



Date:- 09/09/2025

To,  
The General Manager  
Corporate Relationship Department,  
BSE Limited  
1<sup>st</sup> Floor, New trading Ring, Rotunda Building, PJ Towers,  
Dalal Street, Fort, Mumbai-400001

**Script Code/Symbol: 532016/Espire**

**Sub: Outcome of Meeting of Board of Directors in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In the Board Meeting held today the Board has considered the following items: -

- 1) Approve the addendum to the Notice of 34<sup>th</sup> AGM dated 1<sup>st</sup> September,2025
- 2) A copy of the Addendum to the Notice along with Annual Report is enclosed herewith.

Updated Notice along with The Annual Report is also available on the company's website  
[www.espirehospitality.com](http://www.espirehospitality.com)

The meeting of the Board of Directors of the Company commenced at 01:00 PM (IST) and concluded at 14:35 PM (IST).

You are requested to take the above information on your records.  
Thanking you,

**Yours faithfully,  
Espire Hospitality Limited**

**(Sumeer Narain Mathur)  
Company Secretary & Compliance officer  
Membership No: FCS9042**

Encl: As above

**Espire Hospitality Limited**

Registered Office: Shop No. 1, Country Inn Mehraagon, Bhimtal, Uttarakhand - 263132 | Corporate Office: A 41, Mohan Co-operative Industrial Estate, New Delhi - 110044  
T: +91 11 7154 6500 | E: [info@espirehospitality.com](mailto:info@espirehospitality.com) | W: [www.espirehospitality.com](http://www.espirehospitality.com) | PAN: AAACU0234B  
CIN: L45202UR1991PLC00604



[sixsenses.com](http://sixsenses.com)



[zanaresorts.com](http://zanaresorts.com)



[countryinn.in](http://countryinn.in)

## **ADDENDUM TO THE NOTICE OF 34TH ANNUAL GENERAL MEETING OF THE COMPANY**

**Addendum to the Notice dated 1<sup>st</sup> September,2025 convening 34<sup>th</sup> Annual General Meeting Of Espire Hospitality Limited ("The Company or EHL") will be held on Friday, 26<sup>th</sup> September,2025 at 10:00 AM Indian Standard Time (IST) at "Country Inn Nature Resorts", Mehragoan, Bhimtal, Uttarakhand-248179, through Physical Mode to transact the following business: -**

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') & pursuant to the provisions of Section 179, 204(1) of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 the following item of business is added in the aforesaid Notice as Item No. 3 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 1<sup>st</sup> September,2025 and the notes provided therein.

### **SPECIAL BUSINESS:-**

#### **3. Appointment of Secretarial Auditors of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 179, 204(1) of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and based on the recommendation of the Board of Director and Audit Committee, M/s RSH & Associates , Company Secretaries, Peer Review Number:P2016DE057700 be and are hereby appointed as the Secretarial Auditor of the company for a term five years to hold office from the conclusion of the 34th Annual General Meeting ("AGM") till the conclusion of the 39<sup>th</sup> AGM of the company, for conducting Secretarial Audit for the period commencing from FY 2025-26 till FY 2029-30, on such terms and remuneration as mentioned in the explanatory statement and as may be determined by the Board of Directors in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

**“RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

**By order of the Board of Directors  
For Espire Hospitality Limited**

Sumeer Narain Mathur

Company Secretary & Compliance Officer

Membership No: FCS9042

Address: House No: B-803, Dronagiri Apartment, Sector-11, Vasundhara, Ghaziabad-201012

Date: 09<sup>th</sup> September, 2025

Place: New Delhi



**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HERSELF/ HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

- ❖ A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form issent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
- ❖ Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being 19<sup>th</sup> September,2025, or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
- ❖ Electronic copy of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. The cut-off date is decided for the purpose of reckoning the number of shareholders eligible to receive notice of AGM is 26<sup>th</sup> September,2025
- ❖ **Voting Rights:** Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders
- ❖ **Voting through Electronic means** In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Pursuant to SEBI circular no. SEBI/HO
- ❖ /CFD/ CMD/ CIR/ P/ 2020/ 242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, the Company is pleased to provide members facility to exercise their right to vote means and the business may be transacted through e- Voting Services provided by National Securities Depository Limited (NSDL).
- ❖ Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physical and e-voting, then votes cast through e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid. The “E-Voting “procedure along with the user id and password of each shareholder is annexed along with the proxy form at the end of the annual report.
- ❖ Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- ❖ Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
- ❖ 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.
- ❖ Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
- ❖ Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 10:00A.M. and 2.00 P.M. up to the date of the Meeting.
- ❖ In line with the MCA Circular dated May 5, 2020 and January 13, 2021 and SEBI Circular dated May 12, 2020 and January 15, 2021 the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories and the same will also be available on the Company’s website [www.espirehospitality.com](http://www.espirehospitality.com) and on the websites of stock exchange [www.bseindia.com](http://www.bseindia.com). For any communication, the members may send requests to the Company’s email Id [cs@espirehospitality.com](mailto:cs@espirehospitality.com)
- ❖ The Company’s Register of Members and Transfer Books will remain closed from 19<sup>th</sup> September,2025 to 28<sup>th</sup> September,2025 (both days inclusive) for the purpose of the Meeting, and the “E-Voting “facility shall be open for the period from 09:00 hours of 23<sup>rd</sup> September,2025 to 17:00 hours of 25<sup>th</sup> September,2025 after this period the event will be no longer available for casting votes by “E-Voting “mechanism.
- ❖ Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
- ❖ Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Skyline Financial Services Pvt Limited

- ❖ The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
- ❖ Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
- ❖ Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- ❖ Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent, for consolidation into a single folio.
- ❖ Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
- ❖ Mr. Vijay Kumar Kaul, Practicing Company Secretary (Membership No.2719), Proprietor - M/s. Vijay Kaul & Co has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- ❖ The Scrutinizer shall immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days on conclusion of the annual general meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- ❖ As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the equity shares of the Company are listed, within 02 working days of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.espirehospitality.com](http://www.espirehospitality.com) and on the website of NSDL.
- ❖ Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, 26<sup>th</sup> September, 2025
- ❖ In respect of the information to be provided under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the Directors being appointed, Members are requested to kindly refer to the chapter on Corporate Governance in the Annual Report.
- ❖ The route map of the venue of the Meeting is attached at the end of the Notice for the 34<sup>th</sup> AGM.
- ❖ A link to access the same is also mentioned here <https://www.mappls.com/direction?places=29.268635,79.543516,Kathgodam,29.268635,79.543516;29.3677420000001,79.5425040000001,Hotel%20Country%20Inn%20C%20Bhowali%20C%20Bhimtal%20Haldwani%20Road%20C%20Mehragaon%20C%20Nainital%20C%20Nainital%20District%20C%20Uttarakhand%20C%20263136,29.368116,79.5418780000001&mode=driving&region=ind>
- ❖ Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent - SLFSPL in case shares are held in physical form so that they can receive the Annual Report and other communication from the Company electronically.
- ❖ The Members desiring any information as regards to accounts are requested to write to the Company at an early date, so as to enable the Company to keep information ready.
- ❖ As a measure of economy, copies of Annual Report will not be distributed at the Meeting. Members are therefore requested to bring their copy of the Annual Report to the Meeting

- Members may please note that no gifts will be distributed at the Meeting.
- 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. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of AGM, i.e. 26<sup>th</sup> September, 2025. Members seeking to inspect such documents can send an email to [cs@espirehospitality.com](mailto:cs@espirehospitality.com).
- In terms of Regulation 40(7) and 61(4) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy(ies) of their PAN card(s) for registration of transfer of shares. Transferor and the Transferee(s) are requested to furnish copies of their PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the company/ Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities. In case where PAN card is not available i.e. in case of residents of Sikkim, the identify proof shall be submitted for registration of such transfer of securities. SEBI vide Notification dated June 08, 2018 have conveyed amendment to Regulations 7 and 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which shall come into force from December 05, 2018. Accordingly, effective December 5, 2018 except in cases of transmission or transposition, transfer of securities of the Company cannot be processed unless the securities are held in dematerialized form with a depository. The implication of this amendment is, post December 05, 2018 equity shares of the Company which are held in physical form by some shareholders can be continued to be held by them in physical form, but cannot be further transferred by the Company or its R&T Agent except in case of transmission & transposition matters.
- In view above, we request the shareholders holding shares in physical form to kindly dematerialize equity shareholding in EHL
- **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**
- The remote e-voting period begins on 23<sup>rd</sup> September, 2025 at 09:00 A.M. and ends on 25<sup>th</sup> September, 2025 at 05:00 PM. 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. 19<sup>th</sup> September, 2025 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 01<sup>st</sup> September, 2025
- **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**
- **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
- **In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**

Type of shareholders	Login Method	Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL

- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.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 If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.

Individual Shareholders holding securities in demat mode with CDSL

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



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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method			
	<p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>	<ul style="list-style-type: none"> <li>• <b>Important note:</b> Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.</li> <li>•</li> <li>• <b>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL</b></li> </ul>		
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>	<table border="0"> <tr> <td data-bbox="1378 518 1747 808"> <p><b>Login type</b>  <b>Individual Shareholders holding securities in demat mode with NSDL</b>  <b>Individual Shareholders holding securities in demat mode with CDSL</b></p> </td> <td data-bbox="1824 518 2479 851"> <p><b>Helpdesk details</b>  Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p> </td> </tr> </table>	<p><b>Login type</b>  <b>Individual Shareholders holding securities in demat mode with NSDL</b>  <b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>Helpdesk details</b>  Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>
<p><b>Login type</b>  <b>Individual Shareholders holding securities in demat mode with NSDL</b>  <b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>Helpdesk details</b>  Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>			

## **B) Login Method for e-Voting 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?**

- 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, 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.

- Your User ID details are given below :

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

**a) For Members who hold shares in demat account with NSDL.**

**Your User ID is:**

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\*\*\*\*\*.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

**b) For Members who hold shares in demat account with CDSL.**

EVEN Number followed by Folio Number registered with the company

**c) For Members holding shares in Physical Form.**

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 use your existing password to login and cast your vote.
  - a) 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.
  - b) 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:

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](http://www.evoting.nsdl.com).

[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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.

### General Guidelines for shareholders

- 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 [vijaykaul49@gmail.com](mailto:vijaykaul49@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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.
- 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](http://www.evoting.nsdl.com) to reset the password.
- 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com)
- **Step 2: Cast your vote electronically on NSDL e-Voting system.**
- **How to cast your vote electronically on NSDL e-Voting system?**
- 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 is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**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 [cs@espirehospitality.com](mailto:cs@espirehospitality.com)
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 [cs@espirehospitality.com](mailto:cs@espirehospitality.com). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (The Act)

- **Item No: 02**

- Mr. Gagan Oberoi, a P.H.D by Qualification, holds a senior management certification from Indian Institute of Management, Calcutta and a graduate in computer engineering with process training from Carnegie Mellon University and KPMG. With a career spanning over 30 years, Gagan has held several leading positions including Head of Delivery and spearheaded many successful engagements & associations that has helped grow the business multifold. His transformational style of leadership, combined with his innovative thinking and deep understanding of client objectives has time and again translated into value-added solutions across Espire and our customers. He has been the driving force behind Espire's successful appraisal for CMMI level 5 Ver 1.3 (Dev + SVC) and accreditations in various ISO standards for quality and data security. He is also one of the Board of Directors of Radcliffe Education Private Limited. He has more than 22 years of experience in setting up various ventures and taking them to growth path. During his career he has worked with several international educational service providers to help them in developing systems and solutions for 20 Schools in space of e-learning.

- **Interest of Director**

- Mr. Gagan Oberoi is not holding any shares in the company
- Your Directors recommend the above Resolution for your approval.
- Additional information's as required under regulation 36(3) of SEBI LODR , Regulations,2015 (as amended) is as under:-

Name of the Director	Mr. Gagan Oberoi
Reason for change viz. appointment, resignation, removal, death or otherwise	Re- Appointment due to retire by rotation
Date of appointment & term of appointment	Original date of appointment 22.01.2021 Appointed as an Director (Non- Executive, Non-Independent Director) of the Company to hold office in terms of Section 161(1) of the Companies Act, 2013.
Age (Years)	57
Brief Resume/ Nature of Expertise in functional areas	Mr. Gagan Oberoi, a P.H.D by Qualification, holds a senior management certification from Indian Institute of Management, Calcutta and a graduate in computer engineering with process training from Carnegie Mellon University and KPMG. With a career spanning over 30 years, Gagan has held several leading positions including Head of Delivery and spearheaded many successful engagements & associations that has helped grow the business multifold. His transformational style of leadership, combined with his innovative thinking and deep understanding of client objectives has time and again translated into value-added solutions across Espire and our customers. He has been the driving force behind Espire's successful appraisal for CMMI level 5 Ver 1.3(Dev + SVC) and accreditations in various ISO standards for quality and data security. He is also one of the Board of Directors of Radcliffe Education Private Limited. He has more than 22 years of experience in setting up various ventures and taking them to growth path. During his career he has worked with several international Educational service providers to help them in developing systems and solutions for 20 Schools in space of e-learning.
Relationship between directors interse	No relationship
Names of listed entities in which holds the directorship and the membership of Committees of the board;	Nil

- Item No. 3,
- Pursuant to the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A (1A) & (1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024 w.e.f. 1st April, 2025, every listed entity is required to appoint an individual or a firm as a Secretarial Auditors of the Company, who shall be a peer reviewed Practicing Company Secretary and who has not incurred any disqualifications for appointment or continuation as Secretarial Auditors of the listed entity.
- Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s RSH & Associates , Company Secretaries, Peer Review Number:P2016DE057700, as the Secretarial Auditors of the Company for a term of five years to hold office from the conclusion of the 34th Annual General Meeting ("AGM") till the conclusion of the 39th AGM of the company to be held in the F.Y 2029-30 for conducting secretarial audit for a period commencing from FY 2025-26 till FY 2029-30 on such terms and remuneration for financial year 2025-26, plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, with such revisions as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years.
- **Brief Profile of M/s RSH & Associates**
- M/S RSH & Associates, Company Secretaries, is one of the reputed company secretarial firms in Delhi & NCR, enriched with rich experience of more than Eleven years having professional expertise in dealing with all kinds of Corporate Secretarial, Foreign Exchange Laws (FEMA & R.B.I. Regulations / Approvals), Corporate Advisory (Incorporation of Companies, Infusing Foreign Equity, Government Approvals etc.), Regulatory Issues and such other Allied & Legal matters. It is a full service corporate advisory firm.
- The Board of Directors of the Company recommends the Ordinary resolution set out at Item No. 4 of the Notice for approval of the Members. None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



**Form No.MGT-11**

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Act (Management and Administration) Rules, 2014

CIN: **L45202UR1991PLC000604**

Name of the company: **ESPIRE HOSTPITALITY LIMITED**

Registered office: **Shop#1, Country Inn, Mehragaon, Bhimtal, Uttarakhand-248179**

**Name of the Member**

- I /We, being the member(s) of shares of the above named company ,hereby appoint:-

Registered Address

- Name:.....

Email id.

- Address:.....

- Email id:.....

- Signatures , or falling him.....

Folio No/ Client ID

- Name:.....

- Address:.....

- Email id:.....

Dp id.

- Signatures or falling him.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the company, to be held on the Friday, 26<sup>th</sup> September, 2025 at 10:00 AM at “Country Inn Nature Resorts , Mehraon , Bhimtal, Uttarakhand-248179, and at the any adjournments thereof in respect of such resolutions as are indicated below:

Sl Number	Description	For	Against
<b>ORDINARY RESOLUTION</b>			
1	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon		
2	To appoint a director in the place of Mr. Gagan Oberoi (DIN: 00087963 who retires by rotation and being eligible, offers himself for reappointment		
3	Appointment of Secretarial Auditors of the Company		

Signed this day of 2025.....

Signatures of shareholder.....

Signatures of Proxy holder(s).....

**Affix  
Revenue  
Stamp**

Note:

- This form of proxy in order to be effective should be duly completed and Deposited at the Registered office of the Company, not less than 48 hours before the Commencement of the Meeting
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the Thirty Fourth Annual General Meeting.
- It is optional to put a in the appropriate column against the resolutions indicated above. If you leave “For” or “Against” column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate

### Attendance Slip

- I, certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company on 26th September,2025 at “**Country Inn Nature Resorts ”, Mehragaon, Bhimtal, Uttarakhand-248179.**
- Clint id/Folio Number.....
- Signature of attending Member/Proxy.....

# Corporate Information

- **Company Secretary & Compliance Officer**

Sumeer Narain Mathur

- **Corporate Office:-**

A-41, Mohan Estate, New Delhi-110044

Email: [cs@espirehospitality.com](mailto:cs@espirehospitality.com)

- **Registrar & Transfer Agent**

M/s. Skyline Financial Services Private Limited

(Unit- Espire Hospitality Limited)

D-153A, 1st Floor Okhla Industrial Area, Phase- I,  
New Delhi – 110 020 Tel: - +91 – 11 – 2681-2682,  
2681-2683

- Fax: - +91 – 11 – 3085 7562

- Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

