian Chambers of Commerce and Industry as an advisor of the Environment, Social and Governance Task Force, and with the Arun Duggal Centre of Excellence for Research in Climate Change and Air Pollution at the Indian Institute of Technology, Delhi as a member of their Advisory Committee.	He has leadership skills & expertise in business & operations, and finance. He is the chairman and editorial director of International Market Assessment India Private Limited, an economic and business research company, established in 1996.	She has experience across various sectors, including tourism and finance, and has previously worked with the Tourism Finance Corporation of India as the chairman and managing director, the Indian Trust for Rural Heritage and Development as a member secretary and Jet Airways as a finance consultant.
Terms & Conditions of appointment/ re-appointment	They all are Non-Executive Independent Director(s) of our Company, not liable to retire by rotation, appointed for a first term from March 09, 2023 till March 08, 2028.			
Remuneration last drawn (FY 2025-26)*	The sitting fees paid to him during the financial year 2025-26 is ₹ 16,00,000/-.	The sitting fees paid to him during the financial year 2025-26 is ₹ 19,00,000/-.	The sitting fees paid to him during the financial year 2025-26 is ₹ 18,00,000/-.	The sitting fees paid to him during the financial year 2025-26 is ₹ 20,00,000/-.
Remuneration sought to be paid	The NEIDs shall be entitled for payment of sitting fees for attending the Board and Committee Meetings of the Company. In addition, they shall be entitled to remuneration by way of commission or otherwise as determined by the Board of Directors within the limits and as approved by the Members of the Company.			
Directorships held in other companies (excluding foreign companies)#	1. Nexus Select Mall Management Private Limited; 2. Horizon Industrial Parks Limited; 3. Edge Utility Networks Limited; 4. Assetz Private Limited	1. NRDC India Private Limited	1. International Market Assessment (India) Private Limited; 2. Chemplast Sanmar Limited; 3. Chemplast Cuddalore Vinyls Limited; 4. CFO Collective Private Limited	1. RSWM Limited; 2. S Chand and Company Limited; 3. Sandhar Technologies Limited; 4. Vikas Publishing House Private Limited (subsidiary of S Chand & Company Limited); 5. Uniproducts (India) Limited; 6. Bhilwara Technical Textiles Limited; 7. SAEL Industries Limited

Name of Director	Mr. Michael David Holland	Mr. Krishan Dhawan	Mr. Aditya Jain	Mrs. Archana Capoor
Committee positions held in other companies#	1. Nexus Select Mall Management Private Limited - Chairman of Investment Committee, Stakeholders Relationship Committee and CSR & ESG Committee - Member of Nomination & Remuneration Committee and Risk Management Committee 2. Horizon Industrial Parks Limited - Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and IPO Committee - Member of Corporate Social Responsibility Committee	Not Applicable	1. Chemplast Sanmar Limited - Chairman of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee	1. S Chand and Company Limited - Chairperson of Audit Committee and Nomination & Remuneration Committee 2. Sandhar Technologies Limited - Chairperson of Audit Committee - Member of Nomination & Remuneration Committee and Share Transfer and Allotment Committee 3. Uniproducts (India) Limited - Member of Audit Committee, Nomination & Remuneration Committee 4. Bhilwara Technical Textiles Limited - Member of Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee 5. SAEL Industries Limited - Member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee 6. RSWM Limited - Chairperson of Audit Committee - Member of Risk Management Committee, Nomination & Remuneration Committee and Share Transfer Committee

Name of Director	Mr. Michael David Holland	Mr. Krishan Dhawan	Mr. Aditya Jain	Mrs. Archana Capoor
Listed entities from which the Director has resigned in the past three years	Not Applicable	Not Applicable	Not Applicable	1. Birla Cable Limited; and 2. Maral Overseas Limited
No. of Board meetings attended during the year	09 (out of total 10 board meetings held during the financial year 2025-26)	10 (out of total 10 board meetings held during the financial year 2025-26)	10 (out of total 10 board meetings held during the financial year 2025-26)	10 (out of total 10 board meetings held during the financial year 2025-26)
No. of shares held in the listed entity, including shareholding as a beneficial owner	Nil	Nil	Nil	Nil
Disclosure of inter-se relationships between directors and key managerial personnel	Each NEID has no inter-se relationship with any of the directors or key managerial personnel or senior management of the Company.			

* *Please also refer to section on 'Remuneration paid to Non-Executive Directors' of the Corporate Governance Report.*

\# *As per latest director(s) disclosures available with the Company.*