JINDAL HOTELS LIMITED

27th August, 2026.

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

Re: Scrip Code :507981

Sub: Submission of Notice of 41st Annual General Meeting of the Company.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed herewith Notice of 41st Annual General Meeting of the Members of the Company scheduled to be held on **Tuesday, the 22nd September, 2026 at 2:00 p.m. (IST)** through Video Conferencing **("VC")** / Other Audio Visual Means **("OAVM").** The said Notice forms part of the Annual Report 2025-26.

The Notice of the 41st AGM of the Company is also available on the website of the Company at www.suryapalace.com.

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,

For Jindal Hotels Limited

MANSI VYAS
Digitally signed by MANSI VYAS
Date: 2026.08.27 19:37:40 +05'30'

Mansi Vyas
Company Secretary

Encl.: As Above

Notice of 41st AGM

Dear Members,

Notice is hereby given that the **41st Annual General Meeting** of the Members of Jindal Hotels Limited will be held on **Tuesday, 22nd September 2026 at 2:00 p.m**. IST through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at GRAND MERCURE Vadodara Surya Palace Sayajigunj, Vadodara, Gujarat, India, 390020:

ORDINARY BUSINESS:

Item No. 1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial year ended on 31st March 2026, together with the Report of the Board of Directors' and Auditors' and in this regard pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on March 31, 2026, and the reports of the Board of Directors and Auditors' thereon laid before this meeting be and are hereby adopted."

Item No.2. Re-appointment of Director

To appoint a Director in place of Mrs. Chanda Agrawal (DIN: 00010909), who retires by rotation at this Annual General Meeting, in terms of section 152(6) of the Companies Act, 2013 and, being eligible, has offered herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 (6) of the Companies Act, 2013, Mrs. Chanda Agrawal (DIN: 00010909), who retires by rotation at this Annual General Meeting and being eligible has offered herself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

Item No.3. Re-appointment of Ms. Palak Gandhi (DIN: 09185223) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time) and the Articles of Association of the Company, Ms. Palak Gandhi (DIN: 09185223), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from 12 July 2022 to 11 July 2027 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 12 July 2027 to 11 July 2032 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item no. 4. To approve Material Related Party Transactions

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Article 150 of the Articles of Association of the Company, the applicable Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", the Company's Policy on Related Party Transactions, and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned statutory, regulatory or other authorities, if applicable, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Company for entering into and/or consummating the proposed material related party transaction(s), contract(s), arrangement(s) and/or agreement(s) with Mr. Piyush D. Shah, Managing Director and Ms. Chanda P. Agrawal, Non- executive Director (collectively, the "Related Parties"), for the acquisition/purchase of immovable property situated at Bhimnath Road, Sayajigunj, Vadodara having Municipal Corporation census No. 6/13/22200 forming part of city survey No. 202,203,204,205,206,207 and 208 of Vadodara city of Vadodara taluka in the Registration District and Sub District of Baroda admeasuring 2015 mts., for an aggregate consideration not exceeding Rs. of Rs. 189380000/- (Rupees Eighteen Crore Ninety Three Lakhs Eighty Thousand only), or at prevailing *jantri*/ fair market value on the date of transaction and on such terms and conditions as may be agreed upon between the Company and the respective Related Party, and as more particularly set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof duly authorised by the Board) be and is hereby authorised to finalise and determine the terms and conditions of the proposed transaction(s), execute and deliver the necessary agreement(s), conveyance deed(s), sale deed(s), purchase deed(s) and/or other document(s), and to make such modifications, amendments, alterations or additions thereto as may be considered necessary, expedient or desirable, provided that the same are within the overall limits and terms approved by the Members.

RESOLVED FURTHER THAT Mr. Piyush Shah, Managing Director and/or Mr. Satvik Agrawal, Non-executive Director, of the Company be and are hereby severally authorized and empowered to finalise, enter, execute the agreement, Conveyance/Purchase deed, and get the said agreements registered with the concerned Registrar/sub-registrar and to represent, sign, execute and receive the necessary document(s), declaration(s), form(s), paper(s), deed(s)etc. on behalf of the Company and to do all such act or things which are necessary, expedient or desirable in this connection."

Registered Office
GRAND MERCURE Vadodara Surya Palace,
Sayajigunj, Vadodara 390 020
CIN: L18119GJ1984PLC006922
E-mail: share@suryapalace.com
Date: 24.07.2026
Place: Vadodara

By Order of the Board of Directors of
Jindal Hotels Limited
Sd/-
Mansi Vyas
Company Secretary
M.N: F11626

NOTES:

1) The explanatory statement as required under Section 102 of the Companies Act, 2013 ("the Act") relating to the Ordinary / Special Businesses to be transacted at the Annual General Meeting ("AGM") is annexed hereto and forms part of this notice.

2) The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020, and subsequent circulars issued in this regard, the latest being October 3, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with the applicable provisions of the Act, the SEBI Listing Regulations, MCA Circulars and the SEBI Circulars, the 41st AGM of the Company is being held through VC/OAVM on Tuesday, September 22, 2026 at 2:00 p.m. (IST).

The proceedings of the 41st AGM shall be deemed to be conducted at the Registered Office of the Company at GRAND MERCURE Vadodara Surya Palace, Sayajigunj, Vadodara – 390 020.

3) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to members who have not registered their email address with Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.suryapapace.com , website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Registrar and Share Transfer Agent, MUFG Intime India Private Limited ("MIIPL") (Formerly Link Intime India Private Limited) at URL: https://instavote.linkintime.co.in. The Company shall send a physical copy of the Annual Report 2025-26 to those Members who request the same at share@suryapalace.com mentioning their Folio No. / DP ID and Client ID.

4) The brief profile of the Director proposed to be re-appointed, including the nature of his/her expertise in specific functional areas, names of companies in which he/she holds directorships, memberships/chairmanships of Board Committees, shareholding, and relationships between Directors inter-se, as stipulated under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Schedule V [Part C] of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, is provided in the Explanatory Statement of the Notice of 41st AGM.

5) **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE 41ST AGM IS BEING HELD THROUGH VC AS PER THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE MADE AVAILABLE FOR THE 41ST AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

6) Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

7) Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

8) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Institutional / Corporate members (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote electronically either during the remote e-voting period or during the AGM. The said Resolution / Authorization should be sent electronically through their registered email address to the Scrutinizer at ranjit11cs@gmail.com with a copy marked to the Company at share@suryapalace.com. Further instructions has been set out at Note No. 29.

9) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM, based on the request being received on share@suryapalace.com.

10) All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to share@suryapalace.com.

11) Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

12) Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a special demat account to be opened by Investor Education and Protection Fund Authority ('IEPF Authority'). The said Shares, once transferred to the said demat account of the IEPF Authority can be claimed after following due procedure prescribed under the said IEPF rules.

13) Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company immediately by writing at Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara - 390015, Gujarat. Phone: 0265 3566768 or by sending a request on email at vadodara@in.mpms.mufg.com. In case the shares are held in dematerialized form, then information should be furnished directly to their respective Depository Participant ("DP") only.

14) Process for registration of Email Id for obtaining Annual Report, User ID and password for e-voting:

i. In case shares are held in physical mode, members who have not registered their email address and as a consequence may not receive the Notice may get their email address registered with the MUFG Intime India Private Limited by writing at Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara -390015, Gujarat. Phone: 0265 3566768 or by sending a request on email at vadodara@in.mpms.mufg.com.

ii. In case shares are held in demat mode, members are requested to update Email Id and bank account details with their respective Depository Participants ("DPs").

15) The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 16 September 2026 to Tuesday, 22 September 2026 (both days inclusive)** for the purpose of AGM. **Tuesday, 15 September 2026 ("cut-off date"),** would be the cut-off date for the purpose of reckoning the members / beneficial owners entitled to e-vote and attend the AGM through VC. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

16) As the AGM of the Company is held through VC / OAVM, we therefore request the Members to register themselves as speaker by sending their question / express their views from their registered E-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at E-mail Id share@suryapalace.com on or before Saturday, 19 September 2026. The Members who have registered themselves as speaker will only be allowed to ask queries / express their views during the AGM.

17) The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

18) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

19) In case of any queries regarding the Annual Report, the Members may write to share@suryapalace.com to receive response on email. Members desiring any information as regards to financial statements are requested to send an email to share@suryapalace.com , 7 days in advance before the date of the meeting to enable the management to keep full information ready on the date of AGM.

20) The Annual Report along with the Notice of AGM will be available on Company's website on https://www.suryapalace.com/investor-relations.html.

21) SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website at www.suryapalace.com.

22) Investor Grievance Redressal: The Company has designated Ms. Mansi Vyas, Company Secretary and Compliance Officer, Grand Mercure Vadodara Suryapalace, Sayajigunj, Vadodara – 390020 Gujarat, India having Phone +91 02652363366 and E-mail: share@suryapalace.com / rnt.helpdesk@in.mpms.mufg.com to enable investors to register their complaints, if any.

23) In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022.

24) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated 3rd November 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/C/2021/687 dated 14th December, 2021 ("Circulars"), requires listed companies to record and register the KYC details of all incomplete folio (including joint holders) i.e. PAN, contact details (postal address, Mobile Number & E-mail), Nomination and Bank Account details of first holder and in order to comply with the this Circulars, the Company has sent individual communications to the physical shareholders whose KYC details are pending to be updated and the members are requested to please update/complete the above details at earliest.

25) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA of the Company, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Request for consolidation of share certificates shall be processed in dematerialised form.

26) SEBI notification SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 stating that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed after 31st March 2019, unless the securities are held in the dematerialized form with the depositories. Hence, securities held in physical form be transferred, after 31st March 2019. You are requested to dematerialize your physical securities at the earliest.

Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 01 April 2019. Accordingly, the Company / MIIPL has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation. Further, in terms of SEBI Circular SEBI circular no. HO/38/13/11(2) 2026- MIRSD-POD/1/3750/2026 dated January 30, 2026, another special window has been opened for a period of one year from 5th February 2026 till 4th February 2027, only for re-lodgement of transfer deeds of physical shares, which were lodged prior to 1st April 2019 and were rejected, returned or not attended, due to deficiencies in the documents / process or otherwise. The shares relodged for transfer shall be issued only in demat mode after completing the due process. Eligible shareholders are requested to submit their request along with requisite documents to Company's Registrar and Share Transfer Agent.

27) The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their self-attested PAN to their DP(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their self-attested PAN details to the Company/ Registrar along with Form ISR 1.

28) As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at https://www.suryapalace.com/corporate-info/ under the section "Investor Cell/Grievance Redressal Cell".

29) **Instructions for Remote e-voting and joining the Annual General Meeting are as follows:**

The Company is offering remote e-voting facility as an alternate, to all the shareholders of the Company to cast their votes electronically on all resolutions set forth in the Notice here in for this purpose, Link intime: InstaVote shall provide facility for Remote E-voting to enable the Shareholders to cast their votes electronically. Remote E-voting is optional. Please note that the Event No: 260607.

The Company has appointed M/S KSPS & CO LLP, Company Secretaries, Vadodara represented by Mr. Ranjit Kumar Singh (Membership No. FCS 12564 and CP No. 23646) as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner. Copy of the notice (Annual Report) has been placed on the website of the Company viz. www.suryapalace.com and the website of MUFG Intime India Private Limited Formerly Link Intime India Pvt. Ltd. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than two (2) working days of the conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, Who shall countersign the same and declare the result of the voting forthwith.

The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchanges, MIIPL and will also be displayed on the Company's website. Members may contact at E-mail Id vadodara@in.mpms.mufg.com or rnt.helpdesk@in.mpms.mufg.com for any grievances connected with voting by electronic means.

The Remote e-voting period begins on **9:00 a.m. IST on Saturday, 19th September 2026 and ends at 5:00 p.m. IST on Monday, 21st September 2026**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 15th September 2026** may cast their vote electronically. The remote e-voting module shall be disabled **by MUFG Intime India Private Limited Formerly Link Intime India Private Limited (LIIPL)** for voting thereafter.

30) Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - NSDL OTP BASED LOGIN

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDEAS FACILITY

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 - NSDL E-VOTING WEBSITE

Visit URL: https://www.evoting.nsdl.com

a) Click on the "Login" tab available under 'Shareholder/Member' section.
b) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL E-VOTING PAGE

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL EASI/ EASIEST FACILITY:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.
Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on <u>the cut-off date for e-voting</u> may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP TO INSTAVOTE

<u>Shareholders registered for INSTAVOTE facility:</u>

a) Visit URL: <u>https://instavote.linkintime.co.in</u> & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".

   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

<u>Shareholders not registered for INSTAVOTE facility:</u>

a) Visit URL: <u>https://instavote.linkintime.co.in</u> & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders holding shares in **NSDL form**, shall provide 'D' above
      - Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
   5. Set the password of your choice.
      (The password should contain <u>minimum 8 characters</u>, at least <u>one special Character</u> (!#$&*), at least <u>one numeral</u>, at least <u>one alphabet</u> and at least <u>one capital letter</u>).
   6. Enter Image Verification (CAPTCHA) Code.
   7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: STEPS TO CAST VOTE FOR RESOLUTIONS THROUGH INSTAVOTE

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – CUSTODIAN / CORPORATE BODY/ MUTUAL FUND REGISTRATION

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – INVESTOR MAPPING

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu Section
C. Map the Investor with the following details:
    1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
    2) 'Investor's Name - Enter Investor's Name as updated with DP.
    3) 'Investor PAN' - Enter your 10-digit PAN.
    4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

    NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

   Further, Custodians and Mutual Funds shall also upload specimen signatures.
D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – STEPS TO CAST VOTE FOR RESOLUTIONS THROUGH INSTAVOTE

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on “Votes Entry” tab under the Menu section.
c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
d) Enter “16-digit Demat Account No.”.
e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see “Notification for e-voting”.
c) Select “View” icon for “Company’s Name / Event number”.
d) E-voting page will appear.
e) Download sample vote file from “Download Sample Vote File” tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

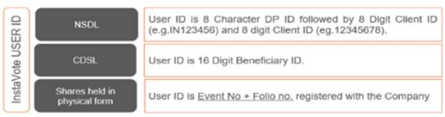
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Click **“forgot password?”**



- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:
Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.
b) Select the "Company Name" and register with your following details:
c) Select Check Box - **Demat Account No**. / **Folio No.** / **PAN**
   - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
   - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
   - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
   - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
   - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.
b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
c) Click on 'Submit'.
d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Guidelines to attend the AGM proceedings of MUFG Intime India Private Limited Formerly Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of MUFG Intime India Private Limited. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

a) Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1(A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1(B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

31) EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

The following Explanatory Statement relating to the accompanying Notice sets out all material facts relating to the business mentioned in the Notice convening the AGM as specified under Section 102(1) of the Companies Act, 2013 and LODR Regulations:

Item No. 2 & 3

Mrs. Chanda Agrawal and her relatives may be deemed to be interested in the Ordinary Resolution pertaining to her re-appointment as set out in Item No. 2 of the Notice.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 ("the Act") and all the applicable Rules made thereunder read with the Articles of Association of the Company, had proposed the appointment of Ms. Palak Gandhi (DIN: 09185223) as an Independent Director (Non-Executive) of the Company for a second consecutive term of 5 (Five) years from 12th July, 2027 to 11th July 2032 (both days inclusive).

Pursuant to regulation 36 of the securities and exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and secretarial standard-2 issued by the institute of company secretaries of India, information about the director proposed to be re-appointed and / or fixation of remuneration is furnished below:

1.	Name of Director	**Ms. Palak Sapan Gandhi**	**Mrs. Chanda Agrawal**
2.	Director Identification Number (DIN)	09185223	00010909
3.	Date of Birth & Age	25thOctober, 1981 (44 Years)	24thJune, 1955 (71 Years)
4.	Nationality	Indian	Indian
5.	Designation	Non-Executive Independent Director	Non-Executive Director
6.	Education & Qualifications	1. Chartered Accountant from Institute of Chartered Accountants of India(CA) 2. Graduated in Commerce from M.S. University, Baroda.	BSc
7.	Brief Resume & Nature of Expertise in Specific Functional Area	Ms. Palak Gandhi is a finance professional and a successful leader with 22 years of experience, having navigated vast variety of roles in various engagements spanning from fund raising with private equities, or through market, conducting due diligences of listed Companies, conducting internal financial controls, testing and creating standard operating procedures for	She is a Science Graduate and has more than 34 years' experience as a Hotelier. She has been rendering her services as a Non-Executive Director of our Company since 23rd September 1993. Her experience, guidance and advice benefit the Company, particularly in the areas of Housekeeping, Interior Design and Landscaping. The ambience

		Companies. Other key areas were to develop a system of product costing and profitability analysis.	of the hotel created by her is a combination of tranquillity and serenity along with grandeur and luxury.
8.	Date of first appointment on the Board	12.07.2022	23.09.1993
9.	Relationship with other Directors / Key Managerial Personnel of the Company	Not related to any other Director /Key Managerial Personnel of the Company	-Wife of Mr. Piyush Shah, Managing Director; -Mother of Mr. Satvik Agrawal, Non-Executive Director
10.	Directorships in other Companies held as on 31st March 2026	Nil	Jindal Hotels Limited, Synergy Varieties Private Limited, Nand Kishore Enterprises Private Limited
11.	Chairman / Membership of the Committees of the Board of the Company	Member of Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee of Jindal Hotels Limited.	Chairperson- stakeholder Relationship Committee Member- Audit Committee Member- Nomination &Remuneration Committee of Jindal Hotels Limited.
12.	Membership / Chairmanship of Committees in other Companies as on 31st March 2026.	Nil	Nil
13.	Name of Listed entities from which Director has resigned in the past three years	Nil	Nil
14.	No. of Shares held in the Company as at 31st March 2026	Nil	8,65,370 (12.36%)
15.	Terms and Conditions of Re-appointment	Re-appointed for a further period of Five years from July 12, 2027 to July 11, 2032 (both days inclusive), subject to the approval of shareholders of the Company.	Mrs. Chanda Agrawal was Reappointed as Non-Executive Director of Company by the members at 38th AGM held on10.09.2020.
16.	Remuneration last drawn (including sitting fees, if any) & Remuneration proposed to be paid	**Remuneration Last Drawn:** In FY 2025-26 Rs. 1,60,000/- by way of sitting fees for attending Board and Audit Committee Meeting. **Remuneration Proposed:** She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board reimbursement of expenses for participating in the Board and other meetings as decided by the Board of Directors from time to time.	Rs. 1,60,000/- Sitting fees paid for the FY 2025-26.She shall be paid remuneration byway of fee for attending meetings of the Board or Committees thereof or for any other purposes may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings as decided by the Board of Directors from time to time.
17.	Skills and capabilities required for the role as an Independent Director	Ms. Palak Gandhi meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company: - Financial Management	Mrs. Chanda Agrawal meets the following skills and capabilities required for the role as a Non -Executive Director, as have been identified by the Board of Directors of the Company: - Operational Management - Designing and Landscaping

		- Operational Management - Cost Management - Strategic Management	- Hotel Management
18.	Number of meetings of the Board / Committee attended during the financial year (FY 2025-26)	4 Board Meeting and 10 Committee Meetings attended during the FY 2025-26.	4 Board Meeting and 10 Committee Meetings attended during the FY 2025-26.
19.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/ 2018- 19 dated 20 June 2018.	Ms. Palak Gandhi is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mrs. Chanda Agrawal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Board recommends special resolutions set out at Item Nos. 3 of the Notice for approval of shareholders. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company / their relative are, in anyway, concerned or interested or otherwise, in these resolutions.

Item No. 4

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions. In terms of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the SEBI Listing Regulations. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is 10% of the annual turnover of the Company. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Further, SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2025/93 dated June 26, 2025 has notified the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ('Standards') effective September 1, 2025 which inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs including material modifications, to the Audit Committee and to the Members, while seeking approval.

It is in the above context that, Resolution No. 4 is placed for the approval of the Members of Jindal Hotels Limited ('Company') along with necessary details on the proposed RPTs provided in this Statement.

Background, details, and justification of the transaction(s):

The Audit Committee of the Company at its meeting held on 24th July, 2026 have approved for acquisition of immovable property situated at Bhimnath Road, Sayajigunj, Vadodara having Municipal Corporation census No. 6/13/22200 forming part of city survey No.202,203,204,205,206,207 and 208 of Vadodara city of Vadodara taluka in the Registration District and sub District of Baroda admeasuring 2015 mts.(the said land) from Mr. Piyush Shah, Managing Director and Ms. Chanda Agrawal , Non -executive Director, ('Related Party') [hereinafter referred to as "present owners"] for a consideration of Rs. 18,93,80,000 (Rupees Eighteen Crore Ninety Three Lakhs Eighty Thousand only).

The land on which the superstructures and the hotel property of the Company is situated of an area of approx. 4249 mts. The rights and possession / ownership of the Company on such land is acquired as per the particulars below:

a. Land admeasuring 2234 mts. identified as City Survey No.193-196; 199; part of 209-212 & part of 218 of Vadodara city of Vadodara taluka in the Registration District and sub District of Baroda is registered through a Conveyance in favour of the Company.

b. The said land admeasuring 2015 mts. and identified as census No. 6/13/22200 forming part of city survey No. 202,203,204,205,206,207and 208 of Vadodara city of Vadodara taluka in the Registration District and sub District of Baroda is possessed and enjoyed by the Company on the strength of a registered Lease Deed dated 17.02.2001 for a period of 30 years expiring on 05.05.2030 between the present owners and the Company. The said land is presently occupied by the Company as a Lessee.

Owing to the above manner of the possession and enjoyment of the said land in particular, the ownership of superstructures and other facilities/ amenities situated and lying on the said land is the ownership of the Company while the ownership of the said land vests and belongs to the present owners. This arrangement causes difficulty in establishing the clear titles of the property of the Company i.e. superstructures and amenities thereon and also establishing the fair value of the properties of the Company.

For the purposes of borrowings made by the Company from the Financial Institutions for the purposes of its business, thus far, the present owners have facilitated the same by creating mortgage / charge on the said land.

The lease agreement creates an uncertainty of the continuity and extension of the lease in favour of the Company on account of various factors including succession issues.

In order to overcome the aforesaid uncertainty as also to ensure a clear title and ownership of the said land along with the super structures there on and ensure the benefit of the appreciation in the value thereof, it is felt desirable that the Company should acquire the said land from the present owners which would ensure permanency and strengthen the titles and ownership of the Company's property. Hence, the aforesaid transaction of purchase of land from the present owners is proposed.

Details of the proposed transactions including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	Particulars of the information	Information provided by the Management
A.	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1.	Name of the related party	Mr. Piyush Shah, Managing Director and Ms. Chanda Agrawal, Non -executive Director
2.	Country of incorporation of the Related Party	India
3.	Nature of business of the related party	Both Mr. Piyush D. Shah and Mrs. Chanda P. Agrawal are Hoteliers engaged in the hospitality and hotel business.
A(2)	**Relationship and ownership of the related party**	
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Piyush D. Shah is the Managing Director and Ms. Chanda Agrawal is a Non-Executive Director of the Company. The proposed transaction involves acquisition of immovable property owned by the Related Parties by the Company.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable

	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Mr. Piyush Daudayal Shah: 11,98,789 Equity Shares (17.13%) held directly. In addition, Shah Piyush Daudayal HUF holds 2,39,765 Equity Shares (3.43%) as beneficial owner. Ms. Chanda Piyush Agrawal: 8,65,370 Equity Shares (12.36%) held directly.
A(3)	**Details of previous transactions with the related party**	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	The details of transactions undertaken by the Company with the Related Party during FY 2025-26 are disclosed in the Financial Statements forming part of the Annual Report for FY 2025-26. The Members may refer to Note No. 38 on page no. 91 of the Annual Report for further details.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	The aggregate lease rent paid by the Company during the current financial year up to June 30, 2026, i.e., the quarter immediately preceding the quarter in which approval is being sought, is as follows: Mr. Piyush Shah: Rs. 2,92,032 Mrs. Chanda Agrawal: 2,43,381 **Total: 5,35,413**
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4)	**Amount of the proposed transaction(s)**	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 18,93,80,000/-
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	38.96%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable
6.	Financial performance of the related party for the immediately preceding financial year	Not Applicable, as the Related Parties are individuals and the proposed transaction relates to acquisition of immovable property owned by them.
A(5)	**Basic details of the proposed transaction**	

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The proposed transaction involves the acquisition by the Company of immovable property owned by the Related Parties.
2.	Details of each type of the proposed transaction.	Acquisition of immovable property situated at Bhimnath Road, Sayajigunj, Vadodara having Municipal Corporation census No. 6/13/22200 forming part of city survey No.202,203,204,205,206,207 and 208 of Vadodara city of Vadodara taluka in the Registration District and sub District of Baroda admeasuring 2015 mts.(the said land) from Mr. Piyush Shah, Managing Director and Ms. Chanda Agrawal, Non - executive Director, ('Related Party') [“present owners"] for a consideration of Rs. 18,93,80,000 (Rupees Eighteen Crore Ninety Three Lakhs Eighty Thousand only) or at prevailing *jantri* or fair market value at the time of transaction .
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed transaction is expected to be completed within a period of five years.
4.	Whether omnibus approval is being sought?	The Audit Committee and Board of Directors, subject to approval of shareholders, have accorded their approval for the proposed transaction relates to a specific and identified acquisition of immovable property from the Related Parties and is a one-time transaction. Accordingly, specific approval is being sought for the proposed transaction.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 18,93,80,000/-
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The hotel building is owned by the Company which is situated on a total land area of approx. 4,249 sq. metres, out of which 2234 sq. metres is owned by the Company and the remaining 2,015 sq. metres is owned by the Related Parties. The proposed acquisition of the Related Parties’ portion will consolidate the ownership of the entire land and the superstructure thereon, eliminate potential uncertainties and future risks and provide long-term strategic and economic benefits to the Company. Accordingly, the proposed RPT is in the interest of the Listed Entity and its Members.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Except Mr. Piyush D. Shah, Managing Director & Mrs. Chanda Agrawal, Non-executive Director, none of the other Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.
	a. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable, as the Related Parties are individuals and not an entity having share capital.
	b. Name of the director / KMP	Mr. Piyush D. Shah, Managing Director Mrs. Chanda Agrawal, Non-executive Director
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The purchase consideration of Rs. 18,93,80,000/- is based on the prevailing market price and is supported by the valuation report issued by M/s. Hitesh Shah & Associates, Vadodara, Registered Government Valuers, who have assessed the fair

		market value of the said land at Rs. 18,93,80,000/-. The valuation has been determined after considering comparable instances, prevailing *Jantri* value and the nature of title of the property. The Valuation Report dated 20.07.2026 was placed before and considered by the Audit Committee at its meeting held on 24.07.2026.
9.	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
Point B(1) to B(7) and C(1) to C(6) is not applicable.		

Arm's length pricing:

The proposed Related Party Transactions ("RPTs") have been evaluated by M/s. Hitesh Shah & Associates, Vadodara, Registered Government Valuers and an independent external consulting firm, with a view to assessing the pricing and determining whether the proposed transactions are being undertaken on an arm's length basis. Based on the evaluation carried out, the Valuer has confirmed that the pricing of the proposed RPTs is fair and reasonable and is in accordance with the arm's length principle.

The Valuation Report issued by M/s. Hitesh Shah & Associates is available for inspection by the Members and can also be accessed at URL : https://q.me-qr.com/50ed3jkk and electronically by scanning the QR Code

The Managing Director and Chief Financial Officer (CFO) of the Company have certified that the terms and conditions of the proposed Related Party Transaction are fair, reasonable and in the interest of the Listed Entity and its Members. The said certificate was duly placed before and considered by the Audit Committee at its meeting held on 24thJuly, 2026 and is being disclosed to the Members in accordance with the applicable RPT Industry Standards.

The proposed Material Related Party Transaction, including any material modification thereto, has been considered and approved by the Audit Committee, as applicable, at their meeting held on 24thJuly, 2026. The Board of Directors recommends the passing of resolution set out in item No. 4 as Ordinary Resolution for approval of the Members of the Company.

Except Mr. Piyush D. Shah and Mrs. Chanda Agrawal, none of the other Directors or any Key managerial personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Registered Office
GRAND MERCURE Vadodara Surya Palace,
Sayajigunj, Vadodara 390 020
CIN: L18119GJ1984PLC006922
E-mail: share@suryapalace.com
Date: 24.07.2026 Place: Vadodara

By Order of the Board of Directors of
Jindal Hotels Limited
Sd/-
Mansi Vyas
Company Secretary
M.N: F11626