Date:- 03/09/2026

To,
The General Manager
Corporate Relationship Department,
BSE Limited
1st Floor, New trading Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai-400001
Script Code/Symbol: 532016/Espire

Subject:-Annual Report for the financial year 2025-26 and Notice Convening the 35th Annual General Meeting

Dear Sir/Madam,

Pursuant to Clause 34 of SEBI (Listing Obligations & Disclosure Requirements) we submit herewith the Annual Report of the Company for the financial year 2025-26 along with Notice convening the 35th Annual General Meeting to be held on 25th September,2026.

The Annual Report is also available on the company's website www.espirehospitality.com

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

Thanking you,

Yours faithfully,
Espire Hospitality Limited

ESPIRE HOSPITALITY LIMITED DELHI

(Sumeer Narain Mathur)
Company Secretary & Compliance officer
Membership No: FCS9042
Encl: As above

35TH ANNUAL REPORT
ESPIRE HOSPITALITY LIMITED

NOTICE FOR 35TH ANNUAL GENERAL MEETING

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of **Espire Hospitality Limited ("The Company or EHL")** Scheduled be held on **Friday, September 25, 2026 at 10:30 A.M. ("IST")** at "Country Inn Nature Resort", Mehragoan, Bhimtal, Uttarakhand - 248179 ("Venue") through Physical mode to transact the following businesses:

ORDINARY BUSINESS: -

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026, including the Audited Balance Sheet as of March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.**

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

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2026, including the Audited Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon, as laid before the members, be and are hereby received, considered and adopted."

2.To appoint a Director in the place of Ms. Leela Bisht (DIN:07172417) who retires by rotation and being eligible, offers herself for reappointment.

Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends the re-appointment of **Ms. Leela Bisht (DIN:07172417)**, Director of the Company. The brief profile of **Ms. Leela Bisht (DIN:07172417)**, is set out in **Annexure-A** hereto, in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

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 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) **Ms. Leela Bisht (DIN:07172417)**, Director of the Company, who retires by rotation at this meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company who shall be liable to retire by rotation in accordance with Companies Act, 2013."

3. **<u>To re-appoint Bansal & Co, LLP (ICAI Firm Registration No: 001113N/N500079),Chartered Accountants as Statutory Auditors of the Company for a second term of five (5) consecutive years</u>.**

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 139, Section 142 and other applicable provisions of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, approval of the members, be and is hereby accorded for the re-appointment of **Bansal & Co, LLP *(ICAI Firm Registration No: 001113N/N500079)* as Statutory Auditors** of the Company to hold office for the second term of 5 consecutive years, commencing from the conclusion of 35^{th} Annual General Meeting till the conclusion of 40^{th} *Annual General Meeting i.e., "T+5")* on such remuneration plus taxes and reimbursement out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the foregoing resolution, including to settle any question, difficulty or doubt that may arise in connection therewith, and to execute and deliver all such documents, instruments and writings as may be required or deemed necessary for giving effect to this Resolution.

By order of the board of Directors

For Espire Hospitality Limited

Sd/-

Sumeer Narain Mathur
Company Secretary & Compliance Officer
Membership No: FCS9042

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

Date: 31/08/2026
Place: Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FOURTY EIGHT HOUR BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER**
3. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) Members holding, in the aggregate, not more than ten percent of the total share capital of the Company carrying voting rights. 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, provided that such person shall not act as a proxy for any other Member.
4. If a person is appointed as a proxy by more than fifty Members, such proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the Meeting. In the event of failure to do so, only the first fifty proxies received by the Company shall be treated as valid.

5. The instrument appointing the proxy, duly completed and signed, must be deposited at the Registered Office of the Company, either in person or by post, not less than 48 hours before the commencement of the Meeting. The Proxy Form is enclosed with this Notice
6. Proxies submitted on behalf of companies, societies, partnership firms or other bodies corporate must be supported by an appropriate Board Resolution, authority letter or other valid authorization, as applicable.
7. Corporate Members intending to authorize their representatives to attend and vote at the Annual General Meeting ("AGM") pursuant to Sections 112 and 113 of the Companies Act, 2013 are requested to send a certified true copy of the Board Resolution/Authorization Letter to the Scrutinizer at loveneet.cs@gmail.com , with a copy marked to info@espirehospitality.com.
8. Members, Proxies and Authorized Representatives attending the AGM are requested to bring the duly completed Attendance Slip enclosed with this Notice.
9. Every member entitled to vote at the meeting or on any resolution to be moved shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged with the Company at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.

10. In line with the Ministry of Corporate Affairs (MCA) Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.espirehospitality.com the Notice can also be accessed from the website of the Stock Exchange i.e. BSE India at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
11. The Company has appointed Mr. Loveneet Handa (FCS Membership No. 9055, COP No. 10753), Partner of M/s RSH & Associates, Practicing Company Secretaries, holding peer review certificate number 5475/2024, as scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their **respective** Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
13. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
14. All the documents referred to in the accompanying notice are open for inspection at the company's registered office on all working days of the company, between 11.00 A.M. to before conclusion of the AGM.

15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available at the AGM and shall remain open and accessible to any person entitled to attend the Meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170(1) of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
17. Shareholders may please note that no gifts / gift coupons / cash in lieu of gift shall be distributed at the venue of the meeting.
18. In accordance with Clause 1.2.4 of the Secretarial Standard II, Route map giving directions to the venue is annexed at the end of the notice.
19. The Register of Members and Transfer Books of the Company will be closed from **Saturday September 19, 2026 to Friday September 25, 2026 (both days inclusive)** for the purpose of AGM
20. Corporate Members intending to authorize their representatives to attend and vote at the Extraordinary General Meeting ("EGM") pursuant to Sections 112 and 113 of the Companies Act, 2013 are requested to send a certified true copy of the Board Resolution/Authorization Letter to the Scrutinizer at loveneet.cs@gmail.com with a copy marked to info@espirehospitality.com.
21. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.

22. The Explanatory Statement relating to Item Nos. 2 and 3 of the Ordinary Business in respect of the business set out above and the relevant details in respect of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and also as per Secretarial Standard (SS-II) on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors/Auditor seeking appointment/re-appointment. The Explanatory Statement is annexed hereto and forms an integral part of this Notice.

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 as amended by Companies Management and Administration) Rules, 2015, and Regulation 44 of Listing Regulations, the Company is pleased to provide Members with a facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (**NSDL)**

ITEM NO: 02 To appoint a Director in the place of Ms. Leela Bisht (DIN:07172417) who retires by rotation and being eligible, offers herself for reappointment.

Brief Profile and Justification for Re-appointment of Ms. Leela Bisht
Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Ms. Leela Bisht (DIN: 07172417), being eligible, is proposed to be re-appointed as a Director of the Company, liable to retire by rotation.

Ms. Leela Bisht is a graduate and has rich experience in managerial and administrative activities. She has been associated with the Company as a Director since 22 January 2021 and has been actively involved in the management and decision-making processes of the Company. She plays a key role in formulating and implementing various policies and strategies of the Company and has been instrumental in providing a structured corporate framework to the Company's education business line.

Ms. Bisht was initially appointed as an Additional Director (Non-Executive, Non-Independent) of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013. She has completed her graduation in Delhi and has also served as a former Councillor of the Municipal Corporation of Delhi (MCD), a former Committee Member of the DDA Advisory Committee, and as Chairperson of Bal Vikas Kalyan.

Considering her extensive managerial, administrative and public-service experience, as well as her continued contribution to the affairs and growth of the Company, the Board is of the view that her continued association with the Company would be beneficial to the Company.

Accordingly, the Board recommends the resolution set out in the accompanying Notice for approval of the Members as an Ordinary Resolution.
Ms. Leela Bisht (Director) is interested in the resolution relating to her Re-appointment as a Director of the Company.

<u>ITEM NO: 03 To re-appoint Bansal & Co, LLP (ICAI Firm Registration No: 001113N/N500079),Chartered Accountants as Statutory Auditors of the Company for a second term of five (5) consecutive years.</u>

The Members of the Company are hereby informed that M/s. Bansal & Co., LLP, Chartered Accountants, having Firm Registration No. 001113N/N500079, were appointed as the Statutory Auditors of the Company at the 30th Annual General Meeting held on December 10, 2021, to hold office from the conclusion of the said Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, in accordance with the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 (“Act”).

The present term of M/s. Bansal & Co., LLP, Chartered Accountants, as Statutory Auditors of the Company will expire at the conclusion of the ensuing 35th Annual General Meeting.

Pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the following information is provided in respect of the proposed re-appointment of the Statutory Auditors of the Company.

Basis of Recommendation and Credentials of the Statutory Auditors

The Audit Committee, after considering the performance, experience, technical expertise, professional competence, resources and independence of M/s. Bansal & Co., LLP, has recommended their re-appointment as Statutory Auditors of the Company for a further term of five (5) consecutive years. Based on the recommendation of the Audit Committee, the Board of Directors is of the opinion that the continued association of M/s. Bansal & Co., LLP with the Company would be beneficial to the Company.

M/s. Bansal & Co., LLP is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”) and having Firm Registration No. 001113N/N500079. The firm possesses the requisite experience, professional expertise and technical capabilities to undertake the statutory audit of the Company. The firm has been associated with the Company as its Statutory Auditors since their appointment at the 30th Annual General Meeting held on December 10, 2021.

The Audit Committee and the Board of Directors have also considered the eligibility, independence and other applicable requirements prescribed under the Companies Act, 2013 and SEBI LODR Regulations and are satisfied that M/s. Bansal & Co., LLP are eligible and suitable for re-appointment as Statutory Auditors of the Company.

Re-appointment and Tenure

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 31st August, 2026, has recommended the re-appointment of M/s. Bansal & Co., LLP, Chartered Accountants, having Firm Registration No. 001113N/N500079, as the Statutory Auditors of the Company for a second term of five (5) consecutive years, commencing from the conclusion of the 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting, subject to the approval of the Members of the Company.

The proposed re-appointment is in accordance with the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and the applicable provisions of the SEBI LODR Regulations.

Proposed Fees and Terms of Appointment
Pursuant to Regulation 36(5) of the SEBI LODR Regulations, the proposed remuneration/fees payable to M/s. Bansal & Co., LLP for the financial year 2026-27 shall be Rs 25 Lacs plus applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit and other permissible services, as may be approved by the Board of Directors based on the recommendation of the Audit Committee.

The remuneration for subsequent financial years during the proposed term of appointment shall be determined by the Board of Directors, in consultation with the Statutory Auditors and based on the recommendation of the Audit Committee, subject to applicable statutory and regulatory requirements.

Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.

The Audit Committee and the Board of Directors, after considering the experience, expertise, qualifications, performance, technical capabilities, independence and overall suitability of the firm, are of the opinion that **M/s. Bansal & Co, LLP, Chartered Accountants, [Firm Registration Number: 001113N/N500079],]** are well suited to continue as the Statutory Auditors of the Company for the proposed second term.

- The Company has received from M/s. Bansal & Co, LLP ,Chartered Accountants, [Firm Registration Number: 001113N/N500079],]

1. their consent to continue as Statutory Auditors of the Company;
2. confirmation that their re-appointment is in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder;
3. confirmation that they satisfy the eligibility and qualification criteria prescribed under the Companies Act, 2013; and
4. confirmation that they are eligible for re-appointment and are not disqualified from being appointed as Statutory Auditors of the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- The remote e-voting period begins on **Tuesday, September 22, 2026 at 9.00 A.M. and will end on Thursday, September 24, 2026 at 5.00 P.M**. 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. **September 18, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, **being September 18, 2026.**

- The Register of Members and Transfer Books of the Company will be closed from **Saturday September 19, 2026 to Friday September 25, 2026 (both days inclusive)** for the purpose of AGM.

- **OTHER INSTRUCTIONS**

  Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views and request to please make mail info@espirehospitality.com and the 'Speaker Registration' will open from **Wednesday, September 16, 2026 (9:00 A.M. IST) to Friday, September 18, 2026 (5:00 P.M. IST).** The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

The Register of Members and Transfer Books of the Company will be closed from Saturday September 19, 2026 to Friday September 25, 2026 (both days inclusive) for the purpose of AGM.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz.https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL.

1)Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

2)After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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 and click on login & New System Myeasi Tab and then click on registration option.

Individual Shareholders (holding securities in demat mode) login through their depository Participants.

- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers
- 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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B)Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?

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'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have
forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send
scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to loveneet.cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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 info@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 info@espirehospitality.com.. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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.

- **Details for, Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by the Institute of Company Secretary of India.**
- **Annexure-A**

S. No.	Particulars
Brief Resume & expertise in specific functional areas	She has completed her graduation from Delhiand was ex-counsellor of MCD, ex-committee members in DDA advisory committee, and was also chairperson of Bal Vikas Kalyan.
Name, DIN	Leela Bisht, 07172417
Date of Birth	28/12/1958
Age	67
Original Date of Appointment on the Board of Directors	22.01.2021 Appointed as an Additional Director (Non-Executive, Non-Independent Director) of the Company to hold office in terms of Section 161(1) of the Companies Act, 2013.
	She completed her Graduation from Delhi andwas ex-counsellor of MCD, ex-committee member in DDA Advisory Committee andwas also Chairperson of Bal Vikas Kalyans
Qualification	She completed her Graduation from Delhi andwas ex-counsellor of MCD, ex-committee member in DDA Advisory Committee andwas also Chairperson of Bal Vikas Kalyans
Terms and conditions of Appointment or re-appointment	Appinted as a women director w.e.f 22.01.2021
Experience and expertise in specific functional areas, Job Profile and his suitability	She is having a good experience in liaisoning and administrative work
Inter-se Relationship with other Directors / Key Managerial Personnel	Mother-in-Law of Mr. Amit Rai
Directorship, Membership / Chairmanship of Committees of other Board.	Directorship in the following companies:- 1. Ivory Electronics & Electricals Private Limited 2. Suyog Real Estate Private Limited 3. Vinti Properties Private Limited 4. Nupur Housing Development Private Limited 5. Subrat Properties Private Limited 6. Ess Bee Real Estates Private Limited 7. Cosmos Infracon Private Limited 8. Cogent Real Estate Private Limited 9. Vikruti Estate Private Limited No membership/chairmanship in any other company
Listed companies (other than Espire Hospitality Limited holding Directorship and committee membership	Not holding any directorship or membership in any other listed company
Date of First appointment on the Board	22.01.2021
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A
performance evaluation report of such Director or summary	Found satisfactory on the laid down parameters for the directors.
Remuneration to be paid	
Remuneration last drawn by such person	NIL
Shareholding in Espire Hospitality Limited	Not holding any shares

Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

- **Name: Espire Hospitality Limited**
- **CIN: L45202UR1991PLC000604**
- **Registered Office: Shop No. 01 Country Inn, Nainital Mehragaon, Bhimtal, Uttarakhand -248179**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of ____________shares of the above-named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at **the Annual General Meeting** of the company, to be held on the **Friday, September 25, 2026 at 10:30 A.M**. at **"Country Inn Nature Resort", Mehragaon, Bhimtal, Uttarakhand- 248179** and at any adjournment thereof respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote	
		For	Against
ORDINARY RESOLUTION			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026, including the Audited Balance Sheet as of March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in the place of Ms. Leela Bisht (DIN:07172417) who retires by rotation and being eligible, offers herself for reappointment.		
3.	To re-appoint Bansal & Co, LLP (ICAI Firm Registration No: 001113N/N500079),Chartered Accountants as Statutory Auditors of the Company for a second term of five (5) consecutive years.		

Signed this _____day of _____2026

Revenue Stamp

Signature of Shareholder ………………………………………..

Signature of Proxy holder ………………………………………….

Signature of the shareholder ……………………………………..

Affix Revenue Stamps

NOTES: The Proxy form in order to be effective should be duly completed and deposited at **"Country Inn Nature Resort", Mehragaon, Bhimtal, Uttarakhand- 248179** not less than 48 hours before the commencement of the Meeting

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Annual General Meeting of the company held on Friday, September 25, 2026 at 10:30 A.M

Full name of the members attending ____

(In block capitals)

Ledger Folio No. _______________________

No. of shares held: ___________________

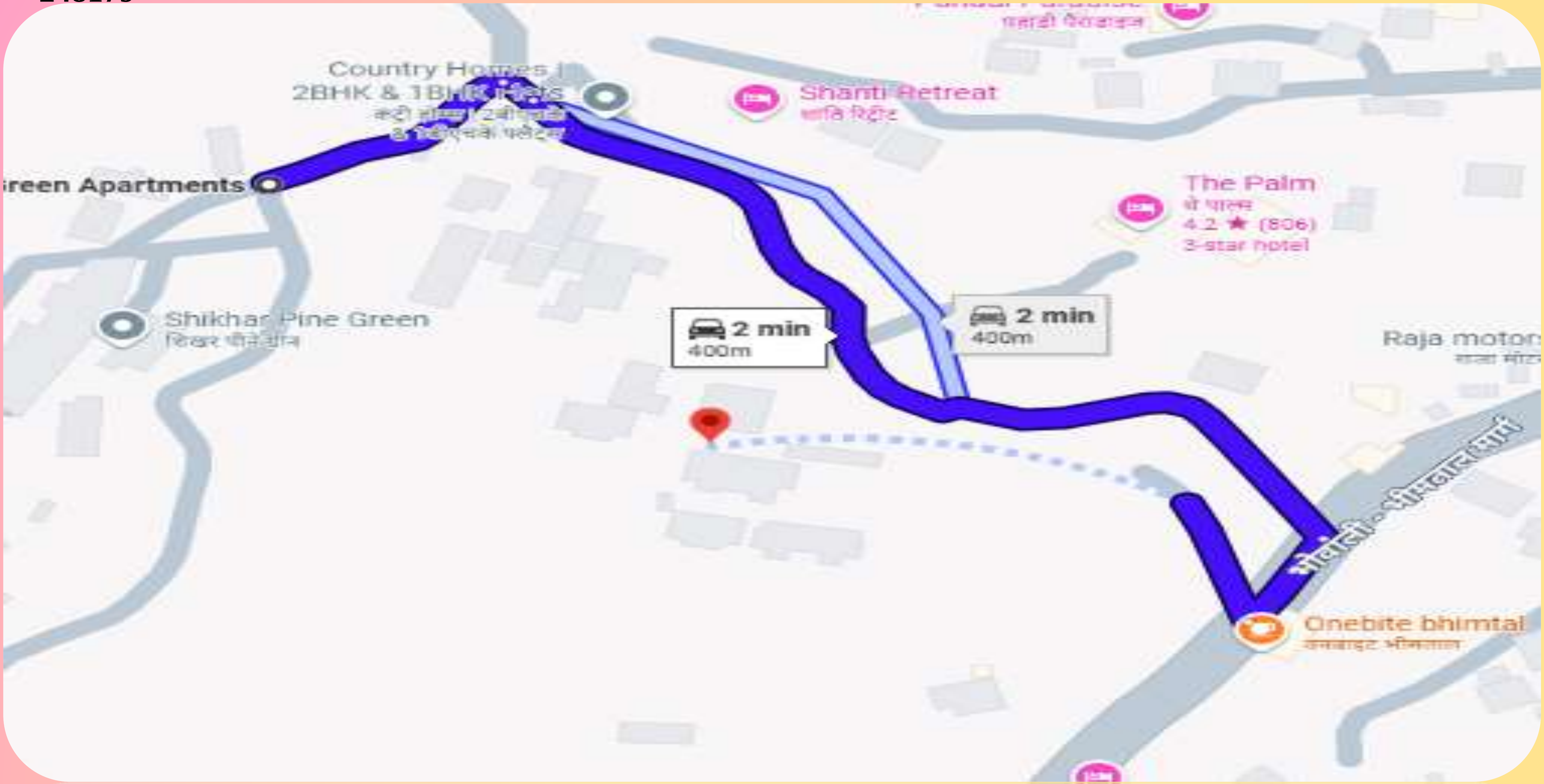
Name of Proxy _____________________________________

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the **Annual General Meeting** of the company held on the **Friday, September 25, 2026 at 10:30 A.M** at **"Country Inn Nature Resort", Mehragaon, Bhimtal, Uttarakhand- 248179.**

(Member's /Proxy's Signature)

ROUTE MAP FOR AGM VENUE:
VENUE: - "COUNTRY INN NATURE RESORT", MEHRAGAON, BHIMTAL, UTTARAKHAND-248179



35TH ANNUAL REPORT ESPIRE HOSPITALITY LIMITED

What's inside the report

Managing Director & CEO’s Message

(% data represents growth over previous financial year)

Dear Shareholders,

I am delighted to report that Espire Hospitality Ltd. (EHL), a distinguished name in the hospitality industry, delivered its strongest-ever performance with record revenues, EBITDA and PBT in the Financial Year 2025-26 and sustained operational excellence.

- **FY 2026 Key Highlights**
- **Espire Hospitality Limited** is delighted to report its highest-ever annual performance in Revenue, EBITDA and PBT, highlighting outstanding financial results for the FY 2026.

➢ Revenue: **₹14,106 Lakhs**

➢ EBITDA: **₹3,190 Lakhs**

➢ PBT: **₹1,157 Lakhs**

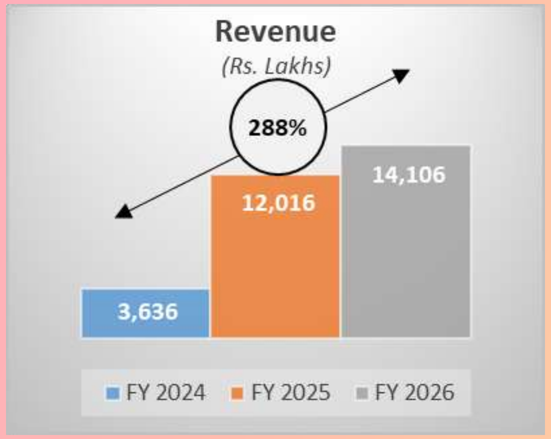
➢ PAT: **₹812 Lakhs**

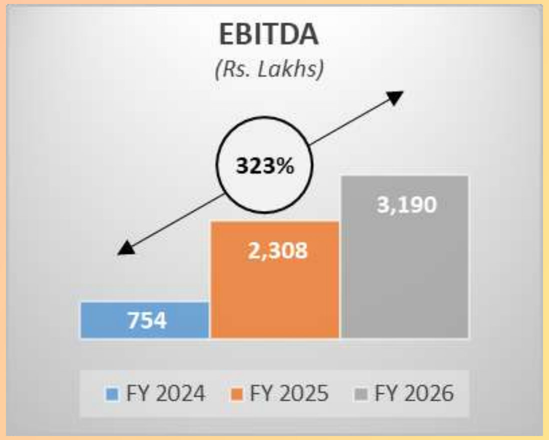
Revenue	EBITDA	PBT	No. of Hotels	No. of Keys
₹14,106 Lakhs	₹3,190 Lakhs	₹1,157 Lakhs	17	737
+17% ↑	+38% ↑	+7% ↑	+31% ↑	+26% ↑

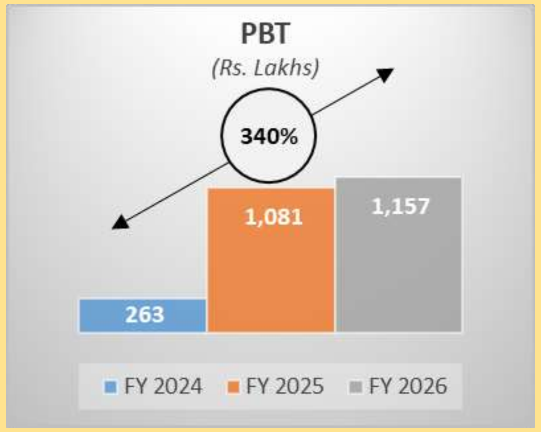
(% data represents growth over previous financial year)

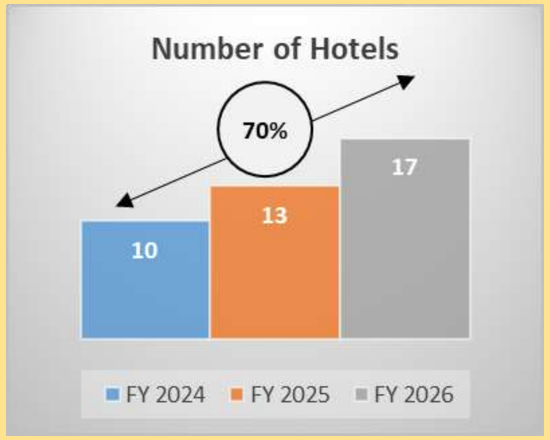
Managing Director & CEO's Message

- This is a reflection of the strength of the Company's business model and the increasing market recognition of its hospitality brands. The year was characterized by strong demand across leisure, spiritual and business travel segments, enabling the Company to deliver industry-leading operational metrics.These outstanding financial results underscore the Company's continued focus on operational efficiency, revenue management excellence, yield optimization, prudent cost controls and asset-light growth strategies.
- The Company continued its growth trajectory during FY 2026, supported by strong demand across its portfolio, disciplined cost management, superior yield optimization and strategic expansion initiatives.







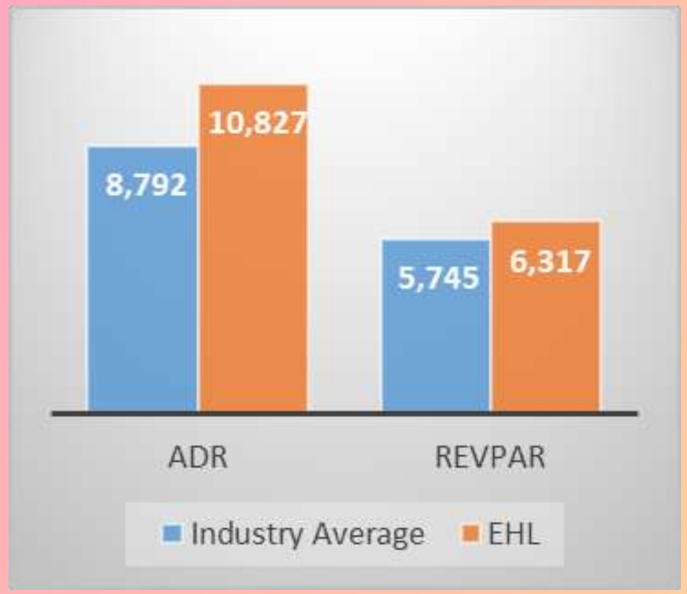


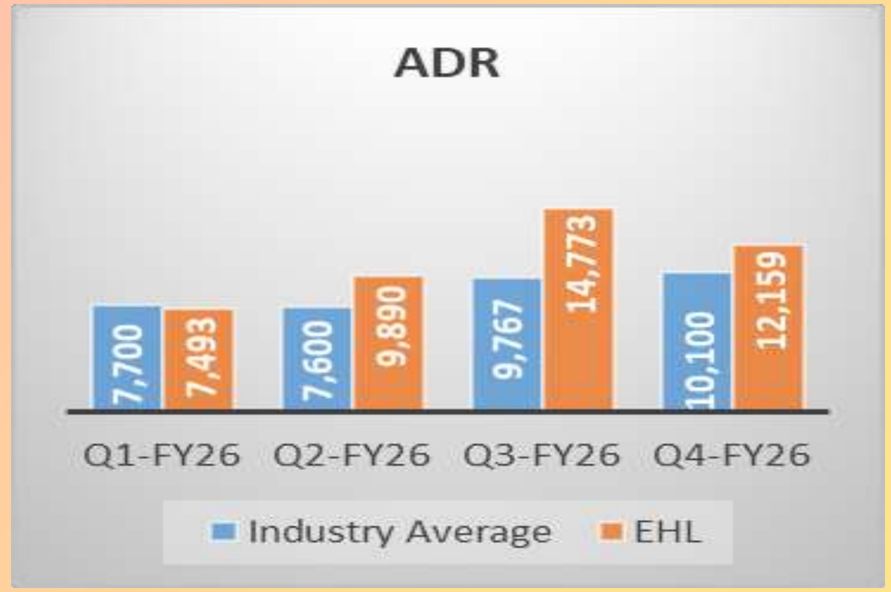
Operational Excellence

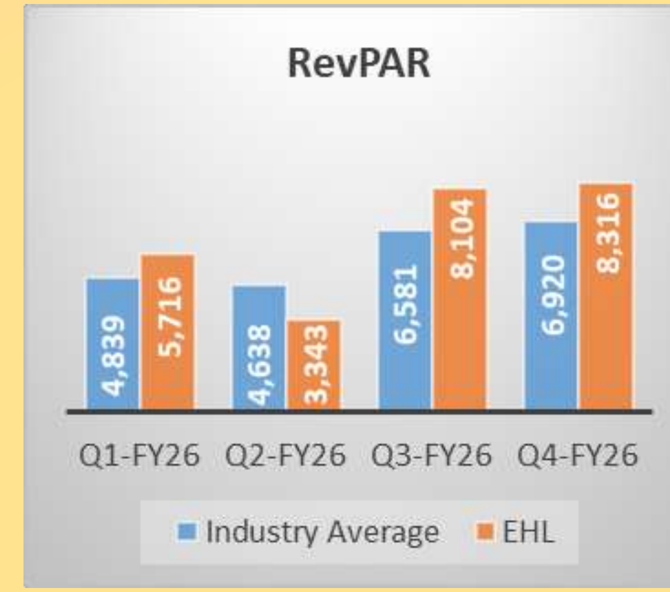
Espire Hospitality continued to outperform industry benchmarks during FY 2026:

Average Daily Rate (ADR): ₹10,827 compared to industry average of ₹8,792

Revenue Per Available Room (RevPAR): ₹6,317 compared to industry average of ₹5,745







(Source for Industry Average: HVS Anarock Hospitality Monitor – India)

These metrics demonstrate the Company's ability to command premium pricing, drive RevPAR growth and maximize profitability across its portfolio.

Accelerating Portfolio Expansion

During FY 2026, Espire Hospitality added six new properties to its portfolio:

- Country Inn Varanasi City Centre
- Country Inn Tapovan Rishikesh
- Country Inn Smart Stays Rishikesh
- Country Inn North Goa
- Country Inn Jalandhar
- Country Inn Dehradun

These additions collectively contributed nearly 250 keys to its existing portfolio and further strengthened the Company's presence across high-growth leisure, pilgrimage and business destinations.

Espire Hospitality Limited – the Key Differentiator

Further reinforcing its long-term growth vision, Espire Hospitality has commenced development of an ultra-luxury resort near Vrindavan, one of India's fastest-growing spiritual and leisure tourism destinations. The project, with a planned investment of approximately ₹300 Crores, will be funded through a balanced mix of equity and debt and will be operated by **Marriott International** under its globally renowned **JW Marriott** brand. The development is expected to establish a new benchmark for luxury hospitality in the region and create significant long-term value for stakeholders.

Mr. Amit Rai, Chairman of the Board, Espire Group and Mr. Rajeev Menon, President, Asia Pacific excluding China, Marriott International

Team Espire Hospitality Limited and Team Marriott International

Located near Vrindavan, approximately an hour’s drive from New Delhi, Gurgaon, and Noida, the resort combines accessibility with a relatively quieter setting, defined by water bodies and landscaped open areas. Spread across 14 acres, the project incorporates design elements referencing art, culture, and sustainability. The resort, scheduled to open in January 2029, will include 151 keys comprising rooms, villas, and a Presidential Suite. It is planned to accommodate a mix of staycations, corporate FITs, conferences, MICE, and weddings. Guests can access three dining venues including an all-day restaurant and a specialty restaurant with alfresco seating, along with a poolside bar. The wellness facilities include a spa with four therapy rooms, a health club, salon, kids’ club, and a mini water park. The property will also feature an outdoor heated pool and a separate children’s pool.

Portfolio Matrix and Growth Roadmap

Espire Hospitality is amongst the few hospitality organizations which operate with a diverse range in their portfolio. This diversified brand architecture enables it to effectively serve multiple customer segments:

Operational		
Six Senses Fort Barwara *Ranthambore*	4 Resorts Operational *Jim Corbett • Ranthambore • Rishikesh • Udaipur*	12 Hotels & Resorts Operational *Amritsar • Bhimtal • Dehradun • Goa • Jalandhar • Jim Corbett • Mussoorie • Rishikesh • Varanasi • Vrindavan*
Uber Luxury	**Boutique Luxury** **[ZANA Luxury Resorts]**	**Midscale** **[Country Inn Hotels & Resorts]**
JW Marriott Resort & Spa *Near Vrindavan (Under Development)* Luxury Resort *Mussoorie (Upcoming)*	8 Upcoming Resorts (in FY 2027) *Dehradun • Sohna • Jaipur • Theog • Noida • Bengaluru • Goa • Mumbai*	12 Upcoming Hotels *(to be announced in the upcoming quarters in FY 2027)*
Upcoming		

As part of its strategic growth roadmap, the Company continues to expand aggressively in the luxury segment with upcoming Uber Luxury resorts near Vrindavan and Mussoorie; and at distinctive destinations under its ZANA Boutique Luxury brand while maintaining a balanced growth portfolio with upcoming hotels under its Country Inn brand.

This multi-brand strategy positions the Company to capture opportunities across diverse demand segments while enhancing revenue resilience and long-term profitability.

Management Commentary

Commenting on the Company's performance, **Mr. Akhil Arora, Managing Director & CEO, Espire Hospitality Limited**, said: "FY 2026 has been a landmark year for Espire Hospitality. We have delivered the strongest financial performance in our history, achieving record revenue, EBITDA and profitability while simultaneously strengthening our portfolio and accelerating our expansion agenda. These results reflect the dedication of our teams, the strength of our brands and our unwavering focus on operational excellence and guest satisfaction. More importantly, they validate our long-term strategy of building a diversified hospitality platform that caters to luxury, upscale, midscale, leisure, business and spiritual travel segments. Looking ahead, we remain exceptionally optimistic about our growth prospects. Our development pipeline includes new hotels across key destinations such as Bengaluru, Mussoorie, Gurugram, Greater Noida, Udaipur, Lucknow, Amritsar, Ghaziabad, Dehradun, Patna, Katra, Mukteshwar, Vadodara, Theog, Sohna, Varanasi, Dharamshala and Kasauli, which together will add nearly 1,000 keys to our portfolio. In addition, we are currently in advanced discussions for over 15 properties across 10 high-potential destinations, representing an opportunity to add more than 1,000 keys collectively over the coming year. . To capture demand across diverse traveler segments, we are actively pursuing growth in prominent business hubs such as Mumbai, Ahmedabad, Chennai, Bengaluru, Lucknow, Amritsar, Bhopal, Jaipur, Gurugram, Ranchi, Chandigarh, Pune and Noida — targeting the increasing mobility of corporate and business travelers.

Simultaneously, we are deepening our presence in spiritual and religious circuits, including Rishikesh, Puri, Varanasi and Haridwar in response to the rising trend of spiritual and experiential tourism. In parallel, we are exploring leisure destinations like Sikkim, Dehradun, Darjeeling, Goa, Ootacamund and Dharamshala — catering to travelers in search of immersive, nature-centric retreats. Our objective is to build one of India's most admired hospitality companies by combining thoughtfully curated destinations, exceptional guest experiences, strong owner partnerships and sustainable value creation. As India's tourism, business travel and spiritual tourism sectors continue to witness unprecedented growth, Espire Hospitality is uniquely positioned to capitalize on these opportunities and deliver superior long-term returns for all stakeholders."

Outlook

With a strong balance sheet, a rapidly expanding portfolio, an industry-leading operating platform and a robust development pipeline, Espire Hospitality enters FY 2027 with significant momentum. The Company remains focused on scaling its footprint across high-growth markets, strengthening its premium and luxury offerings, enhancing shareholder value and creating memorable guest experiences that define hospitality excellence.

CORPORATE INFORMATION

• Board of Directors

Non-Independent Directors

- Mr. Amit Rai, Non-Executive Director (DIN: 00088067)
- Mr. Gagan Oberoi,Non-Executive Director (DIN: 00087963)
- Ms. Leela Bisht, Non-Executive Director (DIN: 07172417)

Independent Directors

- Mr. Amit Kumar Jain ,Independent Director (DIN: 00334133)
- Mr. Dileep Kumar Independent Director (DIN: 08242564)
- Mr. Pramod Bhatnagar, Independent Director (DIN: 02269852) resigned with effect from April 30, 2026

• Key Managerial Personnel

- Mr. Akhil Arora, Managing Director & CEO
- Mr. Rajeev Chatterjee, Chief Financial Officer
- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer

COMMITTEES OF DIRECTORS

- **AUDIT COMMITTEE**
  - Mr. Dileep Kumar - Chairman
  - Mr. Amit Kumar Jain –Member
  - Mr. Gagan Oberoi–Member

- **NOMINATION & REMUNERATION COMMITTEE**
  - Mr. Dileep Kumar - Chairman
  - Mr. Amit Kumar Jain –Member
  - Mr. Gagan Oberoi–Member

- **STAKEHOLDERS RELATIONSHIP COMMITTEE**
  - Mr. Dileep Kumar - Chairman
  - Mr. Amit Kumar Jain –Member
  - Mr. Gagan Oberoi–Member

- **RISK MANAGEMENT COMMITTEE**
  - Mr. Dileep Kumar - Chairman
  - Mr. Amit Kumar Jain –Member
  - Mr. Gagan Oberoi–Member

- **CORPORATE SOCIAL RESPONSIBILITY (CSR COMMITTEE)**
  - Mr. Dileep Kumar - Chairman
  - Mr. Amit Kumar Jain –Member
  - Mr. Gagan Oberoi–Member

- **COMMITTEE OF DIRECTORS**
  - Mr. Dileep Kumar - Chairman
  - Mr. Amit Kumar Jain –Member
  - Mr. Gagan Oberoi–Member

- **Registrar & Transfer Agent**

M/s. Skyline Financial Services Private Limited

(Unit- Espire Hospitality Limited)

D-153A, Ist 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

- **Bankers**

✓ ICICI Bank

✓ HDFC Bank

- **Listing of Equity**

✓ BSE (Bombay Stock Exchange)

✓ Security Code: Espire/532016

✓ CIN:L45202UR1991PLC000604

- **Quick Links for investors**

cs@espirehospitalty.com

investors@espirehospitality.com

- **Auditors**

❖ **Statutory Auditors**

Bansal & Co, LLP (Chartered Accountants),

New Delhi

❖ **Internal Auditors**

Kapil Aman & Associates

(Chartered Accountants), New Delhi

❖ **Secretarial Auditors**

RSH & Associates Practicing Company Secretary

Delhi

Registered Office:-

Shop No. 1, Country Inn Nainital, Mehragaon, Bhimtal, Uttarakhand India-248179.

Corporate Office:-

A 41, Mohan Co-Operative Industrial Estate, Mathura Road, South Delhi, New Delhi, Delhi,India, 110044

BRIEF ABOUT ESPIRE HOSPITALITY LIMITED (EHL)

Present Portfolio… brand wise

SIX SENSES

FORT BARWARA

- *Six Senses Fort Barwara, Ranthambore*

ZANA

LUXURY RESORTS

- *Zana Luxury Resort, Jim Corbett*
- *Zana Lake Resort, Udaipur*
- *Zana Forest Resort, Ranthambore*
- *Zana by the Ganges, Rishikesh*

- *Country Inn Nature Resort, Bhimtal*
- *Country Inn Tarika Riverside Resort, Jim Corbett*
- *Country Inn Hall of Heritage, Amritsar*
- *Country Inn Resort, Vrindavan*
- *Country Inn Jalandhar*
- *Country Inn Dehradun*
- *Country Inn Rishikesh*
- *Country Inn Katra*
- *Country Inn Gurgaon*
- *Country Inn Mukteshwar*

COUNTRY INN
HOTELS & RESORTS

COUNTRY INN PREMIER
HOTELS & RESORTS

- *Country Inn Premier Pacific Resort Mussoorie*

- *Country Inn Smart Stays, Rishikesh*
- *Country Inn Smart Stays, Patna*

COUNTRY INN
Smart Stays

SIX SENSES FORT BARWARA, RANTHAMBORE

Six Senses Fort Barwara reflects the history and heritage of the Barwara community as it has unfolded over generations. The 700-year-old palace and temples have been responsibly restored using traditional building techniques used in Rajasthan, sensitively incorporating efficient design elements such as rainwater collection tanks and solar panels to complement rather than detract from the beautiful and historic architecture. From this significant conservation effort that reinterprets a bygone era's gracious and regal ambiance to our work to protect the wider Barwara community, lake, and landscape, we minimize our negative impacts and maximize our positive ones. A beautiful 14th-century fort sensitively converted to become a Six Senses sanctuary of well-being. Originally owned by a Rajasthani Royal Family, it faces the Chauth ka Barwara Mandir temple. The significant conservation effort incorporates two palaces and two temples within the walled fort. The design of Six Senses resort in Rajasthan reinterprets the gracious and regal ambiance of a bygone era dating back 700 years.

The picture can't be displayed.

ZANA LUXURY RESORT, JIM CORBETT

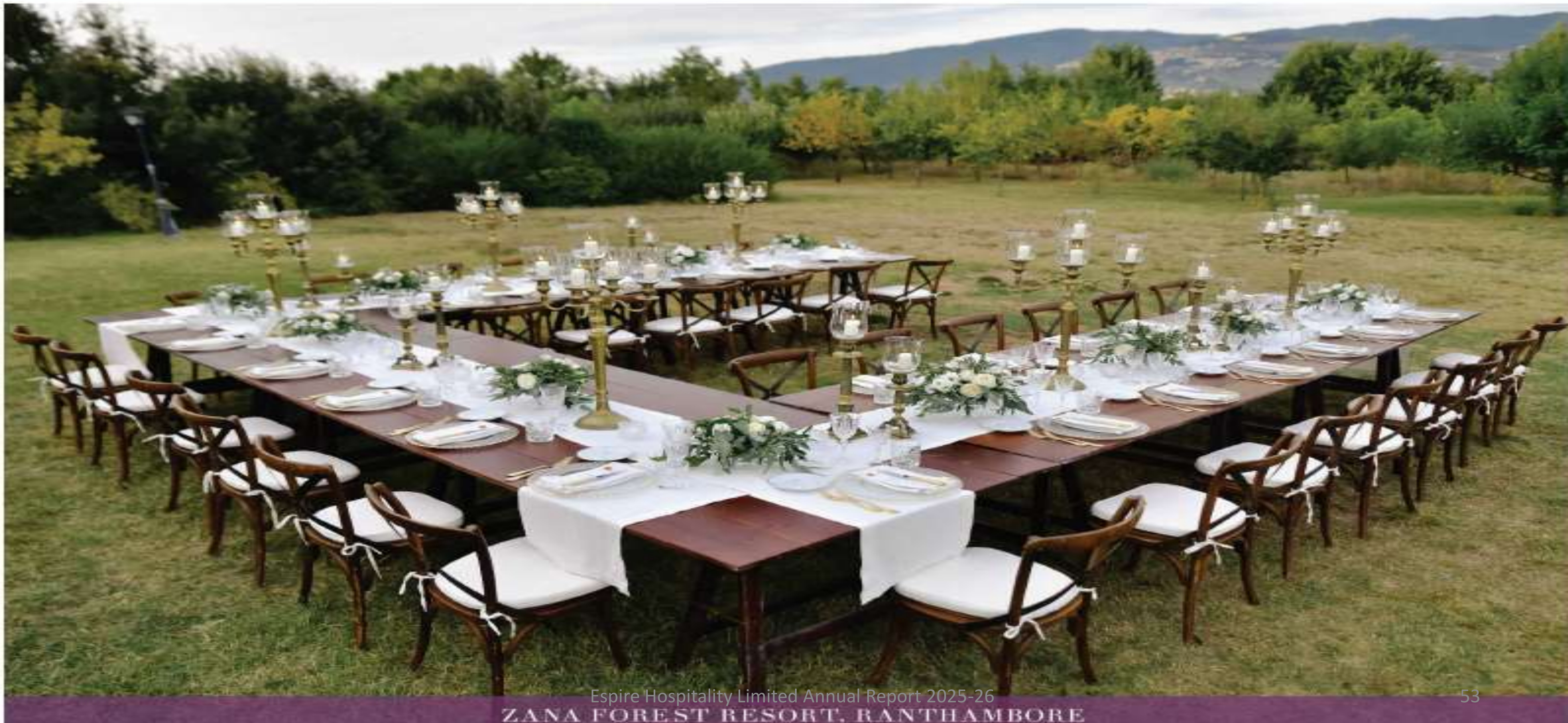
Experience wild luxury steeped in natural settings at ZANA – Luxury Resort, Jim Corbett. Reminiscent of a warm and cosy country house in England with splendid gardens, woodland and European inspired architecture featuring characterful design elements like wood cladding, shingle roofs, stone work and stunning fireplaces, the resort seamlessly melds luxury with nature. Imagine immersive spaces and experiences set in a dramatic landscape of giant trees, grouping together to replicate a forest – this is ZANA.

ZANA LAKE RESORT, UDAIPUR

Located just 20 minutes from the Maharana Pratap Airport, Zana Lake Resort, Udaipur is conveniently close to the key attractions of this Venice of the East and yet, far away from the bustle of the city. The collection of 30 modern guestrooms at Zana Lake Resort, Udaipur are tastefully designed and offer serene views of the lake. Each room opens into an outdoor sit-out area so that one can relax in the privacy of his or her room while also enjoying the views on offer.

ZANA FOREST RESORT, RANTHAMBORE

Experience unhindered opulence and a deep connection with nature at ZANA Forest Resort, Ranthambore. You will find your senses immersed in the magical, serene touch of nature as soon as you enter this enchanting resort, spread across six acres of lush land. ZANA Forest Resort, Ranthambore is a tasteful amalgamation of traditional architecture and modern aesthetic, a contemporary take to immerse travellers in the local beauty and distinct character of the destination.



Surrender to the natural beauty and timeless luxury at 'ZANA by the Ganges, Rishikesh'. Located at a walking distance from the destination's most glorious site 'Lakshman Jhula', ZANA offers calming views of the Ganges and the surrounding hills, setting the stage for an inspiring stay. This luxury hotel is a tasteful amalgamation of modern aesthetics, elegant spaces and inspiring experiences, a contemporary take to immerse travellers in the distinct character of the destination.

Tranquilizing beauty, architectural marvels, grand temples, and a never-ending list of leisurely activities – Rishikesh is a seamless blend of two opposite worlds offering solitude and adventure at the same place. Whether you are planning a peaceful retreat or wish to immerse in the city's vibrant energy, ZANA is designed to elevate your stay with refined comfort and distinctive hospitality 'ZANA Way'.

COUNTRY INN NATURE RESORT- BHIMTAL

Bhimtal is a peaceful and calming destination that is most popular among travelers who prefer less crowded locations. Besides the pristin beauty of this place, people also visit Bhimtal for adventure, to experience scenic nature walks and treks. Many devotees flock to Bhimtal as it nestles some of the most famous temples that have great religious significance. At this peaceful hill station, go boating, water zorbing, and paragliding or simply enjoy the rays of glittering sun beaming over your face and watch the beautiful migratory birds.

Spread across 13 acres of landscaped area covered by beautiful flora, with over 100 variety of trees and offering views of the scenic mountains, Country Inn Nature Resort, Bhimtal is a melting pot of sublime nature and earthen treasures. With tastefully designed cottages and suites, the resort features expansive landscaped gardens, an outdoor swimming pool, kids activity room, tennis & badminton court and a multi-cuisine all-day dining restaurant, Flames.

Set in the natural surroundings of the forest, only 250 metres away from the pristine Kosi River and Himalayas framing the backdrop, Country Inn Tarika Riverside Resort, Jim Corbett is an ideal base to explore the rich diversity of Jim Corbett. With inspirational architecture and landscaped gardens, the resort features an outdoor swimming pool, game arcade, a unique bonfire area and two dining outlets including ‘The Courtyard’, a multi-cuisine restaurant and ‘The Kebab Factory’, an Indian specialty restaurant to relish an unlimited feast of some celebrated kebabs and curries of India.

Country Inn Hall of Heritage, Amritsar

Located only 800 meters away from the holy shrine, the stunning Golden Temple, Country Inn Hall of Heritage, Amritsar welcomes you to the city draped in rich history, culture, and traditions. The moment you step into the lively by-lanes of Amritsar, you're embraced by the bustling streets, aroma of the local cuisine, and the strain of devotional music. In addition to spiritual enrichment, witness the fervor of the Wagah border, located at a short drive from the hotel. After an unforgettable day of sightseeing, satiate your desire for a wholesome meal, with flavorful cuisine at our multi-cuisine restaurant - Heritage.

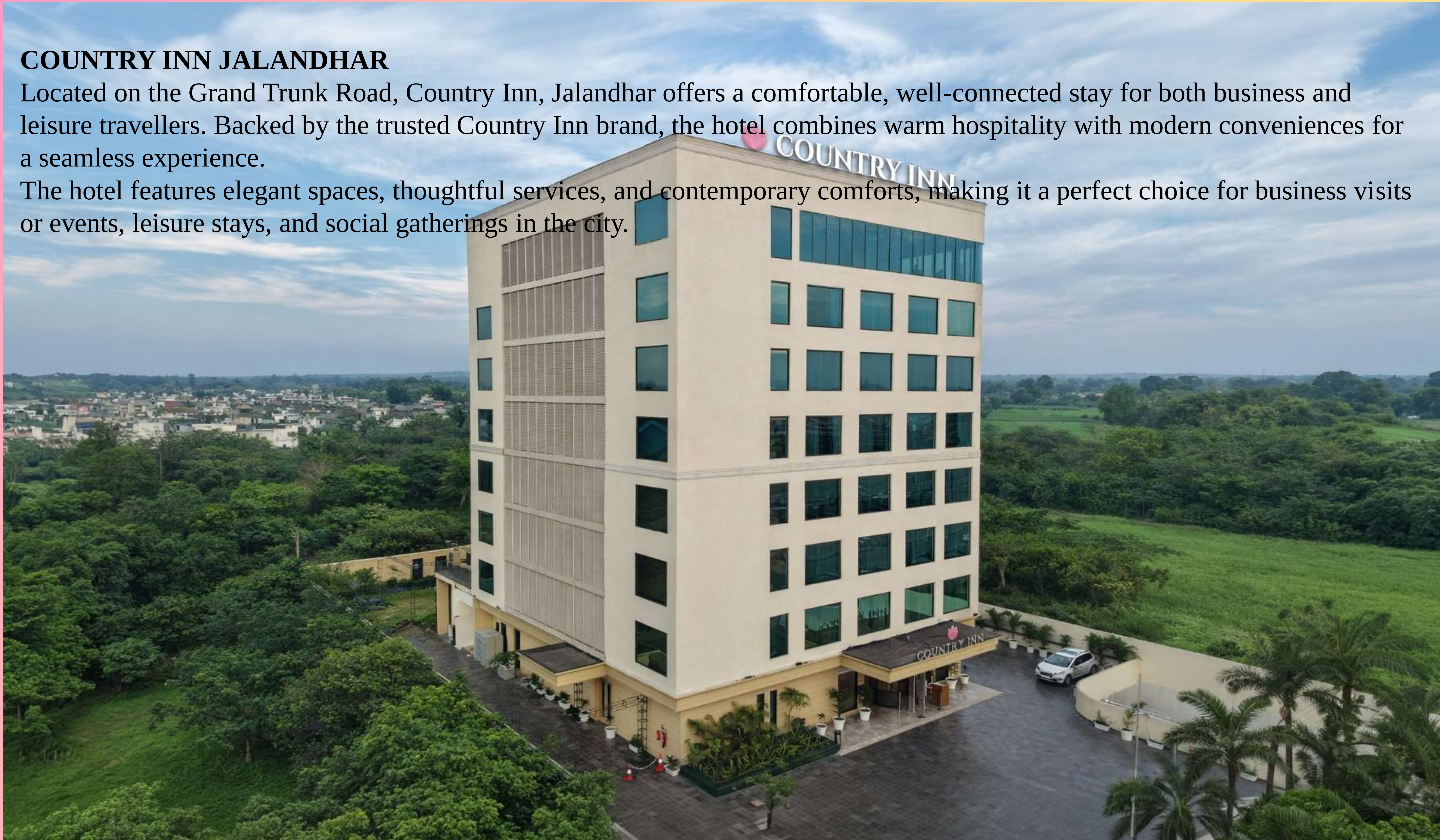
COUNTRY INN RESORT, VRINDAVAN

In the sacred city of Vrindavan, at a 3-hour drive from New Delhi, Country Inn Resort, Vrindavan is located close to the key temples and tourist attractions. The resort features modern rooms, a multi-cuisine all-day dining restaurant, and an Indian specialty restaurant. It is your perfect base to explore the rich culture of the sacred city.

COUNTRY INN JALANDHAR

Located on the Grand Trunk Road, Country Inn, Jalandhar offers a comfortable, well-connected stay for both business and leisure travellers. Backed by the trusted Country Inn brand, the hotel combines warm hospitality with modern conveniences for a seamless experience.

The hotel features elegant spaces, thoughtful services, and contemporary comforts, making it a perfect choice for business visits or events, leisure stays, and social gatherings in the city.



COUNTRY INN DEHRADUN

A contemporary hotel set in the heart of Uttarakhand’s capital, Country Inn, Dehradun pairs modern design with the relaxed charm of the city. The hotel is nestled at a prime urban location on Saharanpur Road – the key corridor for the newly operational Delhi – Dehradun Expressway that reduces the travel time between the two cities to merely 2.5 hours. It is located next to the famous Doon Baluni Cricket Academy and near major tourist attractions. Built for both business and leisure travellers, the hotel offers refined aesthetics, Country Inn brand’s renowned heartfelt hospitality, and effortless convenience for an elevated stay.

COUNTRY INN, RISHIKESH

Offers contemporary accommodation in one of India's most sought-after spiritual and adventure destinations. Combining clean design with the relaxed atmosphere of the Ganges-side town, the hotel reflects the Country Inn brand's signature warmth and dependable hospitality.

Whether travelling for yoga retreats, spiritual exploration, or weekend getaways to the foothills of the Himalayas, Country Inn, Rishikesh offers a comfortable and well-connected base to experience the destination.

COUNTRY INN KATRA

Set at a prime location on the Jammu Road in Katra, the gateway to **Shri Mata Vaishno Devi Temple**, Country Inn, Katra offers a stay that prioritises comfort and ease of access along with Country Inn brand's heartfelt hospitality. Positioned near Fountain Chowk, close to key attractions of the destination as well as the pilgrimage routes, the hotel allows guests to move through their journey effortlessly, whether arriving for short spiritual visit or an escape in the hills.

Katra moves at its own pace, early starts, steady movement through the day, and quieter evenings against the Katra Valley and Trikuta Hills. The hotel is designed to align with this rhythm – location that keeps everything within easy reach and spaces that are practical, comfortable, and easy to settle into after a long day of travel, pilgrimage or work.

COUNTRY INN GURUGRAM

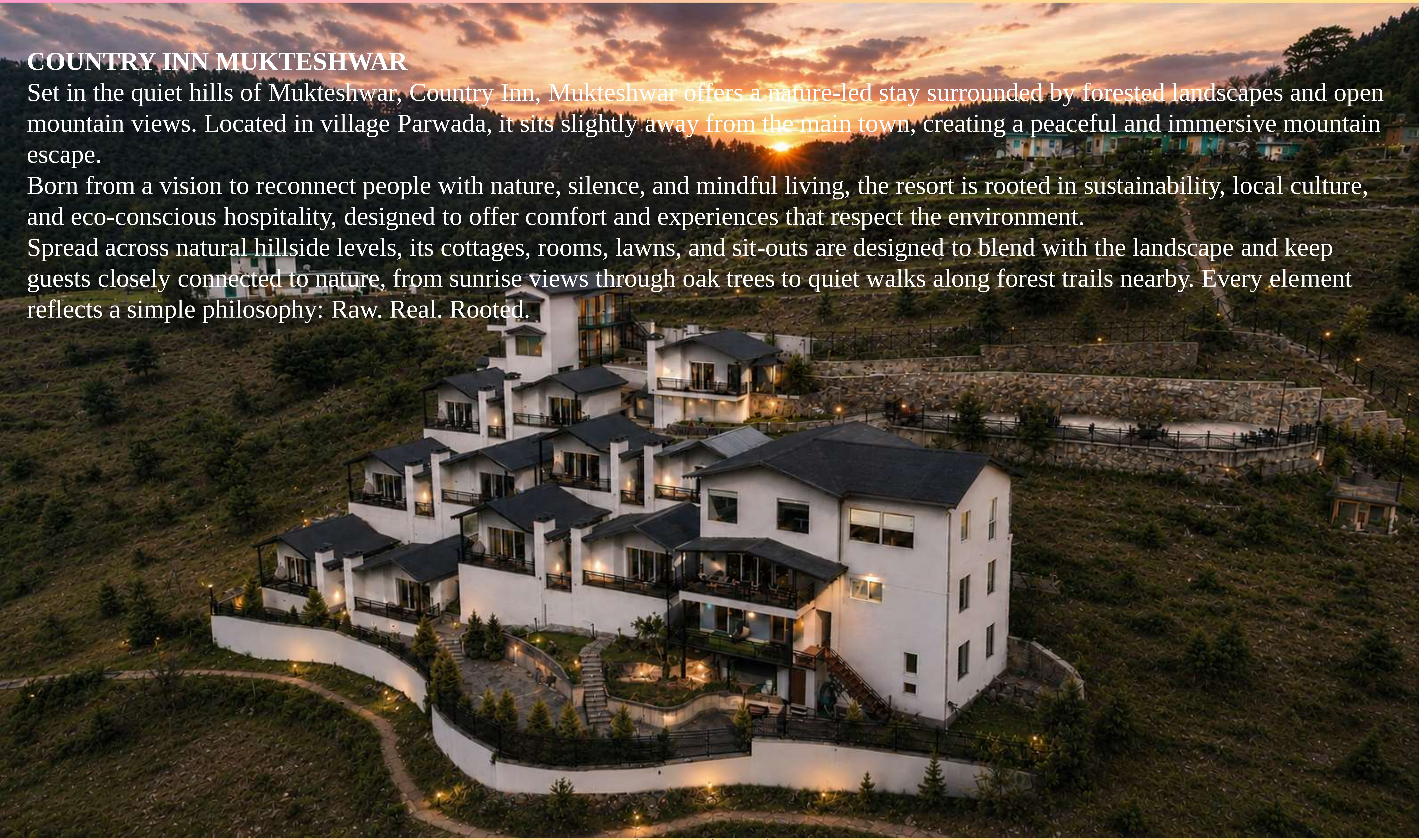
A contemporary hotel strategically located near prominent corporate and leisure hubs of the city, Country Inn, Gurugram is designed to cater to both business and leisure travellers. Being close to many renowned Healthcare Centres, the hotel is also a preferred choice of guests visiting for medical facilities. With 41 well-designed rooms, a multi-cuisine restaurant, event facilities and the Country Inn brand’s renowned warm hospitality, the hotel seamlessly blends comfort and convenience. Whatever be the reason of travel, Country Inn offers a refined stay experience in the heart of Gurugram.

COUNTRY INN MUKTESHWAR

Set in the quiet hills of Mukteshwar, Country Inn, Mukteshwar offers a nature-led stay surrounded by forested landscapes and open mountain views. Located in village Parwada, it sits slightly away from the main town, creating a peaceful and immersive mountain escape.

Born from a vision to reconnect people with nature, silence, and mindful living, the resort is rooted in sustainability, local culture, and eco-conscious hospitality, designed to offer comfort and experiences that respect the environment.

Spread across natural hillside levels, its cottages, rooms, lawns, and sit-outs are designed to blend with the landscape and keep guests closely connected to nature, from sunrise views through oak trees to quiet walks along forest trails nearby. Every element reflects a simple philosophy: Raw. Real. Rooted.

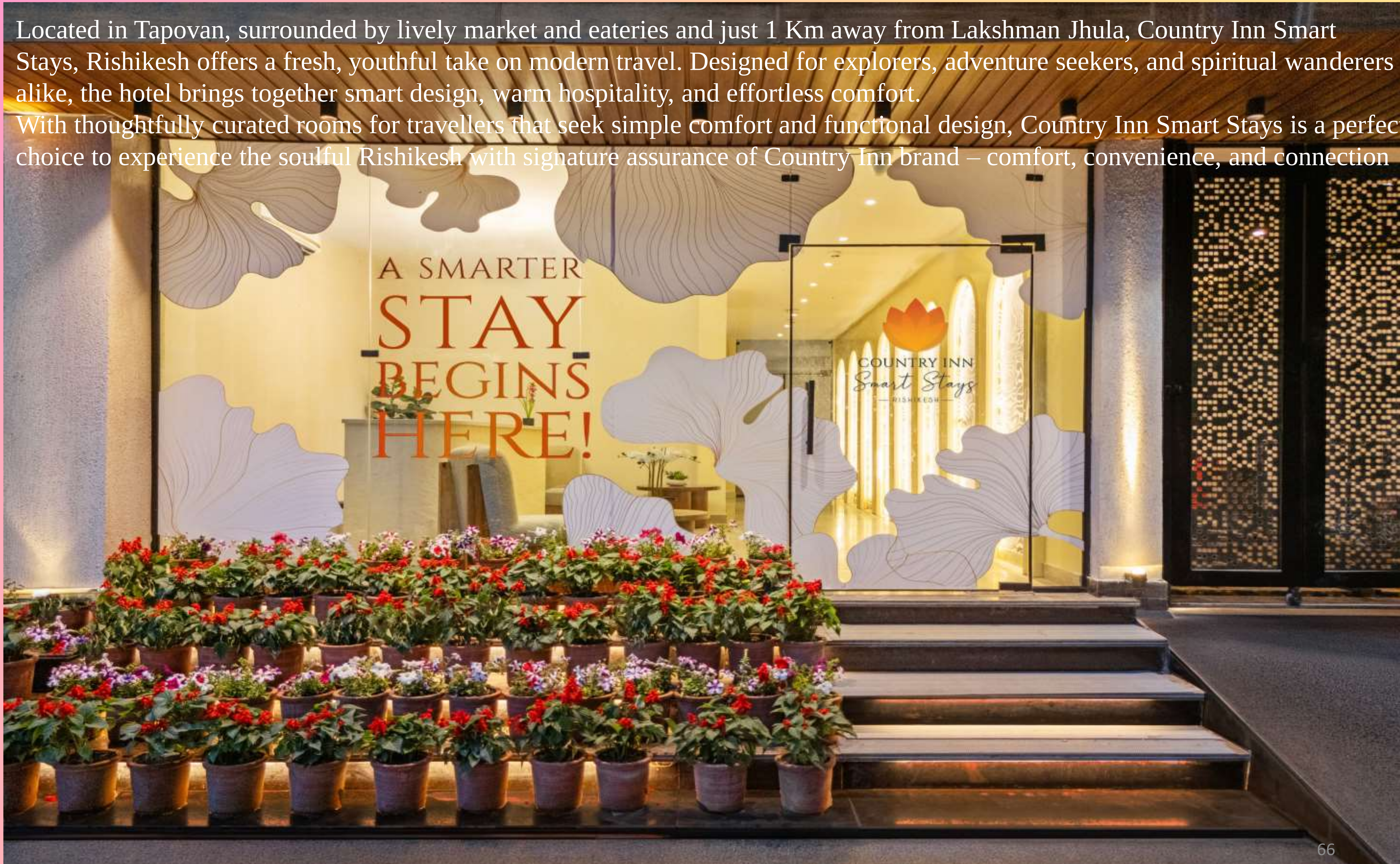


COUNTRY INN PREMIER PACIFIC RESORT, MUSSOORIE

Nestled amidst the picturesque hills, Country Inn Premier - Pacific, Mussoorie is conveniently located at a walking distance of 500 meters from the heart of the town Mall Road and close to the attractions like Gun Hill and Kempty Falls, offering an ease to explore the destination. The mountain resort boasts of 48 well-appointed rooms, awe-inspiring views eliciting a restful state of mind and delightful experiences, promising guests a rejuvenating and soul-filling stay.

Located in Tapovan, surrounded by lively market and eateries and just 1 Km away from Lakshman Jhula, Country Inn Smart Stays, Rishikesh offers a fresh, youthful take on modern travel. Designed for explorers, adventure seekers, and spiritual wanderers alike, the hotel brings together smart design, warm hospitality, and effortless comfort.

With thoughtfully curated rooms for travellers that seek simple comfort and functional design, Country Inn Smart Stays is a perfect choice to experience the soulful Rishikesh with signature assurance of Country Inn brand – comfort, convenience, and connection



Country Inn Smart Stays, Patna offers contemporary accommodation in the heart of the city, designed for travellers seeking comfort, convenience, and efficient service. With thoughtfully designed rooms, modern amenities, and Country Inn's renowned warm hospitality, the hotel provides a comfortable stay within one of the city's most central neighborhoods.

Located in the city Centre, on the bustling Fraser Road, the hotel places guests close to key commercial districts, shopping hubs, and major tourist attractions. Whether visiting Patna for business engagements, cultural exploration, or leisure stays, Country Inn Smart Stays, Patna is a well-connected choice for smart travellers.

About the Report

❑BASIS OF PREPARATION

- The non-statutory section of this Report is based on the principles contained in the International Integrated Reporting Framework (the International Framework) published by the International Integrated Reporting Council (IIRC). This Report seeks to provide a balanced and transparent assessment of how we create value, considering both qualitative and quantitative matters that are material to our operations and strategic objectives, which may influence our stakeholders' decision-making.
- Other statutory reports, including the Directors' Report, its annexures, the Management Discussion and Analysis (MDA) and the Corporate Governance Report, are as per the Companies Act, 2013 (including the Rules framed thereunder), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the revised Secretarial Standards issued by the Institute of Company Secretaries of India. The financial statements are in accordance with the Indian Accounting Standards.

❑ REPORTING PERIOD

- The Espire Hospitality Limited's Report provides material information on our strategy and business model, operating context, risks, performance, prospects and governance, covering the financial year between April 1, 2025 and March 31, 2026.

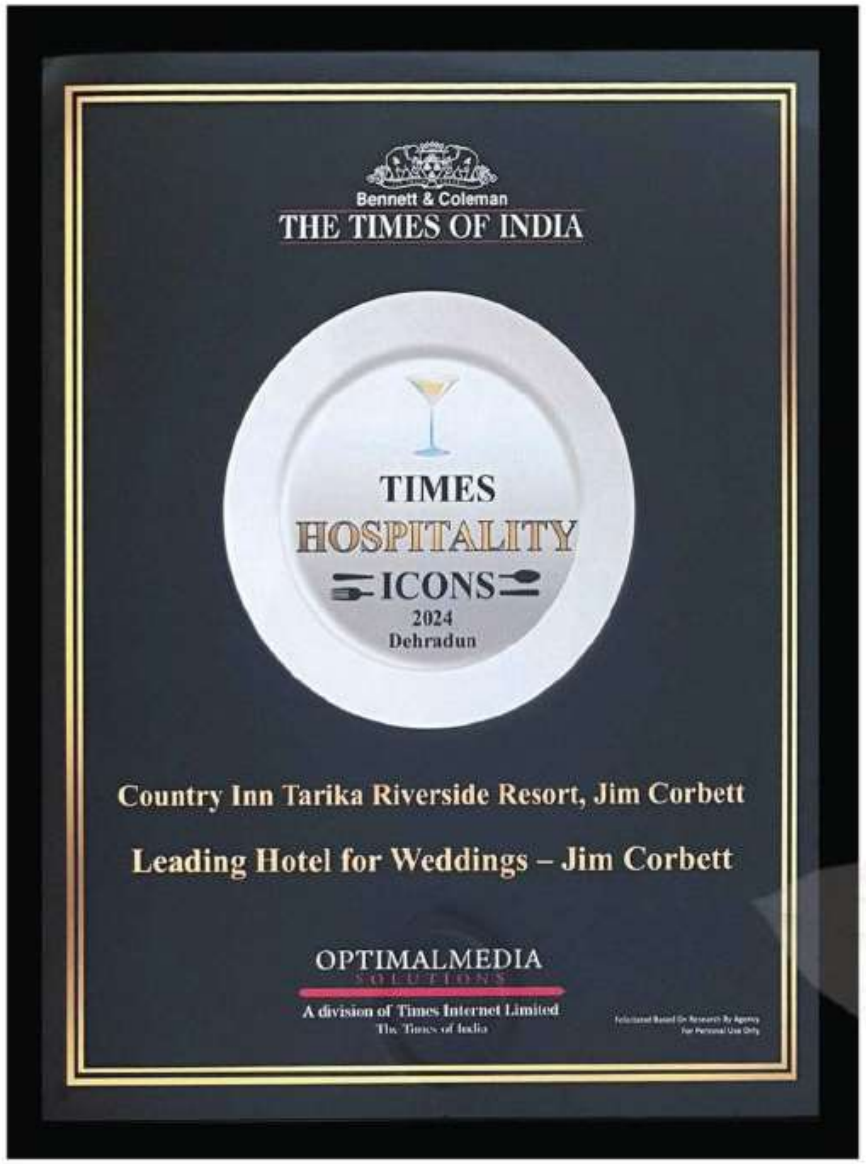
❑ FORWARD LOOKING STATEMENT

- In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make, contain forward- looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

  We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. The information/disclosures made in this Annual Report are as on date of respective report and document and we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise

Awards and Accolades

LEADING HOTEL WITH ICONIC VIEWS
COUNTRY INN, MUSSOORIE



LEADING HOTEL FOR WEDDINGS
COUNTRY INN, JIM CORBETT

Awards and Accolades

TOP 10 LEISURE RESORTS FOR WEDDINGS
ZANA IN THE WILD, JIM CORBETT

NEW, PROMISING LUXURY BOUTIQUE RESORTS
ZANA LUXURY RESORTS

POPULAR BOUTIQUE LUXURY RESORTS FOR DESTINATION WEDDINGS
ZANA LUXURY RESORTS

TRENDSETTING NEW LUXURY RESORT
ZANA, JIM CORBETT

TRENDSETTING LUXURY
RESORT CHAIN
ZANA LUXURY RESORTS

Dear Shareholders,

Your Directors take pleasure in presenting the Thirty Fifth (35th) Annual Report on the business and operations of the Company for the financial year ended March 31, 2026. This report is being presented along with the audited financial statements for the year.

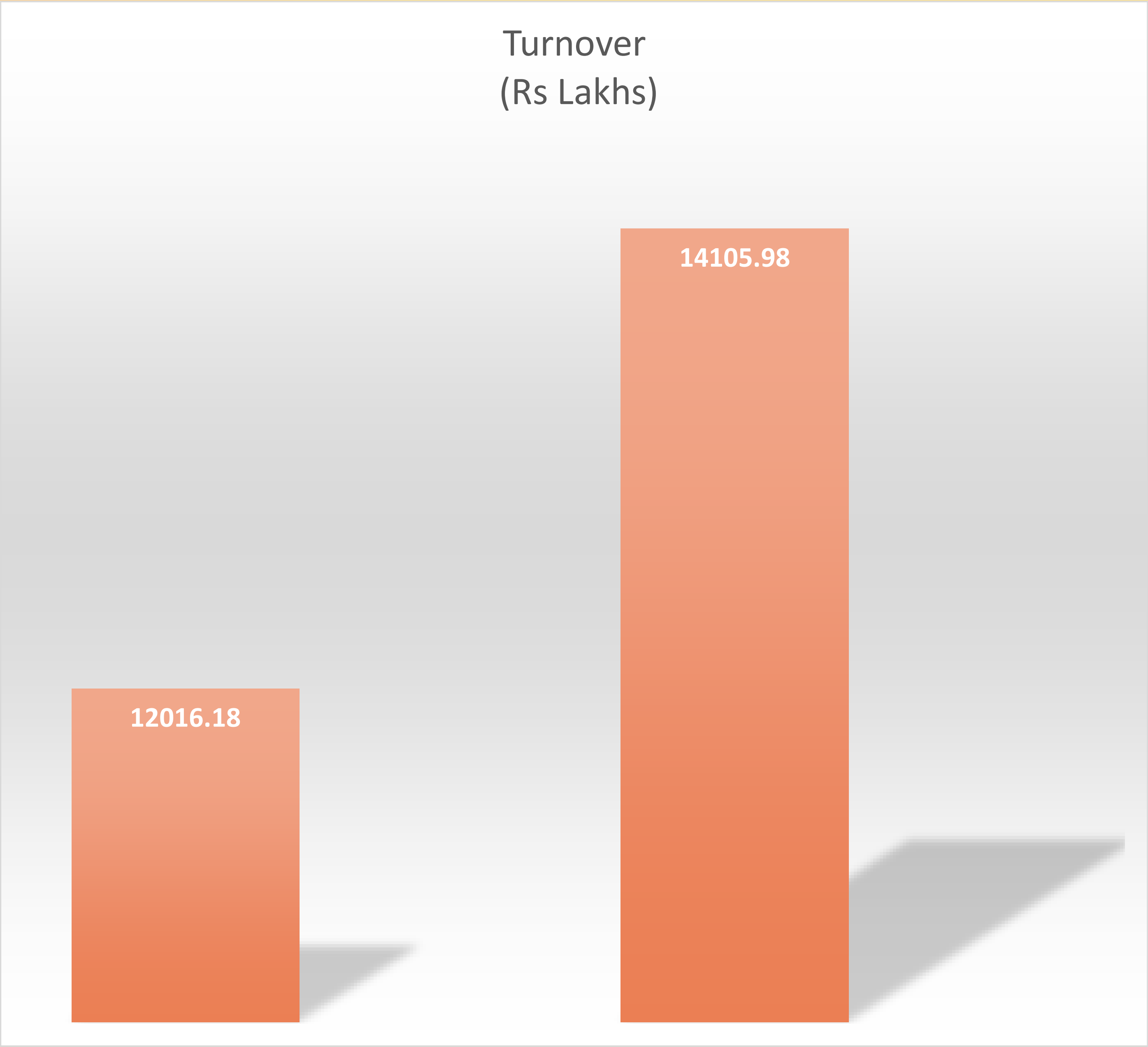
1. FINANCIAL SUMMARY OR HIGHLIGHT

Financial Highlights (Rs. In Lakhs)

Particulars	2025-26	2024-25
Income		
Revenue from operations	13,424.61	11,954.75
Other Income	681.37	61.43
Total Income	14,105.98	12,016.18
Expenditure		
Cost of Materials Purchased	957.06	984.59
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	2.4	-28.27
Employee benefits expense	3,551.52	2,985.47
Other expenses	6,405.22	5,766.22
Profit Before Depreciation Interest & Tax	3,189.78	2,308.17
Less		
Finance Costs	962.47	684.51
Depreciation and amortization expense	1070.33	542.37
Profit for the year before Tax	1,156.98	1,081.29
Tax expense:		
(1) Current tax	403.16	187.37
(2) Deferred tax	-58.57	66.57
Net Profit for the year after Tax	812.39	827.35
Other Comprehensive Income Net	1.37	-8.22
Total Comprehensive Income for the year	813.76	819.13
Earnings per equity share	5.44	6.05

2. Review of Operations & Business - KEY FINANCIAL HIGHLIGHTS

The Financial Year 2025-26 was a landmark year for Espire Hospitality, underscoring the strength of its diversified portfolio and resilient business model. The Company achieved revenues of ₹14,105.99 Lakhs, registering a robust year-on-year growth. EBITDA reached an all-time high of ₹2,307.55 Lakhs, a significant 206% increase over the previous year, reflecting improved operational efficiencies and disciplined cost management. Profit After Tax (PAT) stood at ₹812.40 Lakhs, representing a strong growth, further strengthening the Company's financial position. These outstanding results not only mark the highest-ever performance in Espire Hospitality's history but also reinforce the Company's ability to deliver sustainable growth and create long-term value for its stakeholders.



3. State of Company's Affairs

During the financial year under review, the Company continued to focus on its core business of hospitality and hotel operations. The Company is engaged in providing accommodation, food and beverage services and other allied hospitality services to its guests and customers.

The hospitality industry continued to remain competitive, with changing customer preferences, evolving travel trends and increasing emphasis on service quality and guest experience. During the year, the Company remained focused on maintaining and enhancing its operational standards, improving guest satisfaction and optimising its resources.

The Company continued to undertake various measures for efficient management of its hotel operations, including improvement in service quality, operational efficiency, cost management and customer engagement. The management remains committed to strengthening the Company's hospitality business and exploring opportunities for sustainable growth.

During the year under review, the Company continued its efforts towards improving the overall performance of its hotel business while maintaining appropriate standards of quality, safety and guest services.
As one of India's most rapidly expanding hospitality companies, Espire Hospitality Limited is poised for significant expansion, with plans to open 15 new hotels and resorts within the next one year and 25 new hotels and resorts in the subsequent two years. As a key entity of the renowned **Espire Group**, which operates across Hospitality, IT Solutions, and Education, the Company is well-positioned for sustained growth and innovation

During the year, the Company continued to maintain a strong and stable profitability, with net profit remaining at a robust level of Rs. 813.76 lakhs in FY 2025–26, as compared to Rs. 819.14 lakhs in FY 2024–25.

The earning per share is 5.44 as compared to Rs 6.05 during the year 2025-26

4. Change In Nature Of Business
During the financial year under review, there is no change in the nature of business of the Company

5. Share Capital
Authorized Share Capital
During the financial year under review, there was no change in the Authorized Share Capital of the Company. On March 31, 2026, the Authorized share capital of the Company was Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only), divided into 2,50,00,000 (Two Crore Fifty Lacs Equity Shares @ Rs 10/- each)

Issued Share Capital
The issued, subscribed and paid-up equity share capital of the Company as of March 31, 2026 stood Rs 14,92,26,240 comprising 1,49,22,624 Equity Shares @ Rs 10 each.

There was no change in the issued, subscribed and paid-up equity share capital of the Company during the year under review. The Company has not issued equity shares with differential voting rights or any sweat equity shares during the year under review.

6. Dividend
The Board of Directors, after a comprehensive evaluation of all relevant factors, including the long-term interests of the Company, its financial performance, future growth requirements, and in alignment with the Company's Dividend Policy, has deemed it prudent not to recommend any dividend for the financial year ended March 31, 2026. This decision reflects the Board's commitment to conserving internal resources to support strategic initiatives and future expansion.
Further, during the year under review, the Company did not have any funds lying unpaid or unclaimed for a period of seven (7) years. Accordingly, there were no amounts required to be transferred to the Investor Education and Protection Fund (IEPF) in terms of Section 124(5) of the Companies Act, 2013.
In line with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, the Company was not required to file any forms with the Ministry of Corporate Affairs during the year, as no such transfer or related activity arose.

7. Transfer to Reserve

The Directors of your Company has transferred the total amount of profit accrued during the year amounting of Rs. 812.40 (in Lakhs) to reserves and Surplus.

8. Related Party Transaction

- All transactions entered with related parties during the year under review were on arm's length basis and in the ordinary course of business. Your Company has not entered into any contracts / arrangements / transactions with related parties which could be considered material in accordance with the policy of the Company i.e. Policy on Materiality of and dealing with Related Party Transactions ("RPT Policy"). Further, transactions entered by the. Company with related parties in the normal course of business were approved by the Audit Committee and placed before the Board.There were no materially significant related party transactions with the Promoters, Directors and Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large.
- The RPT Policy as approved by the Audit Committee and the Board is available on the website of the Company at: https://www.espirehospitality.com/investors/investor-information The Directors of your Company draw attention of the Members to Note No. 33 to the Standalone Financial Statements which sets out related party disclosure.
- **The Details is in respect of related party transaction (AOC-2) is given in the Annexure-IX**

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9. Particulars of Loans and Advances,Guarantees, Investments and Securities

The Details of loan, Advances and Guarantees has been disclosed in the Balance Sheet of the Company, further the during the year the company has formed its **wholly owned subsidiary** in the name of **"ESPIRE PROCUREMENT PRIVATE LIMITED", (WOS)** The purpose of incorporating a subsidiary is to enhance the avenues for your company by providing various OSE & FFS in the Hotels which he being taken by the Company on Management basis. But during the year WOS has not commenced business.

10. Significant and Material Orders passed by the Regulators or Courts

There were no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its operations in the future.

11. Corporate Social Responsibility

Pursuant to provisions of Section 135 of the Companies Act,2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in Corporate Governance Report which forms part of this Report.

The CSR policy outlines the activities that can be undertaken or supported by the Company within the applicable provisions of the Act and alignment of such activities as per the development goals principles. Apart from the composition requirements of the CSR Committee, the CSR policy, inter alia, lays down the criteria for selection of projects and areas, annual allocation, modalities of execution/implementation of activities, monitoring mechanism of CSR activities/projects including the formulation of annual action plan. The CSR policy of the Company is available on the website of the Company at www.espirehospitality.com.

During the year your company has to spent a sum of Rs 9.28 Lacs towards the CSR activities, however the company has spent a sum of Rs 10 lacs towards the same . The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure XIII and forms an integral part of this Report.

Further, the Chief Financial Officer of the Company has certified that the funds disbursed basis the annual action plan for the financial year 2025-26 have been utilized for the purpose and in the manner as approved by the Board.

12. Business Responsibility and Sustainability Reporting
The provisions of BRSR are not applicable on the company for the F.Y 2025-26

13. Corporate Governance Report
A Report on Corporate Governance along with a certificate from the Statutory Auditors of the Company regarding the compliance of conditions of corporate governance as stipulated under Schedule II of the SEBI Listing Regulations, forms part of this Annual Report

14. Management Discussion and AnalysisReport
A detailed analysis of the Company's operational and financial performance as well as the initiatives taken by the Company in key functional areas such as Resort Operations, Member Experience, Business Excellence, Human Resources and Information Technology are separately discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

15. **Whistle Blower Policy & Vigil Mechanism**
As per the provisions of Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations, the Company is required to establish an effective Vigil Mechanism for Directors, employees and other stakeholders to report genuine concerns. The details of the Whistle Blower Policy and Vigil Mechanism have been disclosed in the Corporate Governance Report, which forms part of this Annual Report

16. Employees' Stock Options
Employees' Stock Options represent a reward system based on overall performance of the individual employee and the Company. It helps the Company to attract, retain and motivate the best available talent. This also encourages employees to align individual performances with those of the Company and promotes incresed participation by the employees in the growth of the Company. However the company has not announce any ESOP during the year under report.

17. AWARD & RECOGNITION
Award and Recognition for the year under review, has been enclosed separately in the Annual Report.

18. Directors and KMPs

As on March 31, 2026, the Board of Directors of the Company comprised a balanced mix of executive and non-executive directors, including independent directors, with diverse expertise and experience across industries. The composition of the Board is as follows:

DIN/PAN	NAME OF THE DIRECTOR/KMP	DESIGNATION	DATE OF APPOINTMENT
08242564	Dileep Kumar	Non-Executive - Independent Director	11/08/2021
09312308	Akhil Arora	Managing Director	01/01/2024
00087963	Gagan Oberoi	Non-Executive - Non Independent Director	22/01/2021
00088067	Amit rai .	Non-Executive - Non Independent Director	22/01/2021
00334133	Amit Kumar Jain	Non-Executive - Independent Director	30/07/2022
07172417	Leela Bisht	Non-Executive - Non Independent Director	22/01/2021
02269852	Pramod Bhatnagar*	Non-Executive - Independent Director	11-08-2021

The Board continues to function in a transparent, responsible, and effective manner in alignment with the Company's governance framework and statutory obligations.

**** After the closure of the financial year 2025–26, Mr. Pramod Bhatnagar (DIN: 02269852) an Independent Director has resigned from the company with effect from April 30, 2026. The company has appointed Mr. Anish Shah as Independent Director with effect from 1st May, 2026, but he also resigned w.e.f 14th July, 2026 due to his relocation outside India.***

19. Declaration by Independent Directors under Sub-section (6) of Section 149 of the Act

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of Independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and that they are Independent of the Management.
In the opinion of the Board, there has been no change in the circumstances affecting their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Act and applicable Rules thereunder) of all Independent Directors on the Board. In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by MCA.

After the closure of financial year Mr. Pramod Bhatnagar, Independent Director resigned w.e.f 30th April,2026, in his place Mr. Anish Arun Kumar was also appointed w.e.f 1st May,2026 who also resigned with effect from 14th July,2026 due to his relocation outside India

Retirement by rotation **Ms. Leela Bisht (DIN: 07172417)**, retires by rotation and being eligible, offers herself for re-appointment at the ensuing AGM of the Company scheduled to be held on Friday September 25th, 2026.

20. Key Managerial Personnel ("KMPs")

Pursuant to the provisions of the Act, as on March 31, 2026, Mr. Akhil Arora, Managing Director & CEO, Mr. Rajeev Chaterjee Chief Financial Officer and Mr. Sumeer Narain Mathur Company Secretary & Chief Compliance Officer are the KMPs of the Company.
During the year, Mr. Gagan Oberoi (DIN: 000087963) was re-appointed as a Director of the Company, liable to retire by rotation, pursuant to the provisions of Section 152 of the Companies Act, 2013, at the Annual General Meeting of the Company held on 26th September, 2025.
Except, above During the year there was no change in the designation/ any other changes in the KMP’s of the company.

21. Policy on Directors' Appointment and Remuneration

Your Company has adopted the following Policies which, positive attributes and independence of a Director:

1. Policy on Appointment of Directors and Senior Management

2. Policy on Remuneration of Directors and

3. Policy on Remuneration of Key Managerial Personnel and Employees

Policy (1) mentioned above includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior

Management Team in accordance with the criteria laid down in the said Policy. Policies (2) and (3) mentioned above set out the approach for Compensation of Directors, Key Managerial Personnel and their employees in the Company.

The aforesaid policies are also available at the link: www.espirehospitality.com

22. Board Evaluation

The Board has conducted an annual evaluation of its own performance, individual Directors, Committees of the Board and that of its Non-Executive Chairperson, in terms of the relevant provisions of the Act, Rules made thereunder and SEBI Listing Regulations. The Nomination and Remuneration Committee ("NRC") has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors including Independent Directors. The criteria for Board Evaluation includes inter alia, composition and structure, effectiveness of board processes, information and functioning of the Board, etc. The criteria for evaluation of the Committees of the Board includes mandate of the Committee and composition and effectiveness of the Committee, etc. The criteria for evaluation of individual Directors include aspects such as professional qualifications, prior experience, integrity, independence and contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

- In addition, the performance of the Chairperson is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairperson. The above criteria are based on the Guidance Note on Board Evaluation issued by the SEBI on January 5, 2017.
- The NRC has evaluated the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairperson of the Company was also carried out by the Independent Directors taking into account the views of the Executive Director and Non-Executive Directors. Performance Evaluation of Independent Directors was carried out by the entire Board excluding the Director being evaluated. The Annual Performance Evaluation was carried out by the Board in respect of its own performance as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders Relationship, Corporate Social Responsibility, Risk Management, A structured questionnaire was prepared and circulated amongst the Directors, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committees thereof with regards to skill, experience, independence, execution and performance of specific duties, diversity, attendance and adequacy of time given by the Directors to discharge their duties, preparedness on the issues to be discussed, meaningful and constructive contributions, inputs at the meetings, Corporate Governance practices, etc. The Directors expressed their satisfaction with the evaluation process.

23. Number of Board Meetings

During the year under review, the Board of Directors met 7 (Seven) times. The details of the Board Meetings and attendance of the Directors are provided in the Corporate Governance Report, which forms part of this Annual Report.

(1) 29/05/2025 (2) 05/08/2025 (3) 01/09/2025 (4) 09/09/2025 (5) 14/11/2025 (6) 10/12/2025 (7)13/02/2026

SL NO	Name of Director	DIN	No of Board Meetings Held	No of Board Meetings Attended	Attendance at the last AGM	Number of Shares held in the company
1	Mr. Amit Rai	00088067	7	3	No	1,03,33,333
2	Ms. Leela Bisht	07172417	7	2	No	NIL
3	Mr. Akhil Arora	09312308	7	7	No	NIL
4	Mr. Gagan Oberoi	00087963	7	7	No	NIL
5	Mr. Amit Kumar Jain	00334133	7	7	No	NIL
6	Mr. Pramod Bhatnagar	02269852	7	7	No	NIL
7	Mr. Dileep Kumar	08242564	7	7	Yes	NIL

Composition of Audit Committee

The Audit Committee comprises of 3 (three) Directors viz **Mr. Pramod Bhatnagar, Mr Amit Kumar Jain & Mr. Dileep Kumar,** as its Chairperson . Further details are provided in the Corporate Governance Report, which forms part of this Annual Report. During the year under review, all recommendations of the Audit Committee were accepted by the Board.

***Mr Pramod Bhatnagar has resigned from the board and committee w.e.f 30th April,2026, Accordingly, Audit Committee has been reconstituted dated July 14, 2026.**

24. Directors' Responsibility Statement

- ✓ Pursuant to Section 134(5) of the Act, your Directors, to their best of their knowledge and ability, confirm that :
- ✓ a) in the preparation of the annual accounts for the year ended March 31, 2026, the applicable Accounting Standards had been followed and there is no material departure;
- ✓ b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- ✓ c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- ✓ d) the annual accounts have been prepared on a going concern basis;
- ✓ e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- ✓ f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. Internal Financial Controls and Adequacy

- Your Company has an adequate internal controls system, commensurate with the size and nature of its business. The system is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and remoting operational efficiency.
- Pursuant to Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, and based on the framework of internal financial controls and compliance systems established and maintained by the Company, the assessments and audit carried out by the internal auditors, and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls laid down with reference to the Financial Statements were adequate and operating effectively during the financial year 2025-26.
- Further details are provided in the Management Discussion and Analysis Report, which forms part of this Annual Report

26. Risk Management

- Your Company has a well-defined risk management framework to identify and evaluate elements of business risk. The Board of Directors have constituted the Risk Management Committee pursuant to the provisions of Regulation 21 of the SEBI Listing Regulations and its prime responsibility is to oversee the implementation of the Risk Management Policy of the Company. Your Company has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy, inter-alia, includes identification of risks, including cyber security and related risks and also those which in the opinion of the Board may threaten the existence of the Company. The Audit Committee has an oversight in the area of financial risk and controls. Other details including details pertaining to various risks faced by your Company and also development

- **27. Disclosure requirements**

- Pursuant to Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, details of transactions with persons or entities belonging to the promoter/ promoter group which holds 10% or more shareholding in the Company, are furnished under Note No. 33 of Financial Statements which sets out related party disclosure;
- The provisions in respect of maintenance of cost records as specified under sub-section (1) of Section 148 of the Act are not applicable to your Company;
- During the year under review, there was no change in the nature of business of the Company;
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively;
- During the year under review, there was no revision of financial statements and Board's Report of the Company;
- During the year under review, your Company has not made any application and there are no proceedings pending under the Insolvency and Bankruptcy Code, 2016;
- There was no OTS (One Time Settlements) being done with any banks / financial institutions . Further, there was no instance of valuation of amount for settlement of loan(s) from Banks and Financial Institutions during the financial year under review.
- During the year under review, there were no voting rights which are not directly exercised by the employees in respect of shares for the subscription / purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially old shares as envisaged under section 67(3)(c) of the Act.

28. Audiors

A1- Statutory Auditors

M/s Bansal & Co,LLP, Chartered Accountants ,((ICAI Firm Regn No: 001113N/N500079 were appointed as Statutory Auditor of the Company for a period of 5 years until the conclusion Thirty Fifth (35th) Annual General Meeting of the company to be held for the financial year 2025-26.

Accordingly, in terms of the provisions of Section 139 of the Companies Act,2013 read with the Companies (Audit and Auditors) Rules,2014 as amended vide the Companies (Amendment) Act,2017 and the Companies (Audit and Auditors) Amendment Rules,2018 respectively, it is proposed before the shareholders to re-appoint M/s Bansal & Co, LLP, Chartered Accountants,((ICAI Firm Regn No: 001113N/N500079) as statutory auditors of the Company for 2nd term of 5 consecutive years from the conclusion of this 35th AGM till the conclusion of 40th AGM to be held in FY 2030-31.

The Auditors have confirmed to the company that they continue to remain eligible to hold office as the Auditors and not disqualified for being so appointed under the Companies Act,2013, the Chartered Accountants Act,1949 and the rules and regulations made thereunder.

A-2 Auditors Report

The Report given by the statutory auditors for the financial year 2025-26 on the financial statement of the Company is part of the Annual Report.

The Statutory Auditors of the Company have expressed a Qualified Opinion in their Independent Auditors' Report for the financial year ended 31st March, 2026.

The Auditors' Report contains certain qualifications, reservations, observations, remarks and/or disclaimers, the details of which, along with the management's response thereto, are set out below

1. In our opinion, except for the possible effects of the material weakness described in the Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

2. We have considered the material weakness identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended 31 March 2026, and the effect of the material weakness on those financial statements is as described in the Basis for Qualified Opinion section of our report of even date thereon.

Management Reply on remark/observation given by the statutory auditor of the Company

The Management has taken note of the observations raised by the Auditors and shall take necessary corrective and preventive measures to strengthen the Company's internal financial controls and reporting processes. The Management will ensure timely reconciliation of balances, proper review of provisions, and appropriate controls over accounting entries and audit trails.

The Company remains committed to maintaining transparency, accuracy and compliance with applicable laws and regulations and shall take all necessary steps to avoid recurrence of such observations in the future.

B-Secretarial Auditors

Provisions of Section 204 of the Companies Act, 2013 read with the Rules framed thereunder, mandates obtaining Secretarial Audit Report from Practicing Company Secretary. The Board has appointed M/s. RSH & Associates, Company Secretaries (Peer Review Certificate number:1719/2022) **as Secretarial Auditor of the Company for a term of 5 years from FY 2025-26 to FY2029-30.**

The Secretarial Audit was carried out by **M/s. RSH & Associates, Company Secretaries (Peer Review Certificate number:5475/2024)** for the financial year 2025-26. The Report given by the Secretarial Auditors is annexed **as Annexure – XII** and forms an integral part of this Report. Explanations to their points are reverted in the same section of Annual Report .

The Secretarial Audit Report contain a few qualification, observation, reservation or adverse remarks or disclaimer requiring explanation. Which is duly replied and well explained to him.

Annual Return / Statutory Filings: During the audit, it was observed that certain statutory forms were filed with the Registrar of Companies beyond the prescribed timelines and with payment of additional filing fees.
Board Meeting Minutes: Certain discrepancies were observed in the Board Meeting minutes, including non-recording of leave of absence of Ms. Leela Bisht in the meeting dated 05.08.2025 and Mr. Amit Rai in the meeting dated 14.11.2025.

Board Meeting Disclosure: The Board Meeting held on 09.09.2025 was not reflected in the Corporate Governance Report submitted to the Stock Exchange. Further, in respect of the Board Meeting dated 14.11.2025, the date was incorrectly disclosed as 14.08.2025 and the conclusion time mentioned in the minutes and Stock Exchange disclosure did not match

Limited Review Report: The agenda relating to consideration of the Limited Review Report was not found in the Board Meeting minutes dated 14.11.2025 and 13.02.2026. The Company should ensure that all relevant matters placed before the Board are appropriately recorded in the minutes.

Audit Committee Proceedings: The minutes of the Audit Committee Meeting dated 01.09.2025 were not found to have been appropriately taken note of in the relevant Board Meeting minutes.

Performance Evaluation: The agenda relating to performance evaluation of the Board, its Committees and Individual Directors pursuant to the Companies Act, 2013 and Regulation 17(10) of SEBI (LODR) Regulations, 2015 was not found in the NRC Meeting held on 31.03.2026.

Related Party Transactions: The Company had obtained the requisite omnibus approval under Section 177 and approval under Section 188 of the Companies Act, 2013 for Related Party Transactions; however, the approval dates disclosed to the Stock Exchange were not in line with the underlying records.

Corporate Governance Report: Various discrepancies were observed in the Corporate Governance Reports submitted during FY 2025-26, including incorrect disclosures relating to dates of appointment of Directors, committee composition, attendance, ISIN details and certain Board and Committee Meetings.

Trading Window: Although the Company had intimated closure of the trading window in connection with approval of financial results, evidence of freezing/restriction of PANs of designated persons during the closure period was not made available for verification.

• **WE FURTHER REPORT that** the Company had issued and allotted 14,22,224 (Fourteen Lakh Twenty-Two Thousand Two Hundred Twenty-Four) equity shares on a preferential basis during the previous financial year. During the financial year under review, the Company obtained the requisite listing approval from BSE Limited on April 21, 2025 in respect of the said equity shares and completed the necessary corporate actions with the depositories to give effect to the listing of such shares.

Management Reply on remark/observation.

The Management has taken note of the observations/remarks made by the Secretarial Auditor and assures that the same have been duly considered. The Company is committed to maintaining the highest standards of transparency, good corporate governance and regulatory compliance.

The Management further assures that there has been, and shall be, no intention whatsoever to conceal, withhold or misrepresent any information from the shareholders or other stakeholders. The Company remains committed to providing complete and accurate disclosures in accordance with the applicable laws and regulations.

The Management shall take appropriate measures to address the observations and strengthen the relevant processes and internal controls, wherever required, to ensure that such discrepancies are avoided in the future. The Company will continue to exercise due diligence and take all necessary steps to ensure timely and proper compliance with the applicable statutory and regulatory requirements.

- **C Annual Secretarial Compliance Report**
- In compliance with the Regulation 24A of SEBI Listing Regulations, your Company has undertaken an audit for the financial year 2025-26 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder.
- The Annual Secretarial Compliance Report issued by **M/s. RSH & Associates Secretaries**, **(Peer Reviewed Number 5475/2024)** has already been submitted to the Stock Exchanges within 60 days from the end of the financial year and is annexed to this Annual Report. (In Annexures-XI)
- **29. Reporting of Frauds by Auditors**
- During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Act, details of which need to be mentioned in this Report.

Deposits

- the details relating to deposits, covered under Chapter V of the Act,-
- (a) accepted during the year; NIL, (b) remained unpaid or unclaimed as at the end of the year; NIL, (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved- (i) at the beginning of the yearn NIL, (ii) maximum during the year NIL, (iii) at the end of the year NIL, (vi) the details of deposits which are not in compliance with the requirements of Chapter V of the Act; NIL

Material Changes and Commitment affecting Financial Position of the Company

- There are no material changes and commitments, affecting financial position of the Company which have occurred from the end of the financial year of the Company i.e. March 31, 2026 till the date of the Board's Report.
- **30. Annual Return**
- Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in form MGT-7, has been placed on the website of the Company and can be accessed https://www.espirehospitality.com/investors/financials.
- **31. Credit Rating**
- There is no credit rating being undertaken by the company

32. Conservation of energy, technology, absorption, foreign exchange earnings and outgo

Conservation of Energy:

Efforts made for technology absorption	NIL
Benefits derived	NIL
Expenditure on Research &Development, if any	NIL
Details of technology imported, if any	NIL
Year of import	NIL
Whether imported technology fully absorbed	NIL
Areas where absorption of imported technology has not taken place, if any	NIL

Technology Absorption:

Efforts made for technology absorption	NIL
Benefits derived	NIL
Expenditure on Research &Development, if any	NIL
Details of technology imported, if any	NIL
Year of import	NIL
Whether imported technology fully absorbed	NIL
Areas where absorption of imported technology has not taken place, if any	NIL

•Foreign Exchange Earnings/ Outgo:

Earnings	NIL
Outgo	NIL

33. Human Resources

- **Diversity, Inclusion and Talent Development**
- Your Company is committed to fostering an inclusive and diverse workplace by focusing on the hiring, development and retention of diverse talent. During the year under review, the Company undertook various initiatives to strengthen diversity and inclusion at the workplace, including workshops on "Unconscious Bias" and "Allyship", aimed at enhancing leadership capabilities to effectively lead and develop diverse teams. At its resorts, the Company has also been focusing on the employment of Persons with Disabilities (PwDs) and supporting them through mentorship initiatives and accessible resources, thereby fostering an inclusive work environment that enables their growth and success.
- The Company continues to make concerted efforts towards developing talent from within the organisation. It has a robust talent management process focused on identifying, nurturing and developing the capabilities of its employees, enabling them to take on diverse roles and higher responsibilities within the organisation.
- **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**
- Your Company has in place a comprehensive Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace, covering all matters connected therewith or incidental thereto, in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act").
- The Company has duly complied with the provisions relating to the constitution of the Internal Complaints Committee (ICC) under the POSH Act. The ICC comprises, inter alia, an external member from an NGO and/or a person having relevant experience, as prescribed under the applicable provisions of the POSH Act.
- There were no complaints pending at the beginning of the financial year. During the year under review, no complaints were received under the provisions of the POSH Act. Accordingly, no complaint was pending as on March 31, 2026.
- (a) number of complaints of sexual harassment received in the year; NIL, (b) number of complaints disposed off during the year; NIL and (c) number of cases pending for more than ninety days NIL
- **Statement on Maternity Benefit Compliance:**
- During the year under review, the Company has complied with the applicable provisions of the Maternity Benefit Act, 1961.

Particulars of Employees

- The disclosure with respect to the remuneration of Directors, KMPs and employees under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules"), is annexed herewith as Annexure VI and forms part of this report.

34. Ethics Framework

- The Company's revised Code of Conduct **("the Code")** for employees outlines the commitment to the principles of integrity, transparency and fairness. The refreshed Code has been contemporized and aligned with the changes in the internal and the external environments. It enables the Company to make the right choices and demonstrate the highest standards of integrity and ethical behaviour. The Ethics & Governance framework is also anchored by clearly defined policies and procedures, covering areas such as Anti-Bribery and Anti-Corruption Policy, Policy on Gifts & Entertainment, Policy on Prevention of Sexual Harassment at Workplace and Whistle Blower Policy to ensure robust Corporate Governance.

35. Listing at Stock Exchange

- The shares of the company are currently listed at BSE Limited (BSE) and traded on the said Exchange under the scrip code/symbol as given below:-
- i) BSE Scrip Code: 532016
- ii) The annual listing fees for the current year (i.e.F.Y.2026-2027) have been paid to the Stock Exchange.

36. Subsidiaries, Joint Ventures and Associates

- During the year the company has formed its wholly owned subsidiary in the name of **"ESPIRE PROCUREMENT PRIVATE LIMITED"** . The purpose of incorporating a subsidiary is to enhance the avenues for your company by providing various OSE & FFS in the Hotels which he being taken by the Company on Management basis .
- The company was formed w.e.f **10.02.2026** , however no financial transactions being taken place during the current financial year, hence there was no consolidated financials are prepared as on 31.03.2026.

37. DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS

- During the year under review, the Company has complied with the applicable Secretarial Standards applicable to the meeting of the Board of Directors and Shareholders. The Company has devised proper system to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

38. DISCLOSURE UNDER SECTION 43(A)(II) OF THE COMPANIES ACT, 2013

- The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

39. DISCLOSURE UNDER SECTION 54(1)(D) OF THE COMPANIES ACT, 2013

- The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished

40. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013

- During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished

41. RISK MANAGEMENT POLICY

- The board of directors of the company has adopted a risk management policy pursuant to the applicable provisions of the companies act, 2013 and relevant guidelines. The policy provides a structured and disciplined approach to identifying, assessing, mitigating, and monitoring various risks related to the company’s operations and strategic objectives. It enables proactive management of risks across key functional areas including financial, operational, regulatory, technological, and reputational risks. The risk management framework is periodically reviewed by the board to ensure its effectiveness and alignment with the evolving business environment.

42. The details of application made or any proceeding pending under the insolvency and bankruptcy code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year.

During the year, there has been no case made or proceedings pending under the Insolvency and Bankruptcy Code, 2016. Hence, the said clause is NOT APPLICABLE to the company.

43. Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof.

During the Financial year under review, the company has not made any one-time Settlement with any party/ies. Further, there was no instance of valuation of amount for settlement of loan(s) from Banks and Financial Institutions during the financial year under review.

44. COST AUDITOR

The provisions of section 148 of the Companies Act, 2013, read with the Rules framed thereunder, pertaining to the the Cost Audit are not appliable on the company for the financial year ended on 31st March,2026..

45. ACKNOWLEDGEMENT AND APPRECIATION

- The Directors of your Company take this opportunity to thank the Company's Customers, Shareholders, Suppliers, Bankers and the Central and State Governments for their unstinted support. The Directors would like to place on record their appreciation to the employees at all levels for their hard work, dedication and commitment.

For & On Behalf of the Board.

Espire Hospitality Limited

Sd/-	**Sd/-**
Gagan Oberoi	**Akhil Arora**
Chairperson	**Managing Director**
DIN:00087963	**DIN:09312308**

Place: New Delhi

Date: 31/08/2026

ANNEXURES TO THE BOARD'S REPORT FOR THE YEAR ENDED MARCH 31, 2026

Dividend Distribution Policy

- The Dividend Distribution Policy ("Policy") sets out the guiding principles and framework for determining the quantum and manner of dividend distribution to the equity shareholders of the Company. The Policy seeks to strike an appropriate balance between rewarding shareholders through dividend distributions and retaining adequate earnings to meet the Company's future financial, strategic, and operational requirements. The Policy shall be applicable with effect from the accounting period commencing on 1 April 2016.
- Dividend shall continue to be declared on a per-share basis in respect of the Ordinary Equity Shares of the Company having a face value of ₹10 each. As the Company presently has no other class of shares, any dividend declared shall be distributed among all eligible shareholders in proportion to their respective shareholding as on the Record Date, subject to applicable laws and regulations.
- The Company generally considers recommending dividend once in a financial year, after the announcement of the full-year financial results and before the Annual General Meeting ("AGM") of the shareholders. Dividend may be recommended out of the profits of the Company for the current financial year, profits of any previous financial year(s), or a combination thereof, as may be permitted under the Companies Act, 2013 ("the Act") and the rules made thereunder.
- In the event of inadequacy or absence of profits in any financial year, the Board of Directors may, subject to applicable provisions of the Act and the rules made thereunder, consider recommending dividend out of the accumulated profits of previous financial years transferred to free reserves, subject to fulfilment of all prescribed conditions and statutory requirements.
- The Board of Directors may also, from time to time, declare interim dividend in accordance with the provisions of the Act and other applicable laws, based on the financial performance, liquidity position, cash-flow requirements and other relevant factors prevailing at the time of such declaration.
- While determining the quantum of dividend, the Company shall endeavour to maintain a prudent balance between shareholder returns and the long-term financial sustainability of the Company, taking into consideration its profitability, cash flows, capital requirements, business plans, future investment opportunities, debt obligations, regulatory requirements and other relevant internal and external factors.

- The Company’s dividend policy aims to balance the objective of appropriately rewarding shareholders through dividends and to support the future growth. As in the past, subject to the provisions of the applicable laws, the Company’s dividend payout will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return. Within these parameters, the Company would endeavor to maintain a total dividend pay-out ratio in the range of 20% to 40% of the annual standalone Profit After Tax (PAT) of the Company. While determining the nature and quantum of the dividend payout, including amending the suggested payout range as above, the Board would take into account the following factors:
- Internal Factors:
- i. Profitable growth of the Company and specifically, profits earned during the financial year as compared with
- a. Previous years and
- b. Internal budgets,
- ii. Cash flow position of the Company,
- iii. Accumulated reserves,
- iv. Earnings stability,
- v. Future cash requirements for organic growth/ expansion and / or for inorganic growth,
- vi. Brand acquisitions,
- vii. Current and future leverage and, under exceptional circumstances, the amount of contingent liabilities
- viii. Deployment of funds in short term marketable investments,
- ix. Long term investments,
- x. Capital expenditure(s), and
- xi. The ratio of debt to equity (at net debt and gross debt level).

- • External Factors:
- i. Business cycles,
- ii. Economic environment,
- iii. Cost of external financing,
- iv. Applicable taxes including tax on dividend,
- v. Industry outlook for the future years,
- vi. Inflation rate, and
- vii. Changes in the Government policies, industry specific rulings & regulatory provision
- Apart from the above, the Board also considers past dividend history and sense of shareholders' expectations while determining the rate of dividend. The Board may additionally recommend special dividend in special circumstances.
- The Board may consider not declaring dividend or may recommend a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment. In such event, the Board will provide rationale in the Annual Report.
- The retained earnings of the Company may be used in any of the following ways:
- i. Capital expenditure or working capital,
- ii. Organic and / or inorganic growth,
- iii. Investment in new business(es) and / or additional
- investment in existing business(es),
- iv. Declaration of dividend,
- v. Capitalisation of shares,
- vi. Buy back of shares,
- vii. General corporate purposes, including
- contingencies,
- viii. Correcting the capital structure,
- ix. Any other permitted usage as per the Act.
- **Information on dividends paid in the last 5 years is provided in the Annual Report.**
- There was no dividend declared and paid during last 5 years by the company .

Sd/-	**Sd/-**
Gagan Oberoi	Akhil Arora
Chairperson	Managing Director
DIN:00087963	DIN:09312308
Place: New Delhi	Date: 31/08/2026

ANNEXURE-I Management Discussion and Analysis Report

- **MANAGEMENT DISCUSSION & ANALYSIS**
- EHL is steadfast in its vision to establish a strong footprint in the hospitality industry by curating world-class hotels and resorts. With a commitment to redefining luxury and delivering personalized, guest-centric experiences, the Company aspires to set new benchmarks in ultra-luxury hospitality and create destinations that inspire unforgettable memories.
- This Management Discussion and Analysis ("MDA") Report presents an overview of the operational and financial performance of the Company. It also discusses the opportunities, Espire Hospitality's strategy and important initiatives taken by it during the year.

Industry structure & developments

1. Global Economics & Growth

- **Global Economic Environment**
- **Moderating but resilient global growth:**
- The global economy demonstrated resilience during FY 2025-26 despite an increasingly complex operating environment characterised by geopolitical tensions, trade and tariff uncertainties, elevated sovereign and corporate debt, uneven
- monetary-policy normalisation, commodity-price volatility and disruptions to global supply chains. According to the International Monetary Fund ("IMF"), global real GDP growth is projected at 3.0% in calendar year 2026 and 3.4% in 2027, indicating a gradual strengthening in the global growth trajectory.
- **Growth remains uneven across regions:**
- Advanced economies continue to experience relatively moderate growth, reflecting mature economic structures, demographic pressures and subdued productivity growth. Emerging markets and developing economies remain important contributors to global expansion, although their performance continues to be differentiated by domestic demand conditions, fiscal space, commodity exposure and external financing requirements.
- **India remains a key global growth engine**:
- India continues to stand out among major economies, supported by strong domestic consumption, public infrastructure expenditure, improving private-sector investment, digitalisation, formalisation of economic activity and increasing integration with global supply chains. The IMF's July 2026 projections place India's calendar-year real GDP growth at 7.0% in 2026 and 6.4% in 2027.

- **Inflationary pressures have moderated, but risks remain:**
- Global inflation has broadly moderated from the peaks witnessed in the post-pandemic period. However, inflation remains vulnerable to energy-price shocks, geopolitical developments, supply-chain disruptions, commodity-price movements and weather-related events. Consequently, the global interest-rate environment continues to be data-dependent, with implications for capital flows, currencies and investment decisions.
- **Interest rates and financial conditions:**
- The gradual easing of monetary conditions in several major economies has the potential to support investment and consumption. However, the pace and extent of monetary easing remain uncertain. Higher-for-longer interest rates in some economies could continue to constrain discretionary spending and corporate investment, while volatility in global bond and currency markets may affect emerging-market capital flows.
- **Geopolitical and trade-related uncertainties:**
- The global economic outlook remains exposed to geopolitical conflicts, regional instability, changing trade policies, tariff measures, sanctions and supply-chain realignments. These factors can influence international travel patterns, aviation capacity, fuel prices, foreign exchange rates and business confidence.
- **Reconfiguration of global supply chains:**
- Global businesses continue to diversify manufacturing and sourcing footprints to improve supply-chain resilience. This structural trend creates opportunities for countries such as India to attract manufacturing, services, technology and investment activity. For the hospitality sector, such investment can translate into sustained corporate travel, project-related travel, long-stay demand, meetings and events.
- **Travel and tourism outperforming the wider economy:**
- Travel & Tourism remained an important contributor to global economic activity. According to the World Travel & Tourism Council ("WTTC"), global Travel & Tourism contributed approximately US$11.6 trillion to global GDP in 2025, equivalent to around 9.8% of global GDP, and supported approximately 366 million jobs. The sector grew by 4.1% during 2025, outpacing overall global economic growth.
- **International tourism has moved from recovery to expansion:**
- The global tourism industry has broadly transitioned from post-pandemic recovery into a more normalised growth phase. The sector is increasingly being influenced by changing traveller preferences, greater propensity to travel, experience-led consumption, premiumisation, wellness, bleisure and digital booking behaviour.

- **Implications for hospitality:**
- The global macroeconomic environment presents both opportunities and challenges for hotel companies. Resilient travel demand, increasing disposable incomes in emerging markets and growth in business and leisure travel support the industry's long-term prospects. Conversely, geopolitical events, aviation disruptions, energy prices, inflation and foreign-exchange volatility can result in short-term fluctuations in occupancy, room rates and international demand.
- **2. India Economics & Growth**
- **Indian Economic Environment**
- **Strong economic growth:**
- India remained one of the fastest-growing major economies during FY 2025-26. Following the adoption of the revised national accounts series, the Ministry of Statistics and Programme Implementation ("MoSPI") has estimated India's real GDP growth at 7.8% for FY 2025-26, compared with 7.2% in FY 2024-25 under the updated series. Nominal GDP growth for FY 2025-26 has been estimated at 8.6%.
- **Broad-based domestic economic activity:**
- Economic activity remained supported by private consumption, investment, infrastructure spending and the continued expansion of services. The services sector remains a significant contributor to India's growth, supported by financial services, information technology, professional services, trade, transport, communication and other consumer-facing activities.
- **Consumption remains a structural strength:**
- India's large and increasingly aspirational consumer base continues to provide a strong foundation for economic growth. Rising household incomes, urbanisation, increasing financial inclusion, greater digital adoption and a growing propensity to spend on travel and experiences are supportive of domestic tourism and hospitality demand.
-
- **Investment and infrastructure development:**
- Continued public investment in roads, airports, railways, urban infrastructure and digital infrastructure is improving connectivity between major cities and emerging destinations. This is progressively reducing travel time and increasing the commercial viability of Tier 2, Tier 3 and leisure destinations.
-

- **Improving air connectivity:**
- Expansion of airport infrastructure and increasing domestic aviation connectivity have supported the growth of both business and leisure travel. Improved connectivity is particularly important for the hospitality industry because it expands the addressable market for hotels beyond traditional metropolitan centres.
- **Inflation and monetary conditions:**
- Inflation conditions were relatively benign for a significant part of FY 2025-26, supporting household purchasing power. However, the outlook remains sensitive to food prices, crude oil prices, weather conditions and global commodity markets. The Reserve Bank of India ("RBI"), in its August 2026 assessment, projected real GDP growth for FY 2026-27 at 6.7%, with CPI inflation projected at 5.0%.
- **Resilience despite external uncertainties:**
- India's relatively large domestic demand base provides a degree of insulation against external shocks. Nevertheless, changes in global trade policies, commodity prices, geopolitical tensions, global financial conditions and exchange rates can influence business confidence and discretionary spending.
- **Manufacturing and investment opportunities:**
- The continued focus on domestic manufacturing, infrastructure development, digitalisation and supply-chain diversification presents opportunities for increased corporate travel and demand for business hotels. New industrial corridors, data centres, technology hubs, manufacturing facilities and infrastructure projects can create incremental accommodation demand in emerging business markets.
- **Tourism as a contributor to economic activity:**
- Tourism is an important contributor to employment, foreign exchange earnings, regional development and services-sector activity. The Ministry of Tourism estimates that tourism contributes approximately 5.22% to India's GDP, underlining its importance to the broader economy.
- **Strong domestic tourism base:**
- Domestic tourism remains the principal structural driver for Indian hospitality. Ministry of Tourism data indicates approximately 4.29 billion domestic tourist visits in 2025, representing substantial year-on-year growth. This large domestic market provides Indian hotels with a strong demand cushion against volatility in international travel.

- **Opportunity to increase inbound tourism:**
- India continues to have significant headroom in international tourism. Ministry of Tourism data records approximately 9.15 million foreign tourist arrivals in 2025, while total international tourist arrivals, including NRIs, were approximately 20.22 million.
- The relatively modest share of international tourism compared with India's population, economic scale and tourism assets represents a significant long-term opportunity.
- **Implications for hospitality:**
- India's strong economic fundamentals, expanding middle class, infrastructure investments, improving connectivity and increasing domestic travel propensity provide a favourable structural environment for the hospitality industry. The principal opportunities lie in increasing hotel penetration, expanding into emerging markets, attracting international travellers and capturing premium demand.
- **3. Hospitality Sector – Global Scenario & Performance**
- **Global Hospitality Environment**
- **Transition from recovery to structural growth:**
- The global hospitality industry entered FY 2025-26 with the pandemic-related recovery largely behind it. International travel volumes have moved beyond pre-pandemic benchmarks in aggregate, although recovery remains uneven by geography and traveller segment. The next phase of growth is increasingly being driven by underlying travel propensity, disposable income, business travel, leisure demand and experiential consumption rather than merely recovery from depressed levels.
- **Travel & Tourism is outperforming global economic growth:**
- WTTC estimates that global Travel & Tourism grew by 4.1% in 2025 compared with global economic growth of 2.8%. Domestic visitor spending increased 3.7%, while international visitor spending increased 3.2%.

This relative outperformance demonstrates the sector's increasing importance as a global economic growth engine.

- **International tourism demand remains resilient:**
- The global tourism ecosystem has demonstrated considerable resilience despite geopolitical uncertainty, inflation and higher travel costs. Consumers continue to prioritise travel and experiences, although they are becoming more selective with respect to destination, accommodation category, value proposition and travel timing.
- **Premiumisation and experience-led travel:**
- Travellers are increasingly allocating a higher proportion of discretionary spending towards distinctive experiences, premium accommodation, wellness, culinary offerings, cultural experiences and personalised services. This trend supports the premium and luxury hotel segments, provided operators deliver differentiated experiences and maintain service standards.
- **Bleisure and flexible travel:**
- The boundaries between business and leisure travel continue to evolve. Business travellers are increasingly extending corporate trips for leisure, while flexible work arrangements have created opportunities for longer stays and mid-week leisure demand.
- **Meetings, Incentives, Conferences and Exhibitions ("MICE"):**
- MICE travel continues to represent an important demand segment for hotels, particularly in gateway cities and business destinations. Corporate events, exhibitions, conferences, weddings and social celebrations provide hotels with opportunities to diversify revenue beyond rooms.
- **Aviation remains a critical industry enabler:**
- Hotel performance remains closely linked to airline capacity, airport connectivity and travel costs. Aviation disruptions, fuel-price increases, airfares and airport capacity constraints can materially influence destination-level demand.
- **Technology and digitalisation:**
- Technology is reshaping hotel distribution, revenue management, customer engagement and operational processes. Artificial intelligence, data analytics, digital check-in, personalisation, automated service tools and integrated customer relationship platforms are becoming increasingly relevant to improving guest experience and operating efficiency.

- **Sustainability is moving from differentiation to expectation:**
- Environmental sustainability, energy efficiency, water conservation, waste management, responsible sourcing and community engagement are becoming increasingly important considerations for guests, investors, lenders and corporate customers.
- **Capital investment remains strong:**
- Global Travel & Tourism investment exceeded US$1 trillion in 2025, growing 8.5% year-on-year, according to WTTC. The scale of investment reflects continued investor confidence in the sector's long-term growth prospects.
- **Global hotel performance remains market-specific:**
- While the overall industry outlook is positive, hotel performance differs materially by geography, destination, segment and supply pipeline. Markets with constrained supply and strong demand continue to demonstrate pricing power, whereas markets with significant new supply may experience greater pressure on occupancy and rate growth.
- **Outlook:**
- The global hospitality sector is expected to remain on a growth trajectory, supported by rising travel demand, increased international mobility, expanding middle classes in emerging markets and continued investment in tourism infrastructure. However, the operating environment is likely to remain volatile, requiring disciplined revenue management, cost optimisation, technology adoption and prudent capital allocation.

- **4. Hospitality Sector – India Scenario & Performance**
- **Sector Performance**
- **Indian hospitality remained on a strong footing:**
- The Indian hotel industry continued to demonstrate strong fundamentals during FY 2025-26, supported by robust domestic travel, corporate activity, weddings, MICE, leisure travel and improving connectivity.
- **Healthy occupancy levels:**
- HVS Anarock estimates that the Indian hotel sector closed CY2025 with nationwide occupancy in the range of 63%-65%. Average Room Rate (“ARR”) increased to approximately ₹8,500-₹8,700, resulting in RevPAR of approximately ₹5,400-₹5,600.
- **Pricing power remained a key feature:**
- A combination of healthy demand, disciplined supply growth and increasing willingness of customers to pay for quality accommodation supported room-rate growth. Hotels demonstrated the ability to sustain pricing despite periodic geopolitical, weather and aviation disruptions.
- **Strong performance across demand segments:**
- The Indian market is benefiting from a diversified demand base comprising:
- Corporate and commercial travel;
- Domestic leisure travel;
- Weddings and social events;
- MICE;
- Government and institutional travel;
- Medical and wellness tourism;
- Religious and spiritual tourism;

- International inbound tourism; and
- Long-stay and extended business travel.
- **Domestic demand remains the principal anchor:**
- India's very large domestic travel market provides resilience to the hotel sector. The continued increase in domestic tourist visits, combined with rising disposable incomes and improved road, rail and air connectivity, is expanding the addressable market for hotels.
- **Tier 2, Tier 3 and Tier 4 markets gaining importance:**
- Hotel development is increasingly moving beyond the established metropolitan markets. HVS Anarock reports that approximately 64,118 branded hotel keys across 586 properties were signed during CY2025, while approximately 14,199 rooms across 176 properties opened. Importantly, a growing proportion of development is being directed towards Tier 2, Tier 3 and Tier 4 markets.
- **Growth of branded hotel supply:**
- The expansion of branded hotel chains is increasing consumer awareness and creating greater demand for professionally managed accommodation. It is also supporting the formalisation and institutionalisation of the Indian hospitality market.
- **Emerging destinations:**
- Improving infrastructure and connectivity are creating opportunities in emerging business centres, religious destinations, leisure markets, wildlife destinations, pilgrimage circuits, industrial hubs and regional capitals.
- **Business travel remains important:**
- India's expanding services economy, manufacturing investments, infrastructure projects and corporate activity continue to support business travel. Major metropolitan centres and established business hubs remain structurally attractive, while new commercial centres are creating additional demand pools.

- **Weddings and social celebrations:**
- Weddings have become an important source of demand and revenue for Indian hotels. Higher spending on destination weddings, premium venues and curated experiences provides opportunities for hotels to generate room, banquet, food & beverage and ancillary revenues.
- **MICE demand:**
- The increasing number of corporate conferences, exhibitions, incentive programmes and large-scale events is supporting demand, particularly in hotels with adequate meeting, banquet and event infrastructure.
- **Luxury and premiumisation:**
- India's expanding affluent and upper-middle-income consumer segments are increasing demand for premium hotels, resorts and experiential travel. Premiumisation also provides opportunities to improve ARR and ancillary revenues.
- **Wellness, medical and spiritual tourism:**
- Wellness tourism, medical travel and spiritual tourism are emerging as attractive demand segments. India's established healthcare ecosystem, Ayurveda and wellness traditions, cultural heritage and religious destinations provide significant opportunities for hospitality companies.
- **Inbound tourism provides substantial headroom:**
- Despite India's large tourism potential, international visitor volumes remain relatively modest compared with the country's size and tourism assets. This provides a significant medium- to long-term opportunity for hotel operators to increase international demand. WTTC estimates that international visitor spending currently represents only around 14% of India's total Travel & Tourism spending, highlighting the opportunity to capture a larger share of global travel expenditure.
- **Outbound tourism also creates competitive pressure:**
- Indian outbound travel continues to expand, with approximately 32.83 million Indian national departures recorded in 2025.
- This represents an opportunity for domestic destinations and hotels to improve product quality and value propositions to retain a greater share of Indian discretionary travel expenditure within the country.

- **Operating environment in FY 2025-26:**
- The sector also experienced periodic volatility arising from geopolitical developments, aviation disruptions and weather-related factors. Nevertheless, underlying domestic demand remained resilient and enabled hotels to maintain healthy occupancy and pricing. HVS Anarock's subsequent 2026 monitoring continued to report healthy year-on-year performance in several markets despite periods of geopolitical and seasonal disruption.
- **Key industry risks:**
- The principal risks for the Indian hospitality industry include:
- Geopolitical disruptions and their impact on international travel;
- Airline capacity and airfares;
- Crude oil and energy-price volatility;
- Excessive supply additions in individual markets;
- Economic slowdown;
- Weather and climate-related events;
- Labour availability and wage inflation;
- Utility and food-cost inflation;
- Changes in taxation and regulations; and
- Cybersecurity, technology and data-privacy risks.
- **Overall assessment:**
- The Indian hospitality sector enters the next phase of its growth cycle from a position of relative strength. Strong domestic demand, favourable demographic trends, improving infrastructure, limited penetration of branded accommodation in many markets and increasing investor interest provide a favourable medium- to long-term structural outlook.

- **5. Hospitality Growth Outlook & Prospects – FY 2026-27 Onwards**
- **Industry Outlook**
- **Positive medium- to long-term outlook:**
- The Company believes that the Indian hospitality industry is entering a structurally favourable period, supported by sustained economic growth, rising disposable incomes, increasing domestic travel, infrastructure development, improving air connectivity, growing corporate activity and rising international interest in India.
- **Economic growth will support hotel demand:**
- India's real GDP growth is expected to remain robust. The RBI's August 2026 projection places FY 2026-27 real GDP growth at 6.7%, providing a supportive macroeconomic backdrop for business and leisure travel.
- **Travel & Tourism expected to outpace the broader economy:**
- WTTC expects India's Travel & Tourism sector to grow faster than the wider economy in 2026. Its latest research estimates that India's Travel & Tourism sector contributed approximately US$263.6 billion to the economy in 2025, supported 46.2 million jobs and grew 7.3%; it forecasts sector growth of approximately 8.5% in 2026.
- **Domestic travel will remain the principal growth engine:**
- The depth and diversity of India's domestic travel market provide a structural advantage. Rising incomes, shorter travel times, greater air and road connectivity, increasing weekend travel and greater willingness to spend on experiences are expected to support sustained demand.
- **International tourism represents a significant opportunity:**
- India has considerable potential to increase its share of international tourism. Improved destination marketing, visa facilitation, airport connectivity, global air capacity and development of internationally competitive tourism products could materially increase inbound demand over the medium term.

- **Tier 2-4 cities are likely to be major growth markets:**
- The next phase of hotel supply growth is expected to be increasingly distributed across Tier 2, Tier 3 and Tier 4 markets. These locations benefit from lower development costs, expanding economic activity, increasing domestic travel and improving connectivity. HVS Anarock's data indicates that the hotel development pipeline is already broadening beyond the major metropolitan centres.
- **Infrastructure will expand the hotel market:**
- Continued investment in airports, highways, railways, urban infrastructure and tourism infrastructure is expected to unlock new destinations and improve accessibility. This should benefit both business and leisure hotels.
- **Corporate travel and MICE:**
- Continued economic formalisation, manufacturing investment, infrastructure development and expansion of India's services sector should support corporate travel. MICE is expected to remain an important contributor to occupancy and non-room revenues.
- **Weddings and social events:**
- The scale and increasing sophistication of India's wedding market provide significant opportunities for hotels with suitable banquet, event and accommodation infrastructure. Destination weddings are likely to remain an important growth segment.
- **Leisure, experiential and wellness tourism:**
- Travellers are increasingly seeking experiences rather than accommodation alone. Hotels offering differentiated culinary, wellness, nature, cultural, adventure and experiential products are expected to benefit from this trend.

- **Premiumisation should support ARR:**
- As consumers increasingly value quality, convenience, service and differentiated experiences, premium and luxury accommodation is expected to continue gaining traction. This creates opportunities for disciplined rate growth, provided additional supply remains aligned with demand.

- **Technology and artificial intelligence:**
- Technology will increasingly influence hotel operations, distribution and customer engagement. Artificial intelligence and data analytics can support:
- Dynamic pricing and revenue management;
- Demand forecasting;
- Personalised marketing;
- Direct booking conversion;
- Guest communications;
- Workforce optimisation;
- Energy management; and
- Operational efficiency.
- **Asset-light expansion:**
- Management contracts, franchising and other asset-light models are expected to remain important growth avenues for branded hotel companies. These models can facilitate faster geographic expansion while reducing capital intensity and enabling companies to leverage their brands, operating expertise and distribution platforms.

- **Capital discipline will remain important:**
- While the sector's growth prospects are attractive, hotel development is inherently cyclical and market-specific. Companies are therefore expected to focus increasingly on location quality, demand visibility, return on capital, brand positioning and disciplined supply addition.
- **Sustainability and responsible hospitality:**
- Sustainability is expected to become increasingly integrated into hotel strategy. Energy efficiency, renewable energy, water conservation, waste reduction, responsible sourcing and sustainable construction can help reduce operating costs while meeting evolving stakeholder expectations.
- **Human capital and service quality:**
- Skilled manpower remains critical to the hospitality industry. As the sector expands, investment in training, employee engagement, leadership development and technology-enabled productivity will be important to maintain consistent service standards.
- **Potential for sustained pricing power:**
- The industry's recent performance demonstrates that demand growth combined with disciplined supply can support healthy occupancy and ARR. If supply additions remain calibrated to demand, the sector could sustain a favourable pricing environment over the medium term.
- **Near-term volatility should not obscure structural opportunity:**
- The Company expects the industry to experience periodic volatility arising from geopolitical events, aviation disruptions, weather, commodity prices and global economic conditions. However, such short-term fluctuations are expected to coexist with strong structural demand drivers.

- **Long-term opportunity:**
- WTTC projects India's Travel & Tourism sector to almost double in economic contribution over the decade to 2036, reaching approximately US$527 billion, with India potentially rising from the tenth-largest Travel & Tourism economy globally to fourth place.
- This provides a strong indication of the scale of the long-term opportunity available to Indian hospitality companies.
- **Strategic implications for the Company:**
- Against this backdrop, the Company's strategic priorities are expected to centre on:
- Strengthening its presence in high-growth markets;
- Optimising the performance of existing properties;
- Driving occupancy and ARR through sophisticated revenue management;
- Expanding through a calibrated mix of owned, leased, managed and franchised properties, as applicable;
- Entering emerging Tier 2 and Tier 3 markets selectively;
- Increasing share of direct and digital distribution;
- Building ancillary revenue streams through food & beverage, banqueting, MICE, wellness and other experiences;
- Maintaining high standards of guest service and brand experience;
- Enhancing operating efficiencies and productivity;
- Investing in technology and data-led decision-making;
- Embedding sustainability into hotel operations and development; and
- Maintaining financial and capital-allocation discipline.

- **Overall Outlook**
- The Company remains constructive on the medium to long-term prospects of the Indian hospitality sector. India's strong economic fundamentals, favourable demographics, increasing travel propensity, infrastructure expansion, growing corporate activity, rising domestic consumption and significant headroom in international tourism provide a strong foundation for sustained industry growth.
- The Company expects FY 2026-27 and the subsequent years to present opportunities for healthy occupancy, measured room-rate growth, improved RevPAR, expansion into emerging markets and growth in ancillary revenues, subject to market-specific supply additions and the broader macroeconomic environment.
- At the same time, the Company remains cognizant of risks arising from geopolitical developments, global economic volatility, aviation capacity, energy prices, inflation, weather events, regulatory changes and competitive supply. Accordingly, the Company intends to pursue growth with an emphasis on operational excellence, customer centricity, prudent capital allocation, asset productivity, technology adoption, sustainability and balance-sheet discipline.
- Overall, the Indian hospitality sector is well positioned to benefit from India's transition towards a larger, more consumption- and services-led economy and from the country's increasing integration with global travel and business ecosystems.

- **FINANCIAL AND OPERATING PERFORMANCE**
- The Company, during the Financial Year 2025-26, has achieved various milestones:
- **Revenue**: ₹14,106 Lakhs
- **EBITDA**: ₹3,190 Lakhs
- **PBT**: ₹1,157 Lakhs
- **PAT**: ₹812 Lakhs
- **Average Daily Rate (ADR):** ₹10,827 compared to industry average of ₹8,792
- **Revenue Per Available Room (RevPAR):** ₹6,317 compared to industry average of ₹5,745
- **Addition** of 6 new hotels, addition nearly 250 keys to its existing portfolio
- Signing of Agreement with Marriott International to operate the Company’s upcoming ultra-luxury 152 keys’ resort near Vrindavan, under the JW Marriott brand India

FINANCIAL AND OPERATING PERFORMANCE

, **Future Prospects**

- The Company remains exceptionally optimistic about its long-term growth prospects and is well positioned to benefit from the evolving landscape of Indian hospitality. The Company's long-term strategy is centred on building a diversified hospitality platform catering to a broad spectrum of demand across luxury, upscale, midscale, leisure, business and spiritual travel segments.
- The Company's development pipeline encompasses new hotels across key destinations including Bengaluru, Mussoorie, Gurugram, Greater Noida, Udaipur, Lucknow, Amritsar, Ghaziabad, Dehradun, Patna, Katra, Mukteshwar, Vadodara, Theog, Sohna, Varanasi, Dharamshala and Kasauli, which are expected to add nearly 1,000 keys to the portfolio. In addition, the Company is in advanced discussions for more than 15 properties across 10 high-potential destinations, representing an opportunity to add over 1,000 additional keys to its portfolio over the coming year.
- The Company's expansion strategy is designed to create a balanced portfolio across established business centres, emerging commercial markets, spiritual destinations and leisure hubs. In the business segment, the Company is actively pursuing opportunities in prominent markets including Mumbai, Ahmedabad, Chennai, Bengaluru, Lucknow, Amritsar, Bhopal, Jaipur, Gurugram, Ranchi, Chandigarh, Pune and Noida, with the objective of capturing the growing mobility of corporate and business travellers and the increasing demand for quality branded accommodation.
- At the same time, the Company is strengthening its presence across India's rapidly evolving spiritual and religious tourism corridors, with a focus on destinations such as Rishikesh, Puri, Varanasi and Haridwar. The growing consumer interest in spiritual, cultural and experiential travel presents a significant opportunity to develop differentiated hospitality offerings that combine comfort, convenience and authentic destination experiences.
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- The Company is also exploring opportunities in attractive leisure and nature-centric destinations, including Sikkim, Dehradun, Darjeeling, Goa, Ootacamund and Dharamshala. These markets are expected to benefit from rising domestic travel, increasing preference for experiential holidays, improved connectivity and growing demand for immersive, wellness-oriented and nature-based experiences
- Going forward, the Company intends to pursue growth through a combination of strategic market expansion, portfolio diversification, selective addition of properties and strong owner partnerships. The Company will remain focused on identifying markets with attractive demand-supply dynamics, strengthening its brand presence and leveraging its operating capabilities to create sustainable value across its portfolio.
- The Company's growth strategy will be underpinned by a continued focus on guest experience, operational excellence, technology adoption, prudent capital allocation and sustainability. By combining thoughtfully curated destinations with differentiated hospitality experiences and strong partnerships with property owners, the Company aims to build a scalable and resilient hospitality platform capable of delivering sustainable long-term growth.
- The Company's overarching objective is to establish itself as one of India's most admired hospitality companies, distinguished by the quality and diversity of its portfolio, exceptional guest experiences, trusted owner partnerships, responsible growth and consistent creation of long-term stakeholder value.

- **Threats, Risks and Concerns**
- Espire Hospitality’s risk management framework comprises the identification of risks, assessment of their nature, severity and potential impact, and formulation of appropriate measures to mitigate such risks. The framework is designed to ensure adequate and timely reporting, monitoring and mitigation of identified risks. The risks are reviewed periodically and the framework is updated, wherever required, to reflect changes in the business environment and the size and scope of the Company’s operations.
- The Company has constituted a Risk Management Committee comprising three Independent Directors, which oversees the risk management framework and monitors the major risks faced by the Company.
- **Segment-wise or Product-wise Performance**
- The Company operates in a single business segment, namely, **Hotels and Resorts**. Accordingly, the provisions relating to segment reporting under **Ind AS 108 – Operating Segments** are not applicable to the Company.
- **Internal Control Systems and Their Adequacy**
- The Company has put in place adequate and effective internal control systems, which are commensurate with the nature, size and complexity of its business and scale of operations. The internal control framework is designed to ensure orderly and efficient conduct of the Company’s business, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.
- The Audit Committee regularly reviews the audit plans, significant audit findings, adequacy and effectiveness of internal controls, and compliance with applicable accounting standards and other statutory requirements, including changes thereto, as and when applicable.
- The Statutory Auditors of the Company have also, in their report to the Members for the financial year ended **31st March 2026**, confirmed the adequacy and operating effectiveness of the Company’s internal financial controls, as applicable.
- **Discussion on Financial Performance with Respect to Operational Performance**

- The Financial Statements for the financial year ended 31st March 2026 have been prepared in accordance with the provisions of the Companies Act, 2013 and the applicable Indian Accounting Standards (Ind AS) issued under the relevant provisions of the Companies Act, 2013 . The Board of Directors are responsible for the integrity and fair presentation of the Financial Statements.
- During the year under review, the Company recorded revenue of **Rs 14,105.99 lakhs** in the financial year 2025-26 as compared to **Rs 12,016.19 lakhs** in the financial year 2024-25, representing an increase of approximately **17.39%**.
- The Company recorded a **net profit of Rs 813.76 lakhs** during the financial year 2025-26 as compared to a **net profit of Rs 819.14 lakhs** in the previous financial year.
- **Material Development in Human Resources**
- At **ESPIRE HOSPITALITY**, human resources are regarded as one of the most valuable assets of the Company. The Company places significant emphasis on the well-being, development and engagement of its employees, recognising that the hospitality industry is highly dependent on the quality of guest experience and service delivered by its people.
- The Company follows a robust talent management strategy supported by a transparent performance management system and a competitive long-term compensation philosophy. These initiatives are aimed at attracting, developing and retaining talented and committed employees.
- The Company endeavours to provide a positive, supportive and employee-friendly working environment. Various initiatives, including competitive remuneration, employee engagement and morale-boosting activities, accommodation, transportation facilities and other employee welfare measures, are undertaken by the Human Resources function to enhance employee satisfaction, motivation and retention.
- The Company continues to focus on strengthening its human capital by providing employees with opportunities for learning, professional growth and development, thereby enabling them to contribute effectively towards the Company's business objectives and deliver a superior guest experience.

For & On Behalf of the Board.

Espire Hospitality Limited

Sd/-	**Sd/-**
Gagan Oberoi	**Akhil Arora**
Chairperson	**Managing Director**
DIN:00087963	**DIN:09312308**

Place: New Delhi

Date: 31/08/2026

EHL & Corporate Governance

Annexure-II Corporate Governance Report

- **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

- The Corporate Governance philosophy of **Espire Hospitality Limited ("EHL" or "the Company")** is founded on the fundamental principles of **integrity, transparency, accountability and fairness** in all its business activities. The Company is committed to conducting its affairs in compliance with applicable laws, rules and regulations, while upholding the highest standards of ethical conduct and professional values across all levels and functional areas of the organization.

- The Company believes that sound corporate governance is not merely a statutory or regulatory requirement, but an essential element of responsible and sustainable business management. Accordingly, the Company strives to embed best-in-class corporate governance practices into its culture and day-to-day operations, with the objective of creating long-term value for its shareholders and other stakeholders.

- The Company believes that an effective governance framework requires a strong and independent Board of Directors, responsible management practices, robust internal controls, timely and transparent disclosures, and effective engagement with shareholders and other stakeholders.

- Considering the nature and scale of its operations, the Corporate Governance framework of EHL is based on the following key principles:

❖ **Appropriate Board Composition:** Constitution of a Board of Directors with an appropriate composition, size, diversity of experience, expertise and commitment to effectively discharge its fiduciary responsibilities and duties.

❖ **Transparency and Independence:** Ensuring transparency, objectivity and independence in the functioning of the Board and its Committees, with appropriate oversight of the Company's affairs.

- **Effective Flow of Information:** Ensuring timely, accurate and comprehensive flow of relevant information to the Board and its Committees to enable them to discharge their responsibilities and make informed decisions effectively.
- **Integrity of Financial Reporting:** Maintaining robust systems and processes for independent review and assurance of the integrity and reliability of financial reporting.
- **Timely and Balanced Disclosures:** Making timely, accurate, balanced and transparent disclosures of all material information relating to the Company to shareholders and other stakeholders, while safeguarding their legitimate rights and interests.
- **Risk Management and Internal Controls:** Maintaining a sound and effective framework for risk identification, assessment and mitigation, supported by adequate internal financial controls and monitoring mechanisms.
- **Compliance with Laws:** Ensuring compliance with all applicable laws, rules, regulations and statutory requirements, both in letter and in spirit.
- The Company continuously endeavours to strengthen its governance framework in line with evolving regulatory requirements and recognised best practices. Through these principles, EHL seeks to foster a culture of ethical conduct, responsible decision-making, transparency and accountability, thereby reinforcing the confidence and trust of all its stakeholders.

- **BOARD OF DIRECTORS:**
- **Composition & category of the Board**
- The Board of Directors of **Espire Hospitality Limited ("EHL" or "the Company")** has been constituted with an appropriate mix of Executive, Non-Executive and Independent Directors to ensure effective governance, objective oversight and sound management of the Company's affairs. The Board comprises individuals with diverse expertise and experience across areas such as finance, construction, architecture, human resources, hospitality and corporate management.
- As on **March 31, 2026**, the Board of Directors comprised **seven Directors**, including **one Executive Director and six Non-Executive Directors**. The Board included **three Independent Directors**, **one Managing Director**, **one Promoter Director** and **two other Non-Independent Directors**. The composition of the Board is in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable. However, after the closure of financial year Mr. Pramod Bhatnagar resigned w.e.f 30th April,2026 from the directorship of the board as well of the committees, after that the company has appointed Mr. Anish Arun Shah, w.e.f 1st May, 2026, at later he also resigned w.e.f 14th July,2026.
- The Company believes that the diverse composition of the Board brings together varied perspectives, professional expertise and experience, thereby facilitating informed decision-making and strengthening the overall governance framework of the Company.
- The details of the Directors on the Board, including the category of their directorship, their directorships in other companies and their membership/chairmanship of committees of other companies, including the Company, as on **March 31, 2026**, are set out in the table below.

During the FY 2025-26 the Board of EHL met 07 (Seven) times, The dates of the Board meetings were held on :-

(1) 29/05/2025 (2) 05/08/2025 (3) 01/09/2025 (4) 09/09/2025 (5) 14/11/2025 (6) 10/12/2025 and on (7) 13/02/2026.

- The last Annual General Meeting (AGM) of the Company was held on 26th September,2025.
- A table depicting the attendance of Directors at various Board Meetings and the AGM held during financial year 2025-26

SL NO	Name of Director	DIN	No of Board Meetings Held	No of Board Meetings Attended	Attendence at the last AGM	Number of Shares held in the company
1	Mr. Amit Rai	00088067	7	3	No	1,03,33,333
2	Ms. Leela Bisht	07172417	7	2	No	NIL
3	Mr. Akhil Arora	09312308	7	7	No	NIL
4	Mr. Gagan Oberoi	00087963	7	7	No	NIL
5	Mr. Amit Kumar Jain	00334133	7	7	No	NIL
6	Mr. Pramod Bhatnagar	02269852	7	7	No	NIL
7	Mr. Dileep Kumar	08242564	7	7	Yes	NIL

- Number of other Board of Directors or Committees in which a director is a member or chairperson, including separately the names of the listed entities where the person is a director and the category of directorship

SL NO	Name of Director	Category (i.e. Promoter, Executive, Non-Executive, Independent, Non-Independent)	No of Board Meetings Held	No of Board Meetings Attended	No of Directorship in other companies	**Number of Committee in which Chairmanship/ Membership held in public companies including Espire Hospitality Limited		Directorship (in other listed entity)	Whether attended last AGM held on 26th Sept,2025
						Chairperson	Member		
1	Mr. Amit Rai	Promoter	7	3	22	0	0	NA	No
2	Ms. Leela Bisht	Non Executive & Non Independent Director	7	2	21	0	0	NA	No
3	Mr. Akhil Arora	Executive Director	7	7	5	0	0	NA	No
4	Mr. Gagan Oberoi	Non Executive & Non Independent Director	7	7	20	0	3	NA	No
5	Mr. Amit Kumar Jain	Non Executive & Independent Director	7	7	4	0	5	NA	No
6	Mr. Pramod Bhatnagar	Non Executive & Independent Director	7	7	1	3	8	NA	No
7	Mr. Dileep Kumar	Non Executive & Independent Director	7	7	19	5	8	NA	Yes

- **Disclosure of relationship between director's inter-se:-**
- The board consists of one director is promoter director, three Directors are Independent Directors, one Managing Director and three are non-independent director, except between Mr. Amit Rai and Mrs. Leela Bisht (Mother in law) there is no inter-se relation exists between any other directors
- **Number of shares and convertible instruments held by non-executive directors: -**
- **Only Mr Amit Rai , the Promoter, Non-Executive Director holds 1,03,33,333 Equity Shares of the company**

WEBSITE LINK WHERE THE DETAILS OF FAMILIARIZATION PROGRAMS IMPARTED TO INDEPENDENT DIRECTORS IS DISCLOSED

- No specific training programmes have been conducted by the Board of Directors for the Independent Directors. However, adequate information regarding the Company's business, changes in the regulatory framework, and updates issued by SEBI, BSE, MCA and other regulatory authorities have been provided to the Independent Directors from time to time during the Board Meetings.
- Considering the nature of the Company's business and the sector in which it operates, the Board of Directors possesses adequate skills, experience, expertise and competence to effectively manage and oversee the affairs and functions of the Company.
- In the opinion of the Board, the Independent Directors fulfil the conditions specified under the applicable regulations and are independent of the management.

Committee of Directors

The Board constituted committees namely, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee & Committee of Directors to act in accordance with the terms of reference determined by the Board. Meetings of each of these Committees are convened by the respective Chairman. Matters requiring Board's attention/approval are placed before the Board. The role, the composition of these Committees including the number of meetings held during the financial year 2025-26 and the related attendance detail are provided hereunder.

Audit Committee

- The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management.
- **During the financial year 2025-26, the Audit Committee met 05 (Five) times. The dates of the Committee meetings are :-**

Sl No	Date of Meeting	Total Number of Member	Attended By Number of Members
1	29/05/2025	3	3
2	05/08/2025	3	3
3	01/09/2025	3	3
4	14/11/2025	3	3
5	13/02/2026	3	3

- The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended March 31st 2026 is detailed below:

Sl No	Name	Designation
1	Mr. Dileep Kumar	Chairperson
2	Mr. Pramod Bhatnagar*	Member
3	Mr. Amit Kumar Jain	Member

- Note: Mr. Pramod Bhatnagar resigned from the committee w.e.f 30th April,2026, post that Mr, Anish Shah was appointed as the member of the committee, but he has also resigned the company w.e.f 14th July,2026.
- Mr. Gagan Oberoi has been appointed as member of Audit Committee w.e.f. 14th July, 2026.
- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer acts as the Secretary to the Audit Committee throughout the year.
- The terms of reference of the Audit Committee, inter-alia, include:

Functions of the Audit Committee

- The Audit Committee shall, inter alia, perform the following functions:
- Oversight of the Company’s financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommendation to the Board for the appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by them.
- Reviewing, with the management, the annual financial statements and the auditor’s report thereon before submission to the Board for approval, with particular reference to:
    a. Matters required to be included in the Directors’ Responsibility Statement forming part of the Board’s Report in terms of Section 134(3)(c) of the Companies Act, 2013.
    b. Changes, if any, in accounting policies and practices and the reasons for the same.
    c. Major accounting entries involving estimates based on the exercise of judgment by management.
    d. Significant adjustments made in the financial statements arising out of audit findings.
    e. Compliance with listing and other legal requirements relating to financial statements.
    f. Disclosure of related party transactions.
    g. Modified opinion(s), if any, in the draft audit report

- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- Reviewing, with the management, the statement of uses/application of funds raised through an issue, including public issue, rights issue, preferential issue, etc., the statement of funds utilised for purposes other than those stated in the offer document, prospectus or notice, and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take necessary steps in this regard.

- Reviewing and monitoring the auditor's independence and performance and the effectiveness of the audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, the performance of statutory and internal auditors and the adequacy of internal control systems.
- Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussion with internal auditors on any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before commencement of the audit regarding the nature and scope of the audit, as well as post-audit discussion to ascertain any areas of concern.
- Reviewing the reasons for substantial defaults in payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing the functioning of the Whistle Blower mechanism.
- Approval of the appointment of the Chief Financial Officer (CFO) after assessing the qualifications, experience and background of the candidate.

Nomination & Remuneration Committee

The Nomination & Remuneration Committee shall, inter alia, perform the following functions:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- Identifying persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down, and recommending to the Board their appointment and removal.
- Formulation of criteria for evaluation of the performance of Independent Directors and the Board, and determining whether to extend or continue the term of appointment of Independent Directors on the basis of the report of such performance evaluation.
- Devising a policy on diversity of the Board.
- Recommending to the Board the appointment and removal of Directors, Key Managerial Personnel and senior management personnel.
- Recommending to the Board the remuneration, including salary, incentive, performance-linked remuneration, allowances, benefits and other terms of employment, of Directors, Key Managerial Personnel and senior management personnel, as may be applicable.
- Reviewing and approving the remuneration structure and packages for senior management personnel, having regard to the Company's financial position, performance, industry practices and prevailing remuneration standards.
- Reviewing and recommending to the Board the remuneration payable to Executive Directors, including the terms and conditions of their appointment, in accordance with applicable laws and regulations.
- Reviewing and recommending to the Board the remuneration payable to Non-Executive Directors, including Independent Directors, within the overall limits prescribed under applicable laws.

- Determining whether to extend or continue the term of appointment of Independent Directors based on the performance evaluation carried out in accordance with the prescribed criteria.
- Recommending to the Board the appointment of Directors and senior management personnel based on their qualifications, expertise, experience, integrity and suitability for the relevant position.
- Reviewing the succession planning framework for the Board, Key Managerial Personnel and senior management personnel and recommending appropriate measures to ensure continuity of leadership Overseeing the process for evaluation of the performance of the Board, its Committees and individual Directors and reviewing the outcome of such evaluations.
- Reviewing the effectiveness of the remuneration policy and recommending changes, wherever considered necessary, to ensure that remuneration is aligned with the Company's objectives, performance and long-term interests.
- Ensuring that the remuneration payable to Directors, Key Managerial Personnel and senior management personnel is reasonable and commensurate with their responsibilities, performance and industry standards.
- Reviewing the Company's policies and practices relating to employee benefits, incentives and other remuneration-related matters, wherever such review falls within the Committee's mandate.
- Recommending to the Board the remuneration payable to Directors for services rendered in any other capacity, where applicable, subject to the provisions of applicable laws.
- Considering and approving matters relating to grants, awards or other performance-linked incentives to senior management personnel, wherever such authority has been delegated to the Committee.
- Reviewing and recommending to the Board the compensation and other benefits payable to senior management personnel upon appointment, retirement, resignation or termination, subject to applicable laws and Company policies.
- Performing such other functions and duties as may be prescribed under the Companies Act, 2013, the rules made thereunder, applicable SEBI regulations, the Articles of Association of the Company, or as may be delegated by the Board from time to time.

- **Policy for appointment and removal of Director, KMP and Senior Management**
- **Appointment criteria and qualifications**
- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board for his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- **Term / Tenure**

Managing Director/Whole-time Director:-

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- **Independent Director:**
- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms of five years each, but such Independent Director shall be eligible for Appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

- **Removal**
- Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.
- **Retirement**
- The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board has the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.
- **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**
- **Fixed pay:**
- The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Nomination & Remuneration Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Nomination & Remuneration Committee and approved by the shareholders and Central Government, wherever required.
- **Minimum Remuneration:**
- If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- **Provisions for excess remuneration:**
- If any Managing Director /Whole Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he /she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.
- **Remuneration to Non- Executive / Independent Director:**
- **Sitting Fees:** The Non- Executive / Independent Director may receive remuneration byway of fees for attending meetings of Board or Committee thereof.
- **Stock Option:** Independent Director shall not be entitled to any stock option of the Company.
- **Details of Directors' Remuneration**
- **Remuneration of Executive Director**
- The table given below specifies the details of remuneration package of Executive directors and their relationship with other Directors on the Board

Name of the Director	Relationship with other Directors	Salary & Allowances	Monitory value of Perquisits	Total
Mr Akhil Arora	None	108 Lacs	NIL	108 Lacs

No sitting fees was paid to non-executive directors of the company.

- During the financial year 2025-26, the Nomination & Remuneration Committee met 01 (One) time. The dates of the Committee meetings are :-

Sl No	Date of Meeting	Total Number of Member	Attended By Number of Members
1	31/03/2026	3	3

- The composition of the Nomination & Remuneration Committee of the Board of Directors of the Company during the financial year ended March 31st 2026 is detailed below:

Sl No	Name	Designation
1	Mr. Dileep Kumar	Chairperson
2	Mr. Pramod Bhatnagar	Member
3	Mr. Amit Kumar Jain	Member

- Note: Mr. Pramod Bhatnagar resigned from the committee w.e.f 30th April,2026, post that Mr, Anish Shah was appointed as the member of the committee, but he has also resigned the company w.e.f 14th July,2026
- Mr. Gagan Oberoi has been appointed as member of the Committee w.e.f. 14th July, 2026.
- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer acts as the Secretary to the Nomination & Remuneration Committee throughout the year.

- **Board Level Performance Evaluation**

- The applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, read with the rules made thereunder, require the Board of Directors of the Company to undertake an annual performance evaluation of the Board as a whole, its Committees and individual Directors.
- The Companies Act, 2013, read with Schedule IV thereto, provides that the performance evaluation of Independent Directors shall be undertaken by the entire Board of Directors, excluding the Director being evaluated. The performance evaluation process is undertaken in accordance with the applicable statutory and regulatory requirements and with due regard to the Guidance Note on Board Evaluation issued by SEBI.
- Accordingly, the Company has put in place a structured process for evaluating the performance of the Board, its Committees, the Chairman and individual Directors, including Independent Directors.
- **Process for Performance Evaluation**
- The performance evaluation process is carried out as follows:
- The Independent Directors, in accordance with applicable provisions, evaluate the performance of the Non-Independent Directors and the Board as a whole and review the performance of the Chairperson, as applicable.
- The Board of Directors evaluates the performance of Independent Directors, excluding the Director being evaluated, in accordance with the provisions of the Companies Act, 2013 and applicable SEBI regulations.
- The Nomination & Remuneration Committee reviews the overall evaluation process and the outcome of the performance evaluations and makes appropriate recommendations to the Board regarding appointment, re-appointment, continuation or other matters relating to the Directors, wherever applicable.
- The Board reviews the performance evaluation outcomes and takes such actions as may be considered appropriate for enhancing the effectiveness and overall functioning of the Board and its Committees

- **Criteria for Performance Evaluation**
- The performance of individual Directors is evaluated on various parameters, including, inter alia:
- Qualifications, knowledge, experience and professional expertise.
- Understanding of the Company’s business, industry and operating environment.
- Ability to exercise independent and objective judgment.
- Contribution to the deliberations and decision-making process of the Board.
- Attendance and participation in Board and Committee meetings.
- Ability to work effectively as a member of the Board and its Committees.
- Understanding of the roles, responsibilities and fiduciary duties of a Director.
- Adherence to applicable laws, regulations, Company policies and ethical standards.
- Contribution towards the strategic direction and long-term objectives of the Company.
- Ability to provide constructive guidance and support to the management.
- **Evaluation of the Board**
- The performance of the Board as a whole is evaluated on parameters including:
- Composition, structure and diversity of the Board.
- Appropriate mix of qualifications, skills, experience and expertise.
- Effectiveness of the Board in providing strategic direction and oversight.
- Clarity of roles and responsibilities of the Board and its Committees.

- Quality and effectiveness of Board deliberations and decision-making.
- Effectiveness of the processes relating to Board meetings, agenda and information flow.
- Corporate governance practices and compliance with applicable laws and regulations.
- Oversight of risk management and internal controls.
- Monitoring of the Company's strategy, performance and achievement of objectives.
- Effectiveness of stakeholder and investor grievance mechanisms.
- Overall contribution of the Board towards the sustainable growth and long-term interests of the Company.
- **Evaluation of Board Committees**
- The performance of the Committees of the Board is evaluated on parameters including:
- Composition and adequacy of the Committee.
- Frequency and regularity of meetings.
- Effectiveness of the Committee in discharging its responsibilities.
- Quality and adequacy of information provided to the Committee.
- Appropriateness and effectiveness of the agenda and supporting papers.
- Quality of discussions and deliberations, including consideration of differing views, wherever applicable.
- Timely recording and dissemination of minutes.
- Monitoring and follow-up of action items arising from Committee meetings.
- Compliance with the terms of reference and applicable statutory and regulatory requirements.

- **Evaluation of Independent Directors**
- The performance evaluation of Independent Directors is undertaken in accordance with the provisions of the Companies Act, 2013 and applicable SEBI regulations.
- In addition to the parameters applicable to individual Directors, the evaluation of Independent Directors takes into consideration their ability to exercise independent judgment, provide objective and constructive guidance to the Board, safeguard the interests of stakeholders and contribute effectively to the governance and oversight of the Company.
- The evaluation also considers the Independent Directors' understanding of the Company's business, regulatory environment and industry, their participation in Board and Committee deliberations, and their ability to raise relevant and critical issues before the Board.
- **Alignment with Company Objectives**
- The performance evaluation process is intended to ensure that the Board, its Committees and individual Directors remain focused on the Company's immediate and long-term strategic objectives.
- The Nomination & Remuneration Committee and the Board, as applicable, review the outcome of the evaluation and may identify areas for improvement, training or development to enhance the effectiveness of the Board and its Committees.
- The performance evaluation process is conducted in a manner that promotes accountability, transparency, effective governance and continuous improvement in the functioning of the Board and its Committees.

- **Stakeholders Relationship Committee**
- The Stakeholders Relationship Committee shall, inter alia, perform the following functions:
- Reviewing and resolving the grievances and complaints of shareholders, investors, security holders and other stakeholders of the Company.
- Considering and resolving complaints relating to transfer/transmission of shares, non-receipt of share certificates, non-receipt of declared dividends, non-receipt of annual reports, issue of duplicate share certificates and other related matters.
- Reviewing matters relating to dematerialisation and re-materialisation of securities and ensuring that such requests are processed within the prescribed timelines.
- Reviewing the status of requests received from shareholders relating to transfer, transmission, transposition, consolidation, split, sub-division and issue of duplicate securities, as applicable.
- Reviewing the performance of the Registrar and Share Transfer Agent and recommending measures for improvement in the quality of investor services.
- Reviewing the status of investor complaints received through the stock exchanges, SEBI and other regulatory authorities and ensuring their timely resolution.
- Reviewing measures taken for effective exercise of voting rights by shareholders.
- Reviewing various measures and initiatives taken by the Company for reducing instances of grievances and improving the overall level of investor and stakeholder services.
- Reviewing the mechanism adopted by the Company for communication with shareholders and other stakeholders, including dissemination of financial results, notices, annual reports and other statutory communications.

- Reviewing the adherence to applicable statutory and regulatory requirements relating to shareholders’ and investors’ rights.
- Considering and approving such matters relating to shareholders and investors as may be delegated to the Committee by the Board from time to time.
- Reviewing the measures taken by the Company to facilitate effective participation of shareholders, including electronic means of communication and voting, wherever applicable.
- Monitoring the implementation of policies and procedures relating to investor relations and stakeholder services.
- Reviewing the status of unclaimed dividends, shares and other securities and overseeing appropriate measures for compliance with applicable statutory requirements in this regard.
- Ensuring that adequate systems and procedures are in place for timely and effective redressal of stakeholder grievances and complaints.
- Performing such other functions and duties as may be prescribed under the Companies Act, 2013, the rules made thereunder, applicable SEBI regulations, the Articles of Association of the Company, or as may be delegated by the Board from time to time.

- During the financial year 2025-26 the Stakeholder Relationship Committee of Directors met four times. The dates of the meetings being:-

	Date of Meeting	Total Number of Member	Attended By Number of Members
1	29/05/2025	3	3
2	05/08/2025	3	3
3	14/11/2025	3	3
4	13/02/2026	3	3

- The constitution of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2025-26 is detailed below:

Sl No	Name	Designation
1	Mr. Dileep Kumar	Chairperson
2	Mr. Pramod Bhatnagar	Member
3	Mr. Amit Kumar Jain	Member

- Note: Mr. Pramod Bhatnagar resigned from the committee w.e.f 30th April,2026, post that Mr. Anish Shah was appointed as the member of the committee, but he has also resigned the company w.e.f 14th July,2026
- Mr. Gagan Oberoi has been appointed as member of Committee w.e.f. 14th July, 2026.
- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer acts as the Secretary to the Stake Holders Relationship Committee throughout the year

- **Name and designation of Compliance Officer**
- Mr. Sumeer Narain Mathur, Company Secretary is the Compliance Officer pursuant to regulation 6(1) of the SEBI (LODR) Regulations,2015 .
- **During the year under report there was no shareholder complaint was received and resolved.**
- **Committee of Directors**
- The Board of Directors has constituted a Committee of Directors and defined its roles and responsibilities in accordance with the provisions of Regulation 21 of the Listing Regulations.

Sl No	Name	Designation
1	Mr. Dileep Kumar	Chairperson
2	Mr. Pramod Bhatnagar	Member
3	Mr. Amit Kumar Jain	Member

- **Terms of Reference**

  The main term of reference is to approve the share transfers/split/renewal of old certificates, however the same has been delegated to the compliance officer of the company for effective implementation of transfer/split/demat/remat process and compliance of SEBI (Listing Obligations & Disclosure Requirements), Regulations,2015 .
- Note: Mr. Pramod Bhatnagar resigned from the committee w.e.f 30th April,2026, post that Mr. Anish Shah was appointed as the member of the committee, but he has also resigned the company w.e.f 14th July,2026
- Mr. Gagan Oberoi has been appointed as member of Committee w.e.f. 14th July, 2026
- **Name and designation of Compliance Officer**
- Mr. Sumeer Narain Mathur, Company Secretary is the Compliance Officer pursuant to regulation 6(1) of the SEBI (LODR) Regulations,2015 .

• Corporate Social Responsibility Committee

The Board of Directors has constituted a Corporate Social Responsibility Committee and defined its roles and responsibilities in accordance with the provisions of Regulation 21 of the Listing Regulations.

Sl No	Name	Designation
1	Mr. Dileep Kumar	Chairperson
2	Mr. Pramod Bhatnagar	Member
3	Mr. Amit Kumar Jain	Member

- Note: Mr. Pramod Bhatnagar resigned from the committee w.e.f 30th April,2026, post that Mr. Anish Shah was appointed as the member of the committee, but he has also resigned the company w.e.f 14th July,2026
- Mr. Gagan Oberoi has been appointed as member of Committee w.e.f. 14th July, 2026

Name and designation of Compliance Officer

- Mr. Sumeer Narain Mathur, Company Secretary is the Compliance Officer pursuant to regulation 6(1) of the SEBI (LODR) Regulations,2015 .

There was only one meeting of the committee was held on 31st March,2026:

Sl No	Date of Meeting	Total Number of Member	Attended By Number of Members
1	31/03/2026	3	3

• Risk Management Committee

- The Board of Directors has constituted a Risk Management Committee and defined its roles and responsibilities in accordance with the provisions of Regulation 21 of the Listing Regulations.

Sl No	Name	Designation
1	Mr. Dileep Kumar	Chairperson
2	Mr. Pramod Bhatnagar	Member
3	Mr. Amit Kumar Jain	Member

- Note: Mr. Pramod Bhatnagar resigned from the committee w.e.f 30th April,2026, post that Mr. Anish Shah was appointed as the member of the committee, but he has also resigned the company w.e.f 14th July,2026
- Mr. Gagan Oberoi has been appointed as member of Committee w.e.f. 14th July, 2026

Name and designation of Compliance Officer

- Mr. Sumeer Narain Mathur, Company Secretary is the Compliance Officer pursuant to regulation 6(1) of the SEBI (LODR) Regulations,2015 .

- **Key Areas of Risk Management**
- **Operational Risks**
  - Monitor risks relating to hotel operations, housekeeping, food & beverage, engineering, maintenance, and guest services.
  - Identify operational weaknesses that may lead to service disruptions or financial losses.
  - Review controls for critical hotel operations.
- **Guest and Employee Safety**
- Review fire safety, emergency evacuation, security, CCTV, access control, and disaster management systems.
- Monitor incidents involving guests, employees, contractors, and visitors.
- Ensure compliance with applicable health and safety standards.
- **Food Safety and Hygiene**
- Monitor food preparation, storage, kitchen hygiene, pest control, and water quality.
- Review food-related complaints and incidents.
- Ensure compliance with applicable food safety regulations.
- **Financial Risks**
- Monitor risks relating to cash collections, revenue leakage, fraud, theft, credit control, vendor payments, and procurement.
- Review internal financial controls and unusual transactions.
- Assess risks arising from high operating costs and cash-flow constraints.
- **Legal and Regulatory Compliance**
- Monitor compliance with applicable laws, licences, permits, labour regulations, taxation requirements, environmental regulations, fire and safety requirements, and hospitality-related regulations.
- Review significant notices, litigation, regulatory observations, and penalties.

- **Cybersecurity and Data Protection**
- Assess risks relating to guest information, payment data, hotel management systems, booking platforms, and employee data.
- Review cybersecurity controls, access management, backups, and incident-response mechanisms.
- **Business Continuity and Disaster Management**
- Identify risks arising from fire, natural disasters, power failures, water shortages, system failures, pandemics, and other emergencies.
- Ensure appropriate business continuity and disaster recovery plans are in place and periodically tested.
- **Reputation and Guest Experience**
- Monitor significant guest complaints, negative reviews, social-media incidents, and service failures.
- Identify risks that could adversely affect the hotel's brand and reputation.
- Recommend corrective measures to improve guest satisfaction.
- **Insurance Risk**
- Review adequacy of insurance coverage for property damage, public liability, employee-related risks, business interruption, cyber risks, and other material exposures.
- Ensure timely renewal of policies and appropriate claims management.
- **Vendor and Third-Party Risks**
- Evaluate risks associated with contractors, suppliers, travel agents, online booking platforms, security agencies, and other service providers.
- Review contractual safeguards, vendor performance, and compliance.

- **Role of the Committee**
- The Risk Management Committee should periodically:
- Review the hotel's **risk register and risk heat map**.
- Identify emerging and high-priority risks.
- Evaluate the likelihood and potential impact of identified risks.
- Review mitigation plans and assign responsibility for corrective actions.
- Monitor the implementation status of risk-mitigation measures.
- Review major incidents and recommend preventive measures.
- Ensure that significant risks are escalated to the **Board/Management**.
- Periodically review the effectiveness of the overall risk management framework.
- In essence, the Risk Management Committee should provide an independent and structured mechanism to ensure that the hotel or resort is adequately prepared to identify risks early, minimise their impact, and maintain safe, compliant, financially sustainable and uninterrupted operations.
- There was only one meeting of the committee was held on 31st March,2026 .

Sl No	Date of Meeting	Total Number of Member	Attended By Number of Members
1	31/03/2026	3	3

• Independent Directors

- During the year under report the Independent Directors met once on 20.03.2026
- Mr. Sumeer Narain Mathur, Company Secretary acts as the Secretary for the meeting of Independent Directors throughout the year .

Terms of Reference

- In compliance to regulation 25 (4) of the listing regulations the terms of reference of the Independent Directors are:-
- “In compliance with Regulation 25(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of reference and responsibilities of the Independent Directors include the following:”
- Safeguarding the interests of all stakeholders, particularly minority shareholders
- Balancing the conflicting interests of stakeholders in an appropriate manner.
- Acting within their authority and assisting in protecting the legitimate interests of the Company, its shareholders and employees.
- Maintaining objectivity and independence in the discharge of their duties.
- Bringing an independent judgment to bear on issues of strategy, performance, risk
- Satisfying themselves as to the integrity of financial information and ensuring that financial controls and risk management systems are robust and defensible. management, resources, key appointments and standards of conduct.
- Ensuring that adequate deliberation is given to matters where there is a potential conflict of interest.
- Refraining from unfairly obstructing the functioning of an otherwise proper Board or Committee.

- Devoting sufficient time and attention to their responsibilities and regularly updating their knowledge and skills.
- Participating constructively and actively in the meetings of the Board and its Committees.
- Keeping themselves well informed about the Company, its operating environment and the industry in which it operates.
- Not disclosing confidential information, including commercial secrets, technologies, unpublished price-sensitive information and other sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- Based on the evaluation criteria laid down by the Nomination & Remuneration Committee for the non-executive directors, the Managing Directors & the Board as a whole has been evaluated and a report thereon has been submitted to the Nomination & Remuneration Committee for their reference and further recommended for reappointments if any.

- **GENERAL BODY MEETINGS**

a) Location and time where the last three Annual General Meetings (“AGM") were held is as under:

Activity	Financial Year Ended on	Venue	Date	Time
AGM	31st March,2023	Country Inn Hotel & Resorts, Mehragaon , Bhimtal Uttarakhand-248179	30.09.2023	10:30 AM
EGM	N.A	Country Inn Hotel & Resorts, Mehragaon , Bhimtal Uttarakhand-248179	21.03.2024	10:00 AM
AGM	31st March,2024	Country Inn Hotel & Resorts, Mehragaon , Bhimtal Uttarakhand-248179	28.09.2024	10:30 AM
EGM	N.A	Country Inn Hotel & Resorts, Mehragaon , Bhimtal Uttarakhand-248179	26.02.2025	10:30 AM
AGM	31st March,2025	Country Inn Hotel & Resorts, Mehragaon , Bhimtal Uttarakhand-248179	26.09.2025	10:00 AM
EGM	N.A	Country Inn Hotel & Resorts, Mehragaon , Bhimtal Uttarakhand-248179	07.08.2026	10:00 AM

DETAILS OF ANNUAL GENERAL MEETINGS

Sl No	AGM No	Date	Matters Covered by Special Resolution
1	32nd AGM	30th September,2023	Special Resolution to Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum
			of Association of the Company
			Special Resolution for the Alteration of Articles of Association of the Company
			Special Resolution to approve the related party transactions
2	33rd AGM	28th September,2024	Special Resolution for the appointment of Mr Akhil Arora as the Director of the company
			Special Resolution for the appointment of Mr Akhil Arora as the Managing Director & CEO of the company
			Special Resolution to approve with or without modification the borrowing limits of the company over and above the share capital and free reserves of the company
			Special Resolution to approve with or without modification the loans and investments limits of the company over and above the share capital and free reserves of the company
			Special Resolution to approve the related party transactions
3	34th AGM	26th September,2025	Special Resolution to Appoint Secretarial Auditors for 5 years

(b) Whether any special resolutions passed in the previous three annual general meetings: Yes (As mentioned in the above table)

(c) Whether any special resolution passed last year through postal ballot – details of voting pattern: During the Financial Year 2025-26, the Company did not seek approval of the Members through Postal Ballot for any resolution.

(d) Person who conducted the postal ballot exercise: NA

(e) Whether any special resolution is proposed to be conducted through postal ballot: On the date of this report, there is no proposal to pass any special resolution through postal ballot.

(f) Procedure adopted for postal ballot: NA

DETAILS OF EXTRA ORDINARY GENERAL MEETINGS

During the financial year 2025-2026, no extra ordinary general meeting was held ,however the details of last three extra ordinary general meeting are as under:-

Sl No	EGM	Date	Matters Covered by Special Resolution
1	EGM	21st March,2024	Special Resolution for the authorisation for issuance and allotment of redeemable non-convertible debentures
			Special Resolution for Material Related Pary Transaction with M/s Espire Resorts Private Limited
2	EGM	27th February,2025	Issuance of Equity Shares to the persons/ entities belonging to the Promoter and Promoter's Group and public Category' on preferential basis
3	EGM	07th August,2026	Re-Appointment of Independent Director Mr. Dileep Kumar for a second tenure of 5 years commencing from 10th Aug,2026

- **MEANS OF COMMUNICATION**
- **Financial Results:** The quarterly, half-yearly and annual financial results of the Company are submitted to **BSE Limited** after approval by the Board of Directors of the Company.
- **Newspapers in which Results are Normally Published:** The quarterly, half-yearly and annual financial results of the Company are published in one English daily newspaper, such as **Financial Express/Business Standard**, and one Hindi newspaper, such as **Jansatta/Shah Times,** in accordance with the applicable regulatory requirements.
- **Annual Report:** The Company publishes its Annual Report for each financial year. The Annual Report contains, inter alia, the audited financial statements along with the Auditor's Report, Notice of the Annual General Meeting, Board's Report, Management Discussion and Analysis Report, Business Responsibility and Sustainability Report, Corporate Governance Report and other applicable disclosures.
- The Annual Report is circulated to the members of the Company in accordance with the applicable provisions and is also made available on the Company's website.
- **Website:** The Company's shareholding pattern, financial results, official news releases and presentations, if any, Code of Conduct, AGM/EGM Notices, Annual Reports, Corporate Governance Reports, details of familiarisation programmes for Independent Directors, Vigil Mechanism, terms and conditions for appointment of Independent Directors, Policy on Related Party Transactions, Investor Contact details and other information as required under the applicable provisions of the Companies Act, 2013 and the rules made thereunder, as well as the SEBI Listing Regulations, including Regulation 46(2)(n), are displayed on the Company's website under the heading **"Investor Relations."** The above information can be accessed through the Company's website at **https://www.espirehospitality.com/**.

GENERAL SHAREHOLDER INFORMATION

Number of AGM	**35th**
Date	25th Setember,2026
Time	10:30 AM
Place	Country Inn Nature Resorts Bhimtal Mehragaon , Uttarkhand-248179
Date of Book Closure	19th September to 25th September
Dividend Payable	No dividend is declared during the year
Stock Exchange	BSE
Stock Code	532016/ESPIRE
ISIN	INE176O01011
Bombay Stock Exchange, listing fees has been paid till FY 2026-27	No dividend is declared during the year

Share Transfer System

The entire equity share capital of the Company is held in dematerialised form.

Skyline Financial Services Private Limited Registrar & Share Transfer Agent ("RTA") of the Company looks after share transfer, transmission, transposition, dematerialization and re-materialization of shares, issue of duplicate share certificates, split and consolidation of shares etc. on regular basis in compliance of various provisions of the laws, as applicable.

Registrar & Transfer Agent

M/s. Skyline Financial Services Private Limited(Unit- Espire Hospitality Limited)

D-153A, Ist 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

- **Dematerialization of Shares & Liquidity**
- As on March 31, 2026, total 1,49,22,624 Equity Shares of face value of Rupee 10 each are listed at BSE

Depository /Physical	Shares	%
NSDL	1,19,40,651	80.01
CDSL	17,22,973	11.55
PHYSICAL	12,59,000	8.44
Total	1,49,22,624	100.00

- Depository fees have been paid to NSDL & CDSL for the financial year 2026-27

• Distribution of Shareholding as on March 31, 2026:

No. of Shares or Debentures	Number of Shareholders	% to Total Numbers	Share or Debenture Held	% to Holding
Up To 500	2479	91.92	265073.00	1.78
501 To 1000	120	4.45	108908.00	0.73
1001 To 2000	28	1.04	41550.00	0.28
2001 To 3000	8	0.30	19342.00	0.13
3001 To 4000	7	0.26	24267.00	0.16
4001 To 5000	3	0.11	14000.00	0.09
5001 To 10000	6	0.22	51732.00	0.35
10000 and Above	46	1.71	14397752.00	96.48
Total	**2697**	**100.00**	**14922624.00**	**100.00**

- **Outstanding GDR's /ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.**
- There were no GDR/ADR/Warrants/Convertible instruments were issued and pending for conversion.
- **Address for Investor's correspondence:**

Details	Particulars
Name of Compliance Officer	Sumeer Narain Mathur
Designtion	Company Secretary & Compliance Officer
Address	A-41, Mohan Cooperative Industrial Estate, New Delhi-110044
Phone Number	91-11-71546500
Email id	cs@espirehospitality.com
	investor@espirehospitality.com

Details of directors seeking appointment or reappointment: -
Ms. Leela Bisht, Non-Executive Non-Independent Director of the Company, being longest in the office, retires by rotation at the forthcoming AGM and being eligible, has offered herself for re-appointment

Brief resume of Ms. Leela Bisht is given below:
She completed her Graduation from Delhi and was excounsellor of MCD, ex-committee member in DDA Advisory Committee and was also Chairperson of Bal Vikas Kalyan. She is Mother in Law of Mr. Amit Rai.

- **Disclosures**
- **Materially Significant Related Party Transactions**
- There were no materially significant related party transactions entered into by the Company during the financial year 2025-26 that required approval of the Board of Directors, Audit Committee or shareholders at the Annual General Meeting
- **Significant and Material Orders Passed by Regulators or Courts**
- There were no significant or material orders passed by any regulatory authority or court during the financial year 2025-26 which could have an impact on the going concern status of the Company or its future operations.
- **Details of Non-Compliance, Penalties, etc.**
- There were no instances of non-compliance by the Company, nor were any penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or any statutory authority during the last three financial years in matters relating to the capital market.
- **Listing Fees**
- The Company has duly paid the applicable listing fees to **BSE Limited** for the financial year 2026-27
- **Whistle Blower Policy / Vigil Mechanism**
- The Company has formulated an **"EHL Whistle Blower Policy"** as part of its Vigil Mechanism. The mechanism is headed by the Chairman of the Audit Committee, **Mr. Dileep Kumar**, and provides an avenue to Directors, employees and other eligible persons to raise concerns regarding any suspected misconduct, unethical behaviour, fraud or violation of the Company's policies, without fear of retaliation.
- **Compliance with SEBI Listing Regulations**
- The Company is in compliance with the mandatory requirements of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**. With regard to the discretionary requirements specified under **Part E of Schedule II** of the said Regulations, the Company is in the process of adopting and implementing the applicable requirements in due course.

- **Sexual Harassment of Women at Workplace**
- In accordance with the provisions of the **Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**, the Company has constituted the requisite mechanism for prevention and redressal of complaints relating to sexual harassment at the workplace.

Number of complaints filed during the financial year	Nil
Number of complaints disposed off during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

By order of the board of Directors
For Espire Hospitality Limited

Sd/-

Sumeer Narain Mathur
Company Secretary & Compliance Officer
Membership No: FCS9042
Address: House No. B-803, Dronagiri Apartment, Sector -11, Vasundhara, Ghaziabad - 201012
Date: 31/08/2026

Place:New Delhi

Annexure-III

CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) and Schedule V Para 10 (i) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

To,

The Members

Espire Hospitality Limited

Shop No. 01 Country Inn, Nainital, Mehragaon

Bhimtal, Uttarakhand, India, 248179

We have examined the compliance made by Espire Hospitality Limited" ("hereinafter referred to as 'the Company") having CIN: L45202UR1991PLC000604 and having registered office at Shop No. 01 Country Inn, Nainital, Mehragaon Bhimtal, Uttarakhand, India, 248179, in respect of Corporate Governance for the year ended March 31st, 2026, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the financial year ended March 31, 2026.

The compliance made in respect of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above- mentioned Listing Regulations for the year ended March 31st, 2026.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For more details in respect of Corporate Governance you are requested to please refer the annual secretarial compliance report issued under regulation 24 A of SEBI LODR, 2015 and section 204 of the Companies Act, 2013 read with rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014

FOR M/S RSH & ASSOCIATES

COMPANY SECRETARIES

PEER REVIEWED CERTIFICATE NO. 5475/ 2024

Sd/-

LOVENEET HANDA

PARTNER

COP. NO. 10753

M. NO.: 9055

UDIN: F009055H001358018

Date:31.08.2026

PLACE: DELHI

Annexure-IV
CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

To,

The Members

Shop No. 01 Country Inn, Nainital, Mehragaon

Bhimtal, Uttarakhand, India, 248179

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of “Espire Hospitality Limited” (“hereinafter referred to as 'the Company”) having CIN: L45202UR1991PLC000604 and having registered office at Shop No. 01 Country Inn, Nainital, Mehragaon Bhimtal, Uttarakhand, India, 248179 produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers of the Company.

I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.No.	DIN/PAN	Name of the Director/KMP	Designation	Date of appointment
1.	08242564	Dileep Kumar	Non-Executive – Independent Director	11/08/2021
2.	09312308	Akhil Arora	Managing Director	01/01/2024
3.	00087963	Gagan Oberoi	Non-Executive – Non Independent Director	22/01/2021
4.	00088067	Amit Rai .	Non-Executive – Non Independent Director	22/01/2021
5.	00334133	Amit Kumar Jain	Non-Executive - Independent Director	30/07/2022
6.	07172417	Leela Bisht	Non-Executive - Non Independent Director	22/01/2021
7.	02269852	Pramod Bhatnagar*	Non-Executive - Independent Director	11-08-2021

* After the closure of the financial year 2025–26, Mr. Pramod Bhatnagar (DIN: 02269852) an Independent Director has resigned from the company with effect from April 30, 2026. The company has appointed Mr. Anish Shah as Independent Director with effect from 1st May, 2026, but he also resigned w.e.f 14th July, 2026 due to his relocation outside India.

Ensuring the eligibility for the appointment/continuity of every director on the record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR M/S RSH & ASSOCIATES
COMPANY SECRETARIES
PEER REVIEWED CERTIFICATE NO. 5475/ 2024

Sd/-
LOVENEET HANDA
PARTNER
COP. NO. 10753
M. NO.: 9055
UDIN: F009055H001357919

DATE: 31.08.2026
PLACE: DELHI

Annexure V
CEO/CFO certification pursuant to regulation 17(8) read with Part-B of Schedule-II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Board of Directors
Espire Hospitality Limited

Dear Members of the Board,

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of the Company, hereby certify that:

(A). We have reviewed the financial statements and the cash flow statement for the financial year ended **March 31, 2026**, and that to the best of our knowledge and belief:

- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(B). To the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2026 are fraudulent, illegal or violative of the Company's Code of Conduct.

(C) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of such internal controls over financial reporting of the Company. We have disclosed to the auditors and the Audit Committee, as applicable:

- deficiencies in the design or operation of internal controls over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data, including any significant deficiencies in the design or operation of internal controls; and
- any significant changes in internal control over financial reporting during the financial year.

(D) We have disclosed to the auditors and the Audit Committee:

- any significant changes in accounting policies during the financial year and that the same have been disclosed in the notes to the financial statements; and
- instances of significant fraud, if any, of which we have become aware, involving management or employees having a significant role in the Company's internal control systems over financial reporting.

For & on Behalf of the Board of Directors

Espire Hospitality Limited

Sd/-

Akhil Arora

Managing Director & CEO

DIN:09312308

Date: 31/08/2026

Place: New Delhi

ANNEXURE-VI

ANNUAL CERTIFICATE UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATION, 2015

As provided under Regulation 34(3) read with **Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, it is hereby stated that all the Members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the **Code of Conduct for the Board of Directors and Senior Management Personnel** of the Company for the financial year ended **March 31, 2026**.

For & On Behalf of the Board.

Espire Hospitality Limited

Sd/-	**Sd/-**
Gagan Oberoi	**Akhil Arora**
Chairperson	**Managing Director**
DIN:00087963	**DIN:09312308**

Place: New Delhi

Date: 31/08/2026

DISCLOSURE PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 4 & 5 OF THE COMPANIES APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL RULES 2014:

ANNEXURE- VII

Particulars of Employees

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

I. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2025-26 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2025-26:

(Rs L)

Sl No	Name of Director/KMP (Executive/Non-Executive/Independent Director)	Ratio of remuneration to median remuneration of Employees	% increase in remuneration in the financial year
	Executive Director & KMP		
1	Mr. Akhil Arora, Managing Director & CEO	266	75% (MD was appointed w.e.f 1.1.24)
	Key Managerial Personal		
1	Mr. Rajeev Chatterjee, Chief Financial Officer	133	NIL
2	Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer	43.33	20%

Notes:

1. The Non-Executive Directors were not paid any remuneration during their tenure.

2. The Independent Director of the Company are not entitled to sitting fee as per the terms of their appointment .

II. The percentage increase in the median remuneration of employees in the financial year;

The median remuneration of the eligible employees (Including Senior level & KMP) has increased by 10.00% in the financial Year 2025-26.

III. Company has 571 number of total employees (Including Casual)on the rolls of company as on March 31, 2026.

IV. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Percentage increase in salary of eligible employees in FY 2025-26 (excluding Senior level & KMP) 10% Percentage increase in 2024-25 for Senior level and KMP 20%

V. It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

ANNEXURE-VIII

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in lacs.)

i. Number of Subsidiaries 1 (INR in lakhs)

Block-1		
S. No.	**Particulars**	**Details**
1.	CIN/ any other Registration Number of Subsidiary	U55101DL2026PTC463320
1.	Name of the subsidiaries (Wholly Owned Subsidiary)	ESPIRE PROCUREMENT PRIVATE LIMITED
1.	Date since when subsidiary was acquired	10-02-2026
1.	Provisions pursuant to which the Company has become a subsidiary (Section 2(87) (i), Section 2 (87) (ii)	-
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
1.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
1.	Share capital	0.1
1.	Reserves & surplus	-
1.	Total Assets	-
1.	Total Liabilities	-
1.	Investments	-
1.	Turnover	-
1.	Profit before taxation	-
1.	Provision for taxation	-
1.	Profit after taxation	-
1.	Proposed Dividend	-
1.	% of shareholding (interest of Espire Hospitality Limited)	99.99 %

i. Names of subsidiaries which are yet to commence operations- during the year the company has formed its wholly owned subsidiary in the name of "ESPIRE PROCUREMENT PRIVATE LIMITED", (WOS) The purpose of incorporating a subsidiary is to enhance the avenues for your company by providing various OSE & FFS in the Hotels which he being taken by the Company on Management basis. But during the year WOS has not commenced business.

i. Names of subsidiaries which have been liquidated or have ceased to be a subsidiary during the year- None

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

i. No. of Associates Company and joint venture Company

i. Names of associates or joint ventures which have been liquated or have ceased to be associates Company or joint venture during the year- Hindustan Aqua Private Limited

i. Names of associates or joint ventures which have been liquidated or sold during the year- NA

For & On Behalf of the Board.
Espire Hospitality Limited

Sd/-	**Sd/-**
Gagan Oberoi	**Akhil Arora**
Chairperson	**Managing Director**
DIN:00087963	**DIN:09312308**

Place: New Delhi
Date: 31/08/2026

ANNEXURE-IX

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis.

No material contracts or arrangements or transactions were entered by the Company with any Related Party not at arm's length during the period under review.

Details of material contracts or arrangements or transactions at Arm's length basis: No material contracts or arrangements or transactions were entered by the Company with any Related Party, during the period under review

S.no.	Name of Related Party	Nature of Relationship	Nature of contract/arrangement/ Transaction	Duration of the contract/arrangement/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any
1.	Forest Fern Hospitality Private Limited	Enterprises having Significant influence of KMP's	availing or rendering of any services	As mutually decided between the company and the party	223.58
2.	Forest Fern Hospitality Private Limited	Enterprises having Significant influence of KMP's	availing or rendering of any services	As mutually decided between the company and the party	124.56

3.	Forest Fern Resorts Private Limited	Enterprises having Significant influence of KMP's	leasing of property of any kind	As mutually decided between the company and the party	297.72
4.	Espire Resorts Private Limited	Enterprises having Significant influence of KMP's	availing or rendering of any services	As mutually decided between the company and the party	51.61
5.	Espire Resorts Private Limited	Enterprises having Significant influence of KMP's	availing or rendering of any services	As mutually decided between the company and the party	586.57
6.	Espire Conglomerate Private Limited	Enterprises having Significant influence of KMP's	availing or rendering of any services	As mutually decided between the company and the party	1024.90
7.	Brentwoods International Limited	Enterprises having Significant influence of KMP's	availing or rendering of any services	As mutually decided between the company and the party	3.81

8.	Brentwoods International Limited	Enterprises having Significant influence of KMP's	availing or rendering of any services	As mutually decided between the company and the party	0.77
9.	Espire Infolabs Private Limited	Enterprises having Significant influence of KMP's	sale, purchase or supply of any goods or materials	As mutually decided between the company and the party	99.00

For & On Behalf of the Board.
Espire Hospitality Limited

Sd/-
Gagan Oberoi
Chairperson
DIN:00087963

Sd/-
Akhil Arora
Managing Director
DIN:09312308

Place: New Delhi
Date: 31/08/2026

Annexure- X

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have given declaration that they undertake that they shall seek prior approval of the Board if and when they have any such relationship / transactions, whether material or non-material. If they fail to do so they shall cease to be an Independent Director from the date of entering in to such relationship / transactions.

Further, they do hereby declare and confirm that the information furnished in the declaration under Section 149 of the Companies Act, 2013 is true and correct to the best of their knowledge and they shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

They further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

For & On Behalf of the Board.
Espire Hospitality Limited

Sd/-	**Sd/-**
Gagan Oberoi	**Akhil Arora**
Chairperson	**Managing Director**
DIN:00087963	**DIN:09312308**

Place: New Delhi
Date: 31/08/2026

Annexure-XI

ANNUAL SECRETARIAL COMPLIANCE REPORT OF ESPIRE HOSPITALITY LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

We, M/s **RSH & ASSOCIATES** have examined:

(a) all the documents and records made available to us and explanation provided by M/s **Espire Hospitality Limited** (“the listed entity”),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2026 (“Review Period”) in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Mentioned below

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable during the period under review

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Mentioned below

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the period under review

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable during the period under review

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the period under review

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable during the period under review

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Mentioned below

(i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable; Mentioned below

(j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued; Mentioned below

(k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009. Not Applicable during the period under review.

And circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review period:
The Listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars/ guide-lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remark
1.	Submission of declaration regarding unmodified audit opinion along with annual audited financial results	Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD56/2016 dated May 27, 2016	Declaration regarding unmodified audit opinion was not included in the filed Q4 FY 2024-25 results	-	-	Mandatory declaration relating to unmodified audit opinion was absent from the document filed with the Stock Exchange.	-	Procedural lapse observed in the filed disclosure.		Procedural lapse observed
2	Disclosure of proposed remuneration of Secretarial Auditor in the Explanatory Statement to AGM Notice	Regulation 36(5) of SEBI (LODR) Regulations, 2015	Proposed remuneration of the Secretarial Auditor was not disclosed in the Explanatory Statement to the AGM Notice	-	-	The Company did not mention the remuneration payable to the Secretarial Auditor in the Explanatory Statement forming part of the AGM Notice as required under Regulation 36(5).	-	Non-compliance with disclosure requirements under Regulation 36(5) observed	-	Procedural lapse observed

3.	Submission of Corporate Governance Report to the Stock Exchange	Regulation 27(2) of SEBI (LODR) Regulations, 2015	Multiple discrepancies and incorrect disclosures observed in Quarterly Corporate Governance Reports for FY 2025-26	-	-	The Corporate Governance Reports submitted for FY 2025-26 contained various discrepancies, including incorrect disclosure of directors' dates of appointment, committee memberships/chairmanships, attendance details, and ISIN information. Further, certain Board and Committee Meeting dates, including NRC Meetings held on May 29, 2025, and September 01, 2025, Audit Committee Meetings held on September 09, 2025 and December 10, 2025, and the Board Meeting held on September 09, 2025, were not disclosed. In addition, certain disclosures relating to ESOP, Dividend Distribution Policy, and other governance matters were inconsistent with the Company's records and Annual Report disclosures.	-	The Corporate Governance Reports submitted for FY 2025-26 contained various discrepancies, including incorrect disclosure of directors' dates of appointment, committee memberships/chairmanships, attendance details, and ISIN information. Further, certain Board and Committee Meeting dates, including NRC Meetings held on May 29, 2025, and September 01, 2025, Audit Committee Meetings held on September 09, 2025 and December 10, 2025, and the Board Meeting held on September 09, 2025, were not disclosed. In addition, certain disclosures relating to ESOP, Dividend Distribution Policy, and other governance matters were inconsistent with the Company's records and Annual Report disclosures.	-	Clerical lapse observed

4.	Prior omnibus approval for Related Party Transactions by Audit Committee	Section 177 read with section 188 of Companies Act, 2013 with Rule 15 of Companies (Meetings of Board and its Powers) Rules,2014	Omnibus approval for Related Party Transactions for FY 2025-26 not evidenced from records produced	-	-	The Company had obtained the requisite omnibus approval under Section 177 and approval under Section 188 of the Companies Act, 2013 for Related Party Transactions; however, the approval dates disclosed to the Stock Exchange were not in line with the underlying records.	-	The Company had obtained the requisite omnibus approval under Section 177 and approval under Section 188 of the Companies Act, 2013 for Related Party Transactions; however, the approval dates disclosed to the Stock Exchange were not in line with the underlying records.	-	Record verification deficiency observed.
5.	closure of trading window	Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company hadduly intimated the closure of trading window in connection with approval of financial results; however, the PAN of designated persons was not frozen/restricted during the trading window closure period in terms of the applicable provisions/circulars issued under the SEBI (Prohibition of Insider Trading) Regulations, 2015	-	-	The Company had duly intimated the closure of trading window in connection with approval of financial results; however, the PAN of designated persons was not frozen/restricted during the trading window closure period in terms of the applicable provisions/circulars issued under the SEBI (Prohibition of Insider Trading) Regulations, 2015	-	The Company had duly intimated the closure of trading window in connection with approval of financial results; however, the PAN of designated persons was not frozen/restricted during the trading window closure period in terms of the applicable provisions/circulars issued under the SEBI (Prohibition of Insider Trading) Regulations, 2015	Necessary steps shall be taken to ensure compliance with the applicable provisions/circulars issued under the SEBI (Prohibition of Insider Trading) Regulations, 2015 going forward."	Procedural lapse observed.

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
1	Regulation 30along with schedule III of SEBI (LODR) Regulations 2015	30	The Company duly intimated the appointment of Mr. Akhil Arora as CEO & Managing Director to the Stock Exchange under Regulation 30 of SEBI (LODR) Regulations, 2015; however, the requisite disclosure annexure prescribed under SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 was not attached with the intimation.	-	Advisory	Non-compliance with disclosure requirements under Regulation 30 read with Schedule III and SEBI Circular CIR/CFD/CMD/4/2015 for non-attachment of prescribed annexure.	-	The Company has complied with Regulation 30 by making the necessary disclosure; however, the prescribed annexure as per SEBI circular was inadvertently not attached at the time of filing.	he omission was inadvertent. The Company has taken note of the requirement and will ensure strict compliance with attachment of prescribed annexure in future filings.	-
2	Regulation 30along with schedule III of SEBI (LODR) Regulations 2015	30	The Company disclosed the appointment of Secretarial Auditor for FY 2023-24 in the Board Meeting outcome dated May 30, 2024; however, the prescribed disclosure annexure as per SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 was not attached..	-	Advisory	Non-compliance with disclosure format requirements under SEBI circular for non-attachment of prescribed annexure along with Regulation 30 disclosure.	-	The Company has made the requisite disclosure under Regulation 30; however, the annexure prescribed under SEBI circular was inadvertently not attached at the time of filing.	The omission was inadvertent. The Company will ensure strict compliance with attachment of prescribed annexure in all future filings..	

3	Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015	**Regulation 30**	The Company appointed the Internal Auditor for FY 2024-25 in the Board Meeting held on May 30, 2024; however, the requisite disclosure under Regulation 30 regarding such appointment was not filed with the Stock Exchange.	-	Advisory	Non-filing of disclosure under Regulation 30 for appointment of Internal Auditor.	-	The Company has appointed the Internal Auditor as per applicable provisions; however, disclosure under Regulation 30 was inadvertently not filed with the Stock Exchange.	The omission was inadvertent. The Company will ensure timely filing of all mandatory disclosures under Regulation 30 going forward.	-
None										

•I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	**Yes**	

2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	**Yes**	
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	
4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (a) Disclosure requirement of material as well as other subsidiaries	Yes	
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	

7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (a) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	No	The Company had obtained the requisite omnibus approval under Section 177 and approval under Section 188 of the Companies Act, 2013 for Related Party Transactions; however, the approval dates disclosed to the Stock Exchange were not in line with the underlying records.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has complied with the provisions of Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 relating to maintenance of Structured Digital Database for the Financial Year 2025-26.
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	NA

12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries.** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	NA
13.	**SEBI SAST Regulations, if any:** As per regulation 31 of the SEBI SAST Regulations, the promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.	Yes	Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 relating to transmission of 1,00,00,000 equity shares of the Company was found filed with the Stock Exchange. However, yearly disclosure under Regulation 31(4) regarding encumbrance by promoter/PAC was not made available for verification.
14.	**Additional non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Mentioned above in the report

Assumptions & Limitation of scope and Review:

•Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

•Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

•We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 31, 2026.

5. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

FOR M/s RSH & ASSOCIATES
COMPANY SECRETARIES
PEER REVIEWED CERTIFICATE NO. 5475/2024
UNIQUE CODE: P2016DE057700

Sd/-
(LOVENEET HANDA)
COMPANY SECRETARY
PARTNER

DATE: 30.05.2026
C.P. NO.: 10753
PLACE: DELHI

M. NO.: 9055
UDIN: F009055H000558065

ANNEXURE-XII SECRETARIAL AUDIT REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2026

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

TO,

THE MEMBERS,

ESPIRE HOSPITALITY LIMITED

(CIN NO: L45202UR1991PLC000604)

A 41, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE,

MATHURA ROAD, SOUTH DELHI,

NEW DELHI-110044

- I, Loveneet Handa, Partner of M/s RSH and Associates, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **ESPIRE HOSPITALITY LIMITED (hereinafter referred to as "the Company")** for the Financial Year ended on March 31st, 2026. This audit was conducted in a manner that provide us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
- Based on our verification of the Company's books, papers, minute books, forms filed by the Company and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period for the financial year ended on 31st March 2026 **("herein referred as "review period")**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

- We have examined the books, papers, minute books, forms and returns filed by the company from time to time, other records maintained by the Company for the financial year ended on March 31st, 2026, according to the provisions of,
- The Companies Act, 2013 (“the Act”) and the rules made there under.
- The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under; -
- The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.
- Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings; **not applicable during the audit period;**
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) viz.:

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **not applicable during the audit period**

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **not applicable during the audit period;**

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **not applicable during the audit period;**

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008; **not applicable during the audit period;**

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; not applicable during the audit period;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and not applicable during the audit period; **not applicable during the audit period;**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. not applicable during the audit period; **not applicable during the audit period**

- We have also examined compliance with the following applicable clauses.

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. Reserve Bank of India Act, 1934 including RBI Directions and Guidelines as applicable to the NBFCs MFI. **not applicable during the audit period.**

- During the period under review, the Company has, by and large, complied with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI Regulations, applicable Secretarial Standards and other statutory requirements. The Company has established systems and processes which, in our opinion, are adequate to ensure compliance with applicable laws in a timely and effective manner.

- We further report that during the audit period, subject to the general compliance system prevailing in the Company, the following qualifications/observations were noted Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that:

- **Annual Return / Statutory Filings:** During the audit, it was observed that certain statutory forms were filed with the Registrar of Companies beyond the prescribed timelines and with payment of additional filing fees.

- **Board Meeting Minutes:** Certain discrepancies were observed in the Board Meeting minutes, including non-recording of leave of absence of Ms. Leela Bisht in the meeting dated 05.08.2025 and Mr. Amit Rai in the meeting dated 14.11.2025.

- **Board Meeting Disclosure:** The Board Meeting held on 09.09.2025 was not reflected in the Corporate Governance Report submitted to the Stock Exchange. Further, in respect of the Board Meeting dated 14.11.2025, the date was incorrectly disclosed as 14.08.2025 and the conclusion time mentioned in the minutes and Stock Exchange disclosure did not match.

- **Limited Review Report:** The agenda relating to consideration of the Limited Review Report was not found in the Board Meeting minutes dated 14.11.2025 and 13.02.2026. The Company should ensure that all relevant matters placed before the Board are appropriately recorded in the minutes.

- **Audit Committee Proceedings:** The minutes of the Audit Committee Meeting dated 01.09.2025 were not found to have been appropriately taken note of in the relevant Board Meeting minutes.

- **Performance Evaluation:** The agenda relating to performance evaluation of the Board, its Committees and Individual Directors pursuant to the Companies Act, 2013 and Regulation 17(10) of SEBI (LODR) Regulations, 2015 was not found in the NRC Meeting held on 31.03.2026.

- **Related Party Transactions:** The Company had obtained the requisite omnibus approval under Section 177 and approval under Section 188 of the Companies Act, 2013 for Related Party Transactions; however, the approval dates disclosed to the Stock Exchange were not in line with the underlying records.

- **Corporate Governance Report:** Various discrepancies were observed in the Corporate Governance Reports submitted during FY 2025-26, including incorrect disclosures relating to dates of appointment of Directors, committee composition, attendance, ISIN details and certain Board and Committee Meetings.

- **Trading Window:** Although the Company had intimated closure of the trading window in connection with approval of financial results, evidence of freezing/restriction of PANs of designated persons during the closure period was not made available for verification.

- **WE FURTHER REPORT** that the Company had issued and allotted 14,22,224 (Fourteen Lakh Twenty-Two Thousand Two Hundred Twenty-Four) equity shares on a preferential basis during the previous financial year. During the financial year under review, the Company obtained the requisite listing approval from BSE Limited on April 21, 2025 in respect of the said equity shares and completed the necessary corporate actions with the depositories to give effect to the listing of such shares.
- Apart from the above, there were no other significant corporate events or decisions such as mergers, acquisitions, restructuring, buybacks, delisting, changes in shareholding pattern of promoters or key managerial personnel, or any material regulatory actions during the audit period requiring specific reporting under this clause.

For M/S RSH & ASSOCIATES

Company Secretaries (Peer Reviewed Certificate No. 5475/2024)

Peer review no: P2016DE057700

Sd/-

(LOVENEET HANDA)

Company Secretary

Partner

C.P. No.: 10753, Membership No.: 9055

UDIN: L45202UR1991PLC000604

DATE: 31.08.2026

PLACE: DELHI

NOTE:

This report is to be read with our letter of event date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

TO,

THE MEMBERS,

ESPIRE HOSPITALITY LIMITED

(CIN NO: L45202UR1991PLC000604)

A 41, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE,

MATHURA ROAD, SOUTH DELHI,

NEW DELHI-110044

- Our report of even date is to be read along with this letter.
- Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

NOTE: It is stated that compliance of all the applicable provisions of the Companies Act 2013, is the responsibility of the management our examination of test check basis was limited to the procedures followed by the company for ensuring the compliance with the provision. We state that such compliance is neither an assurance as to the viability of the company nor the efficiency of effectiveness with which the management has conducted its affairs.

For M/S RSH & ASSOCIATES

Company Secretaries (Peer Reviewed Certificate No. 5475/2024)

Peer review no: P2016DE057700

Sd/-

(LOVENEET HANDA)

Company Secretary

Partner

COP. No.: 10753, Membership No.: 9055

UDIN: L45202UR1991PLC000604

DATE: 31.08.2026

PLACE: DELHI

HEAD OFFICE:
A-6, Maharani Bagh
New Delhi – 110 065
PH. : 011- 41626470-71
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E-mail : info@bansalco.com

BANSAL & CO LLP
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Espire Hospitality Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of Espire Hospitality Limited ('the Company'), which comprises the Balance Sheet as on 31st March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of material accounting policies and other explanatory information (hereinafter collectively referred to as "the aforesaid financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the **'Basis for Qualified Opinion'** section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under the section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, the profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

During the year, the Company migrated its accounting records to a new Enterprise Resource Planning (ERP) system at key locations. As at 31 March 2026, the customer-wise sub-ledgers of Trade Receivables (aggregating ₹81.55 lakhs), vendor-wise sub-ledgers of Trade Payables (aggregating ₹645.00 lakhs), party-wise balances of Advances to Vendors (₹471.35 lakhs) and the GST balances (Input Tax Credit / Output Tax Liability) have not been fully reconciled with the corresponding balances appearing in the General Ledger and with the books of the respective counterparties and records available on the GST portal, wherever applicable. Further, the Company is in the process of obtaining balance confirmations from the parties concerned and performing necessary reconciliations. In the absence of such reconciliations, external confirmations and other sufficient appropriate audit evidence, we were unable to satisfy ourselves regarding the existence, completeness, accuracy, recoverability and valuation of the aforesaid balances as at 31 March 2026. Consequently, we are unable to determine whether any adjustments may be necessary in respect of these balances and the consequential impact, if any, on the Standalone Financial Statements for the year ended 31 March 2026.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Basis for Qualified Opinion section of our report, we have determined that there are no other key audit matters to communicate in our report.

Emphasis of matters

As explained in Note 9 of the financial statements, during the financial year 2024-25, the Company had paid an advance of ₹3,200 lakhs to Espire Realty Limited, a related party, towards construction and development of an identified property intended for use in the Company's hotel and hospitality operations. The said amount was classified as "Advance to Vendor" in the financial statements for the year ended 31 March 2025.

During the current year, Espire Realty Limited represented that, due to certain circumstances, certain phases of the construction and development have to be rescheduled to a later date. Accordingly, by mutual agreement between the parties and pursuant to the approval of the Board of Directors, the outstanding advance has been converted into an interest-bearing loan carrying interest at the rate of 12% per annum with effect from 1 April 2025.

Consequently, the amount has been reclassified and presented under the head "Loans to Related Party" in the current year's Balance Sheet, amounting to ₹2,486.59 lakhs. Interest accrued thereon amounting to ₹309.63 lakhs has been recognised and presented under the head "Other Current Assets" in the current year's Balance Sheet.

The Company has assessed the recoverability of the loan as at 31 March 2026 in accordance with the Expected Credit Loss (ECL) requirements under Ind AS 109 and is of the view that no impairment provision is required at this stage. The transaction constitutes a related party transaction within the meaning of Ind AS 24 and Section 188 of the Companies Act, 2013, and has been duly approved by the Audit Committee and the Board of Directors of the Company.

Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

• Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

• Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

• Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of in our report, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of changes in equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the standalone financial statements. Refer to the Basis for Qualified Opinion paragraph in Annexure A.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) In our opinion, there are no observations or comments on the financial transactions or matters which have any adverse effect on the functioning of the Company.

(i) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion section of our report above.

(j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate

Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. No dividend has been declared or paid during the year by the company.

vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor’s Report) Order, 2020 (the “Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **BANSAL & CO LLP**
Chartered Accountants
(Firm’s Registration No. : 01113N /N500079)

Siddharth Bansal
Partner
(Membership No. 518004)
UDIN: 26518004JTWOGN9047
Place of Signature: New Delhi
Date: June 11, 2026

Annexure ''A'' to Independent Auditors' Report of even date on Financial Statement of Espire Hospitality Limited

Referred to in paragraph 1 (f) under "Report on Other Legal and Regulatory Requirements" section of our report to the members of Espire Hospitality Limited of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Espire Hospitality Limited** ("the Company") as of March 31, 2026, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by The Institute of Chartered Accountants of India and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial control. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to financial statements

Meaning of Internal Financial Controls with reference to these Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

In our opinion, except for the possible effects of the material weakness described in the Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weakness identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended 31 March 2026, and the effect of the material weakness on those financial statements is as described in the Basis for Qualified Opinion section of our report of even date thereon.

Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the Company's internal financial controls over financial reporting as of 31st March 2026.

During the year the Company migrated its accounting records to a new Enterprise Resource Planning system at key locations. The Company did not have adequate controls over the completeness and accuracy of the balances migrated to the new system, nor an effective control operating over the periodic reconciliation of the customer-wise and vendor-wise sub-ledgers with the corresponding control accounts in the General Ledger, over the reconciliation of Goods and Services Tax balances with the records available on the GST portal, and over the obtaining and evaluation of balance confirmations from counterparties. As a consequence, as at 31 March 2026 the customer-wise sub-ledgers of Trade Receivables aggregating Rs. 81.55 lakhs, the vendor-wise sub-ledgers of Trade Payables aggregating Rs. 645.00 lakhs, the party-wise balances of Advances to Vendors aggregating Rs. 471.35 lakhs and the balances of Input Tax Credit and Output Tax Liability remained unreconciled, and the process of obtaining balance confirmations and completing the reconciliations was still in progress at the date of this report.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

For **BANSAL & CO LLP**

Chartered Accountants
(Firm’s Registration No. 01113N /N500079)

Siddharth Bansal
Partner
(Membership No. 518004)
UDIN: 26518004JTWOGN9047
Place of Signature: New Delhi
Date: June 11, 2026

Annexure ''B'' to Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Espire Hospitality Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) Property, Plant and Equipment have not been physically verified by the management during the year, hence, we are unable to comment on the discrepancies, if any.

(c) According to the information and explanations given to us and on the basis on our examination of the records of the Company, the company does not have immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), and accordingly, the requirement to report on clause 3(i)(a)(c) of the Order is not applicable to the Company

(d) The Company has not revalued any of its Property, Plant and Equipment (including right of-use assets) and intangible assets during the year.

(e) According to the information and explanations given to us and on the basis on our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder;

ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate.

(b) According to the information and explanations given to us and on the basis on our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate from banks and financial institutions, however there was no requirement for submission of monthly / quarterly statement of current assets for the financial year ending March 31, 2026 and accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

iii. **(a)** During the year, the Company has granted a loan to **Espire Realty Limited, a related party**, amounting to ₹2,486.59 lakhs, which was outstanding as at the balance sheet date. The said loan was granted pursuant to the conversion of an advance of ₹3,200 lakhs, originally paid during the financial year 2024-25 towards construction and development of an identified property intended for use in the Company's hotel and hospitality operations. The advance was converted into an interest-bearing loan carrying interest at the rate of 12% per annum with effect from 1 April 2025, pursuant to mutual agreement between the parties and approval of the Board of Directors.

(b) In our opinion and based on the information and explanations provided to us, the terms and conditions of the grant of such loan are not prejudicial to the Company's interest.

(c) The schedule of repayment of principal and payment of interest has been stipulated, and the borrower has been regular in repayment of principal and payment of interest as per the agreed terms.

(d) In respect of the aforesaid loan, there is no amount which is overdue for a period exceeding ninety days as at the balance sheet date.

(e) No loan granted by the Company has been renewed or extended or fresh loans granted to settle the overdue amounts of existing loans.

(f) The Company has not granted any loan or advance in the nature of loan which is repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013, as applicable, in respect of loans, investments, guarantees and securities made or provided by it.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

vii. (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, Goods and Services Tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been delays. According to the information and explanations given to us and based on audit procedures performed by us, undisputed dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Statement of Arrears of Statutory Dues Outstanding for More than Six Months:

Name of the Statute	**Nature of the Dues**	**Amount (Rs. In lakhs)**	**Period to which the amount relates**	**Due Date**	**Date of Payment**
Income Tax Act	TDS	296.79	Outstanding of FY 24-25 and April 2025 to September 2025	Various	Yet to be paid
Employee Provident Fund and Miscellaneous provision Act, 1952	PF	61.11	Outstanding of FY 24-25 and April 2025 to September 2025	Various	5th June, 2026

(b) According to the information & explanation given to us and on the basis of our examination of the records of the company the dues of income-tax have not been deposited on account of dispute, are as follows:

Name of the statute	**Nature of the dues**	**Amount (Rs. In Lakhs)**	**Period to which the amount relates**	**Forum where the dispute is pending**
Income Tax Act 1961	Income Tax	46.77	FY 23-24	A.O
Income Tax Act 1961	Income Tax	398.61	FY 24-25	A.O

viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have not been used for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion the Company does not have an adequate internal audit system commensurate with the size and the nature of its business.

(b) We were unable to obtain the Company's internal audit reports; accordingly, our consideration of such reports was limited to the extent of information made available to us.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted any Non- Banking Financial activities or Housing Financial activities. Hence, reporting under clause 3(xvi) (b) of the Order is not applicable.

(c) The Company is not a core investment company. Therefore, provisions of the clause 3(xvi)(c) of the order is not applicable.

(d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in notes to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act.

(xxi) The Company does not have any subsidiary / associate or joint venture and accordingly requirement to report on Clause 3(xxi) of the Order is not applicable to the Company.

For **Bansal & Co LLP**
Chartered Accountants
(Firm's Registration No. 01113N /N500079)

Signature
Siddharth Bansal
Partner
(Membership No.518004)
UDIN: 26518004JTWOGN9047
Place of Signature: Delhi
Date: June 11, 2026

ESPIRE HOSPITALITY LIMITED
CIN: L45202UR1991PLC000604
Standalone Balance Sheet as at March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

	Particulars	Note No	As at March 31, 2026	As at March 31, 2025
I.	**ASSETS**			
(1)	**Non Current Assets**			
	(a) Property Plant and Equipment	2	8,437.54	8,867.45
	(b) Capital work in progress	3	4,372.12	1,743.61
	(c) Intangible assets	4	2.62	4.19
	(d) Deferred tax assets (Net)	5	19.78	-
	(e) Other non-current assets	6	389.74	234.38
	Total non current assets		**13,221.79**	**10,849.63**
(2)	**Current Assets**			
	(a) Inventories	7	29.50	31.90
	(b) Financial Assets			
	i) Trade receivables	8	248.54	116.74
	ii) Loans	9	2,486.59	-
	iii) Cash and cash equivalents	10	106.91	60.33
	iv) Bank Balances other than (iii) above	11	241.88	190.80
	v) Other Financial Asset	12	3,649.81	1,948.71
	(c) Other current assets	13	3,569.71	4,922.14
	Total Current assets		**10,332.93**	**7,270.60**
	Total Assets		**23,554.72**	**18,120.23**
	EQUITY AND LIABILITIES			
	EQUITY			
	(a)Equity Share Capital	14	1,492.26	1,492.26
	(b)Other Equity	15	3,618.62	2,858.32
	Total Equity		**5,110.88**	**4,350.58**
	LIABILITIES			
(1)	**Non Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	16	9,245.98	6,560.10
	(ii) Lease Liabilities	17	3,128.26	3,519.78
	(iii) Other financial liabilities	20	298.70	197.56
	(b) Provisions	18	209.38	150.66
	(c) Deferred Tax Liability (Net)	5	-	38.79
	Total non-Current liabilities		**12,882.32**	**10,466.90**
(2)	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	16	939.03	321.43
	(i) Lease liabilities	17	776.80	219.24
	(iii) Trade Payables	19		
	(A) total outstanding dues of micro enterprises and small enterprises; and		7.76	27.66
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		637.24	879.31
	(b) Other current liabilities	21	2,581.90	1,651.12
	(c) Provisions	23	34.96	7.29
	(d) Current Tax Liabilities	22	583.85	196.70
	Total current liabilities		**5,561.53**	**3,302.74**
	Total Equity and Liabilities		**23,554.72**	**18,120.23**

The accompanying notes form an intergral part of financial statements

As per our report of even date attached

For Bansal & Co LLP
CHARTERED ACCOUNTANTS
(Firm Regn No:001113N/N500079)

Siddharth Bansal
Partner
M No:518004
Place:New Delhi
Date: June 11, 2026

For and on behalf of the Board of Directors

(Gagan Oberoi)
Director
DIN: 00087963

(Akhil Arora)
Managing Director & CEO
DIN:09312308

(Rajeev Chatterjee)
Chief Financial Officer

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

ESPIRE HOSPITALITY LIMITED
CIN: L45202UR1991PLC000604
Standalone Statement of Profit and Loss for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

	Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
I.	Revenue from operations	24	13,424.61	11,954.76
II	Other Income	25	681.37	61.43
III	**Total Income(I + II)**		**14,105.99**	**12,016.19**
IV	**EXPENSES**			
	Cost of Materials Purchased	26	957.06	984.59
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	27	2.40	(28.27)
	Employee benefits expense	28	3,551.52	2,985.47
	Finance Costs	29	962.47	684.51
	Depreciation and amortization expense	2 & 4	1,070.33	542.37
	Other expenses	30	6,405.22	5,766.22
	Total expenses (IV)		**12,949.00**	**10,934.89**
V	Profit/(loss) before Exceptional items and tax(I- IV)		1,156.99	1,081.30
VI	Exceptional Items		-	-
VII	Profit before tax (V- VI)		1,156.99	1,081.30
VIII	Tax expense:			
	(1) Current tax		**403.16**	187.37
	(2) Deferred tax		**(58.57)**	66.57
IX	**Profit (Loss) for the year (VII-VIII)**		**812.40**	**827.35**
X	Other Comprehensive Income			
	Items that will not be reclassified to Profit or Loss (Net)	30	**1.37**	**(8.22)**
XI	Total Comprehensive Income for the year (IX+X) (Comprising Profit (Loss) and other Comprehensive Income for year		**813.76**	**819.14**
XII	Earnings per equity share			
	(1) Basic (In Rs.)		5.44	6.05
	(2) Diluted (In Rs.)		5.44	6.05

The accompanying notes form an intergral part of financial statements

As per our report of even date attached

For Bansal & Co LLP
CHARTERED ACCOUNTANTS
(Firm Regn No:001113N/N500079)

Siddharth Bansal
Partner
M No:518004

Place:New Delhi
Date: June 11, 2026

For and on behalf of the Board of Directors

(Gagan Oberoi)
Director
DIN: 00087963

(Akhil Arora)
Managing Director & CEO
DIN:09312308

(Rajeev Chatterjee)
Chief Financial Officer

(Sumeer Narain Mathur)
Company Secretary & Compliance Officer

Membership No:FCS9042

ESPIRE HOSPITALITY LIMITED
CIN: L45202UR1991PLC000604
Standalone Statement of Cash Flows for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES BEFORE INTEREST		
Profit before taxation	1,156.99	1,081.30
Adjustment for :		
Depreciation and amortisation expenses	1,070.33	542.37
Interest income	(325.49)	(8.04)
Finance Cost	962.47	513.23
Assets write off	84.93	-
Liabilities Write Back	(286.16)	-
Operating cash flow before working Capital changes	**2,663.07**	**2,128.86**
(Increase)/Decrease in Trade Receivables	69.42	(43.11)
(Increase)/Decrease in Other Current assets	(1,134.16)	(4,079.68)
(Increase) in Other financial assets	(1,701.10)	(1,537.62)
Decrease/(Increase) in Other Non Current Assets	(155.35)	(88.97)
Increase in Provisions	86.38	49.40
Increase/(Decrease) in trade payables	(261.97)	482.49
Increase/(Decrease) in financial liabilities	(313.15)	118.41
Increase in Other Liabilities	1,033.29	1,139.47
Decrease/(Increase) in Inventories	2.40	(28.27)
Cash generated from operation	**288.83**	**(1,859.02)**
Income taxes paid, net	(16.01)	(30.38)
NET CASH FROM OPERATING ACTIVITIES(A)	**272.83**	**(1,889.40)**
B. CASH FROM INVESTING ACTIVITIES		
Purchase of Property Plant & Equipment (including CWIP AND Intangible Assets)	(2,712.29)	(2,440.16)
Interest received	15.86	8.04
Interest on loan of related parties	309.63	-
Investment in bank deposit	(51.08)	(122.16)
NET CASH FROM INVESTING ACTIVITIES(B)	**(2,437.88)**	**(2,554.28)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings (Net of repayments)	3,303.48	2,243.55
Lease payment	(529.19)	(457.40)
Finance Cost	(562.64)	(513.23)
Proceed from issue of Equity Share capital	-	3,200.00
Share issue expenses		
NET CASH USED IN FINANCING ACTIVITIES (C)	**2,211.65**	**4,472.93**
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	**46.60**	**29.25**
Cash & Cash Equivalents as at the beginning of the year	60.33	**31.08**
Cash & Cash Equivalents as at the end of the year	**106.91**	**60.33**
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents as per above comprise of the following		
Cash on hand	15.59	**16.65**
Balances with banks	91.32	**43.68**
Balance in Card		-
Cash and cash equivalents	**106.91**	**60.33**
Balance as per statement of cash flows	**106.91**	**60.33**

The accompanying notes form an intergral part of financial statements

As per our report of even date attached

For Bansal & Co LLP
CHARTERED ACCOUNTANTS
(Firm Regn No:001113N/N500079)

Siddharth Bansal
Partner
M No:518004
Place:New Delhi
Date: June 11, 2026

For and on behalf of the Board of Directors

(Gagan Oberoi)
Director
DIN: 00087963

(Akhil Arora)
Managing Director & CEO
DIN:09312308

(Rajeev Chatterjee)
Chief Financial Officer

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

ESPIRE HOSPITALITY LIMITED

CIN: L45202UR1991PLC000604

Standalone Statement of Changes in Equity for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

A. Equity Share Capital

Particulars	Amount
Balance as at 31 March 2024	**1,350.04**
Changes in share capital during the year FY 24-25	142.22
Balance as at 31 March 2025	**1,492.26**
Changes in share capital during the year FY 25-26	-
Balance as at 31 March 2026	**1,492.26**

B. Other Equity

Particulas	Reserve & Surplus Retained Earnings	Security Premium	Total
Balance as at March 31, 2024	**(1,018.60)**	**-**	**(1,018.60)**
Share Premium received on issue of equity shares	**-**	**3,057.78**	**3,057.78**
Total comprehensive income for the year 2024-25	**819.14**	**-**	**819.14**
Balance as at March 31, 2025	**(199.46)**	**3,057.78**	**2,858.32**
Share Premium received on issue of equity shares		**-**	**-**
Total comprehensive income for the year 2025-26	**813.76**	**-**	**813.76**
Shere issue expenses (Net of taxes)	**-**	**(53.47)**	**(53.47)**
Balance as at March 31, 2026	**614.30**	**3,004.31**	**3,618.62**

The accompanying notes form an intergral part of financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Bansal & Co LLP
CHARTERED ACCOUNTANTS
(Firm Regn No:001113N/N500079)

(Gagan Oberoi)
Director
DIN: 00087963

(Akhil Arora)
Managing Director & CEO
DIN:09312308

Siddharth Bansal
Partner
M No:518004
Place:New Delhi
Date: June 11, 2026

(Rajeev Chatterjee)
Chief Financial Officer

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

Note No. 1

(A) CORPORATE INFORMATION

The Company was incorporated on October 23, 1991, under the provisions of the Companies Act,1956. The company Registered Office is located at Bhimtal, District Nainital (Uttarakhand) having CIN L45202UR1991PLC000604. The Shares of the company are listed on BSE. The Company has been primarily engaged in the business of hospitality including operating, managing, developing, renovating and promoting hotels/resorts and providing related services. The company has been operating in three modes Like, Lease Model, Management Contracts and Franchise Models, following is the list of hotels currently operating under the umbrella of the Company:-

1) Six Senses Fort Barwara
2) Zana Luxury Resorts (Jim Corbett)
3) Zana Luxury Resorts (Udaipur),
4) Zana luxury Resorts (Ranthambore)
5) Zana Luxury Resorts (Rishikesh)
6) Country Inn Nature Resorts (Bhimtal),
7) Country Inn Tarika (Jim Corbett),
8) Country Inn Premier Amritsar
9) Country Inn Varanasi
10) Country Inn Smart Stays Rishikesh
11) Country Inn Rishikesh
12) Country Inn Premier Pacific Mussoorie
13) Country Inn Gurgaon
14) Country Inn Patna
15) Country Inn Dehradun
16) Country Inn Jalandhar
17) Country Inn Hall of Heritage (Amritsar)
18) Country Inn Anant (Ayodhya) – (Closed During the Financial Year 2025-26)

(B) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

1) Statement of Compliance

These Standalone financial statements (“financial statements”) have been prepared to comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

The financial statements were authorized for issue by the Board of Directors of the Company on 11th June,2026.

2) Basis of Measurement

These financial statements have been prepared in accordance with Indian Accounting Standards (IndAS) on accrual and going concern basis and the historical cost convention except for certain financial assets, financial liabilities and certain other items which have been measured at fair value as required under the relevant IndAS, the provisions of the Companies Act ,2013(Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI), IndAs as prescribed under Section 133 of the Act read with Rule 3 of the Companies(Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting Policies have been consistently applied except when a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

3) Critical accounting estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

- measurement of defined benefit obligations: key actuarial assumptions.
- judgement required to ascertain lease classification.
- measurement of useful life and residual values of property, plant and equipment.
- fair value measurement of financial instruments.
- judgement required to determine probability of recognition of deferred tax assets.
- impairment of trade receivables
- other estimate items determined

(C) MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(I) CURRENT - NON-CURRENT CLASSIFICATION

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

• it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
• it is held primarily for the purpose of being traded;
• it is expected to be realised within 12 months after the reporting period; or
• it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

• it is expected to be settled in the Company's normal operating cycle;
• it is held primarily for the purpose of being traded;
• it is due to be settled within 12 months after the reporting period; or
• the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(II) OPERATING CYCLE

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

(III) FOREIGN CURRENCY TRANSACTIONS AND TRANSLATIONS

Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be Indian Rupees (Rs.). The financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest lakhs, unless otherwise stated.

Transactions and Balances

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions or at an average rate if the average rate approximates the actual rate at the date of the transaction.
Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Statement of Profit and Loss.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the Statement of Profit and Loss on net basis. However, foreign exchange differences arising from foreign currency monetary loans to the extent regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs.

(IV) FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

The Company measures financial instruments, such as investments , at fair value at each reporting date. Also, fair value of financial instruments measured at amortised cost is disclosed in Notes.

(V) FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Recognition and initial measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement
Classification
For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

A financial asset being 'debt instrument' is measured at the amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:

- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- A financial asset being equity instrument is measured at FVTPL.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

Subsequent measurement

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the Statement of Profit and Loss.

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the Statement of Profit and Loss.

Derecognition
The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Impairment of financial assets (other than at fair value)
The Company makes allowance for doubtful trade receivable and contract assets using simplified approach, significant judgement is used to estimate doubtful accounts as prescribed in IND AS 109 . In estimating doubtful accounts historical and anticipated customer performance are considered. Changes in the economy, industry, or specific customer conditions may require adjustments to the allowance for doubtful accounts recorded in financial statements. This is done on the basis of company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Write-off
The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write -off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial liabilities

Recognition and initial measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement
Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

Derecognition
The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

(VI) EQUITY SHARE CAPITAL

Issuance of ordinary shares are recognised as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

(VII) CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprises of cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(VIII) PROPERTY, PLANT AND EQUIPMENT

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate component of property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment) is included in the Statement of Profit and Loss when property, pl ant and equipment is derecognised. The carrying amount of any component accounted as a separate component is derecognised, when replaced or when the property, plant and equipment to which the component relates gets derecognised.

Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

(IX) **DEPRECIATION ON PROPERTY, PLANT AND EQUIPMENT**

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values and is charged to Statement of Profit and Loss. Depreciation on property, plant and equipment, is provided on straight-line method at the rates and in the manner provided in Schedule II of the Companies Act, 2013.

Depreciation has been charged based on the following useful lives:

.Sr. No.	Particulars	Useful life as per Schedule II of Companies Act, 2013
1	Hotel Building	60 Years
2	Electric Installations	10 Years
3	Furniture & Fixture	8 Years
4	Kitchen & Office Equipment’s	5 Years
5	Plant & Machinery	15 Years
6	Computers	3 Years
7	Vehicle	10 Years
8	Right to Use Assets	Over the lease period

The useful lives have been determined based on internal evaluation done by management and are in line with the estimated useful lives, to the extent prescribed by the Schedule II of the Companies Act, 2013, in order to reflect the technological obsolescence and actual usage of the asset. The residual values are not more than 5% of the original cost of the asset.

Depreciation is calculated on a pro-rata basis for assets purchased/sold during the year.
The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

Capital work-in-progress

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

(X) **INVESTMENT PROPERTY**

Property that is held for Long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as Investment Property. Investment Property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset’s carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment Properties are depreciated using the straight line method over their estimated useful lives. The useful life has been determined based on technical evaluation performed by the management’s expert.

(XI) INTANGIBLE ASSETS

Recognition and measurement

Other intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any.

Gain or losses arising from derecognition of an other intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Particulars	Useful life in years
Brands/Trademarks	10

Subsequent costs

Subsequent costs is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure on other intangible assets is recognised in the Statement of Profit and Loss, as incurred.

Amortization

Amortization is calculated to write off the cost of other intangible assets over their estimated useful lives of 3 years using the straight-line method. amortization is calculated on a pro-rata basis for assets purchased/ disposed during the year. Amortization method, useful lives and residual values are reviewed at each reporting date and adjusted prospectively appropriate.

Intangible assets under development

Cost of intangible assets under development as at the reporting date are disclosed as intangible assets under development.

(XII) LEASES

(i) <u>As a lessee</u>

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-to-use asset or the end of the lease term. The estimated useful life of right-of-use asset is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method. It is re-measured when there is a change in future lease payments from a change in an index or rate. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the profit and loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company presents right-of- use asset that do not meet the definition of investment property as a separate line item and lease liabilities in "other financial liabilities" in the Balance Sheet. The Company has elected not to recognize right-of-use asset and lease liabilities for short term leases that have a lease term of 12 months or less, leases of low value assets and leases with no written agreement. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(ii) <u>As a lessor</u>

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all the risk and rewards incidental to the ownership of the underlying asset. If this is the case, then the lease is a finance lease, if not, then it is an operating lease. As part of the assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 "Revenue from contract with customers" to allocate the consideration in the contract. The Company recognizes lease payments received under operating lease as income on a straight-line basis over the lease term as part of "Other Income".

(XIII) INVENTORY

Inventories are stated at cost or net realizable value, whichever is lower. Net realizable value (NRV) is the estimated selling price in the ordinary course of the business, less the estimated costs of completion and the estimated costs necessary to make the sale. Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of all categories of inventory is determined using first in first out basis (FIFO).

(XIV) IMPAIRMENT - NON-FINANCIAL ASSETS

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recover able amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(XV) EMPLOYEE BENEFITS

Short-term employee benefits
Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post-employment benefit plans

Defined contribution plans
The Company pays provident fund contributions to the appropriate government authorities. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due.

Defined benefit plans

Defined benefit plans of the Company comprise gratuity.
The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in emplo yment or on termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service. The gratuity plan of the Company is unfunded.

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost and other costs are included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in "other equity" in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from settlement or curtailments are recognised immediately in Statement of Profit and Loss as past service cost.

Other long-term employee benefits

i. Compensated absences

Accumulated leave which is expected to be utilised within the next 12 months is treated as a short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.
Accordingly, benefits under compensated expenses are accounted as other long-term employee benefits. The Company's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognised in Statement of Profit and Loss in the period in which they arise.

ii. Others

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuaria valuation using the projected unit credit method. Remeasurements are recognised in Statement of Profit and Loss in the period in which they arise.

(XVI) PROVISIONS AND CONTINGENT LIABILITIES AND ASSET

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities and assets

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

(XVII) REVENUE RECOGNISATION

a) Revenue in case of Hotels & Resorts Business

Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer. In relation to laundry income, airport transfers income and other allied services, the revenue has been recognised by reference to the time of service rendered.

b) Revenue in case of Sale of Services in real estate segment

Revenue in case of property maintenance services shall be recognized on fulfillment of performance obligations as per the contracts.

c) Interest

Revenue is recognized on a time proportion basis using the effective interest rate method.

(XVIII) EXPENDITURE

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

(XIX) BORROWING COSTS

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(XX) TAXATION

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that is probable that future taxable profits will be available against which they can be used. Deferred tax assets unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised. Significant management judgement is required to determine the probability of deferred tax asset.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

(XXII) SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

(XXIII) EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Since there is no potential; dilutive equity shares hence there is no impact on basic EPS while calculating dilutive EPS.

(XXIV) CASH FLOW STATEMENT

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

(XXV) RECENT PRONOUNCEMENT

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Espire Hospitality Limited

Notes forming part of Standalone Financial Statements for the financial year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

NOTE 2 : PROPERTY, PLANT AND EQUIPMENT

Particulars	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As at April 1, 2025	Additions during the year	Deductions / Adjustments during the year	As at March 31, 2026	As at April 1, 2025	Current year	Depreciation on Life expired Assets	Deletions / Adjustments of Depriciation	As at March 31, 2026	As at March 31, 2026	As at April 1, 2025
(i)Tangible Assets											
- Electric Installations	25.01	0.27	0.17	25.11	12	4.63	-	0.08	16.89	8.23	12.85
- Furniture & Fixture	400.20	3.10	-	403.30	79	75.41	-	-	154.74	248.56	320.87
- Kitchen Equipments	91.09	14.74	0.97	104.86	22	17.89	-	0.16	39.60	65.26	69.54
- Office Equipments	78.07	9.84	0.78	87.12	13	15.69		0.30	29.03	58.09	65.03
- Computers	49.40	10.18	1.05	58.54	31	8.26		1.54	40.39	18.15	18.82
-Right to use asset	4,283.24	555.07	-	4,838.32	482	743.73	-	-	1,226.12	3,612.19	3,800.85
Leasehold Improvements	4,978.85	64.12	15.14	5,027.83	399	201.98	-	-	601.33	4,426.50	4,579.50
Total	**9,905.86**	**657.33**	**18.11**	**10,545.08**	**1,038.41**	**1,067.59**	**-**	**2.09**	**2,108.09**	**8,437.54**	**8,867.45**
Previous Year	**6,118.39**	**4,316.54**	**529.07**	**9,905.86**	**799.56**	**541.86**	**-**	**303.00**	**1,038.41**	**8,867.45**	**5,318.96**

ESPIRE HOSPITALITY LIMITED

Notes forming part of Standalone Financial Statements for the financial year ended March 31, 2026

(Rupees in lakhs, except for share data and if otherwise stated)

Note 3 : Capital work in progress

Cost	Leasehold Improvements	Computers	Plant & Equipments	Furniture & Fixtures	Total
Balance at March 31, 2024	**52.19**	-	-	-	**52.19**
Additions during the year	1,692.33	-	-	-	**1,692.33**
Transferred to Property, plant and equipment/Adjustment	0.91	-	-	-	**0.91**
Transferred to Profit and loss account	-	-	-	-	-
Balance at March 31, 2025	**1,743.61**	-	-	-	**1,743.61**
Additions during the year	2,692.70	-	-	-	2,692.70
Transferred to Property, plant and equipment/Adjustment	61.59	-	-	-	**61.59**
Transferred to Profit and loss account	2.60	-	-	-	**2.60**
Balance at March 31, 2026	**4,372.12**	-	-	-	**4,372.12**

1.1 (a) For the CWIP, ageing schedule shall be given as at March 31, 2026.

Capital Work in progress (CWIP)	Amount of CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
-Project in progress	2,628.52	1,738.41	5.20	-	**4,372.13**
-Project temporarily suspended	-	-	-	-	-
Total	**2,628.52**	**1,738.41**	**5.20**	-	**4,372.13**

3.1 (b) For the CWIP, ageing schedule shall be given as at March 31, 2025.

Capital Work in progress (CWIP)	Amount of CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
-Project in progress	1,738.41	5.20		-	**1,743.61**
-Project temporarily suspended	-	-	-	-	-
Total	**1,738.41**	**5.20**	-	-	**1,743.61**

ESPIRE HOSPITALITY LIMITED
Notes forming part of Financial Statements for the financial year ended March 31, 2025
(Rupees in lakhs, except for share data and if otherwise stated)

3.2(a) For the CWIP, whose completion is overdue or has exceeded its cost compared to its original plan as at March 31, 2026

Capital Work in progress (CWIP)	To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
-Project 1	-	-	-	-	-
-Project 2	-	-	-	-	-
Total	-	-	-	-	-

3.2(b) For the CWIP, whose completion is overdue or has exceeded its cost compared to its original plan as at March 31, 2026

Capital Work in progress (CWIP)	To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
-Project 1	-	-	-	-	-
-Project 2	-	-	-	-	-
Total	-	-	-	-	-

3.2(c) For the CWIP, projects whose activity has been suspended as at March 31, 2026

Capital Work in progress (CWIP)	To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
-Project 1	-	-	-	-	-
-Project 2	-	-	-	-	-
Total	-	-	-	-	-

3.2(d) For the CWIP, projects whose activity has been suspended as at March 31, 2025

Capital Work in progress (CWIP)	To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
-Project 1	-	-	-	-	-
-Project 2	-	-	-	-	-
Total	-	-	-	-	-

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ESPIRE HOSPITALITY LIMITED
Notes forming part of Financial Statements for the financial year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

Note 4. Intangible assets

A. Reconciliation of carrying amount

Particulars	Softwares	Total
Gross carrying Balance as at March 31, 2024	**4.61**	**4.61**
Additions during the year	1.23	**1.23**
Disposals during the year	-	-
Gross carrying Balance as at March 31, 2025	**5.85**	**5.85**
Additions during the year	-	-
Disposals during the year	**1.15**	**1.15**
Gross carrying Balance as at March 31, 2026	**4.70**	**4.70**
Accumulated depreciation at March 31, 2024	**1.14**	**1.14**
Amortisation for the year	**0.51**	**0.51**
Disposals during the year	-	-
Accumulated depreciation at March 31, 2025	**1.66**	**1.66**
Amortisation for the year	0.65	**0.65**
Disposals during the year	**0.23**	**0.23**
Accumulated depreciation at March 31, 2026	**2.08**	**2.08**
Net carrying value		
Net carrying value as at March 31, 2026	**2.62**	**2.62**
Net carrying value as at March 31, 2025	**4.19**	**4.19**

There have been no revaluation of Intangible assets during financial year 2025-26 and Previous Year 2024-25.

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ESPIRE HOSPITALITY LIMITED
Notes forming part of Financial Statements for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 5
DEFERRED TAX ASSETS (NET)

PARTICULARS	As at March 31, 2026	Deferred Tax Expense	As at March 31, 2025
Deferred Tax Asset/ (Liability)			
(ROU Assets / Lease liabilities & Provisions)	19.78	58.57	(38.79)
Net Deferred Tax Asset/(Liability)	**19.78**	**58.57**	**(38.79)**

5.1 For the year ended March 31, 2026

Particulars	Opening Balance	Recognised in profit and loss	Closing Balance
Deferred tax Liabilities			
Property , plant and equipment and intangibles assets	(62.98)	**(66.83)**	(129.82)
Leases	(956.60)	**47.48**	(909.12)
Deferred tax Assets			
Unabsorbed depreciation, Carry Forward, Bought Forward business losses and MAT credit			
Leases	941.04	**41.79**	982.82
Employee Benefit	39.75	**21.74**	61.49
Share Issue Expenses	-	**14.39**	14.39
Deferred tax assets / (liabilities), Net	**(38.79)**	**58.57**	**19.78**

5.1 For the year ended March 31, 2025

Particulars	Opening Balance	Recognised in profit and loss	Closing Balance
Deferred tax Liabilities			
Property , plant and equipment and intangibles assets	(4.57)	**(58.42)**	(62.98)
Leases	(177.93)	**(778.67)**	(956.60)
Deferred tax Assets			
Leases	185.03	**756.01**	941.04
Employee Benefit	25.25	**14.50**	39.75
Deferred tax assets / (liabilities), Net	**27.78**	**(66.57)**	**(38.79)**

NOTE - 6
OTHER NON CURRENT ASSETS

PARTICULARS	As at March 31, 2026	As at March 31, 2025
i) Capital advances	389.74	234.38
TOTAL	**389.74**	**234.38**

ESPIRE HOSPITALITY LIMITED
Notes forming part of Financial Statements for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 7
INVENTORIES

PARTICULARS	As at 31 March 2026	As at 31 March 2025
Grocery Items,Beverages and Consumables	29.50	31.90
TOTAL	**29.50**	**31.90**

NOTE-8
TRADE RECEIVABLES

PARTICULARS	As at 31 March 2026	As at 31 March 2025
Trade Receivables		
(a) Receivables considered good - Secured	-	-
(b) Receivables considered good - Unsecured	248.54	116.74
(c) Receivables which have significant increase in credit risk	-	-
(d) Receivables credit impaired	-	-
Trade Receivables considered good-Unsecured	-	-
TOTAL	**248.54**	**116.74**

Financial Year 2025-26

Note :8.1 Ageing Schedule of Trade Receivables

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	248.54	-	-	-	**248.54**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
Total	**248.54**	**-**	**-**	**-**	**248.54**

Financial Year 2024-25

Note :8.1 Ageing Schedule of Trade Receivables

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	87.10	10.02	-	-	97.12
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-		-
(iv) Disputed Trade Receivables–considered good	-	-	-	19.62	19.62
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
Total	87.10	10.02	-	19.62	116.74

NOTE - 9
Loans

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Unsecured Loan To Related Party	2,486.59	-
TOTAL	**2,486.59**	**-**

During the financial year 2024-25, the Company had paid an advance of ₹3,200 lakhs to Espire Realty Limited, a related party, towards construction and development of an identified property intended for use in the Company's hotel and hospitality operations. The said amount was classified as "Advance to Vendor" in the financial statements for the year ended 31 March 2025.
During the current year, Espire Realty Limited represented that, due to certain circumstances, it was unable to execute the said construction work within the originally contemplated timeline. Accordingly, by mutual agreement between the parties and pursuant to the approval of the Board of Directors, the outstanding advance has been converted into an interest-bearing loan carrying interest at the rate of 12% per annum with effect from 1 April 2025.
Consequently, the amount has been reclassified and presented under the head "Loans — Related Party" in the current year's Balance Sheet, amounting to ₹2,486.59 lakhs. Interest accrued thereon amounting to ₹309.63 lakhs has been recognised and presented under the head "Other Current Assets" in the current year's Balance Sheet.
The Company has assessed the recoverability of the loan as at 31 March 2026 in accordance with the Expected Credit Loss (ECL) requirements under Ind AS 109 and is of the view that no impairment provision is required at this stage. The transaction constitutes a related party transaction within the meaning of Ind AS 24 and Section 188 of the Companies Act, 2013, and has been duly approved by the Audit Committee and the Board of Directors of the Company.

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ESPIRE HOSPITALITY LIMITED

Notes forming part of Financial Statements for the year ended March 31, 2026

(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 10

Cash and cash Equivalents

PARTICULARS	As at March 31, 2026	As at March 31, 2025
a) Cash on Hand	15.59	16.65
b) Balance with Banks		
In Current Accounts	91.32	43.68
TOTAL	**106.91**	**60.33**

NOTE - 11

OTHER BANK BALANCES

PARTICULARS	As at March 31, 2026	As at March 31, 2025
In term deposit account (Including Accrued Interest)	241.88	190.80
TOTAL	**241.88**	**190.80**

Note 11.1

Term deposit amounting to Rs. 2.59Lakhs (PY Rs.2.50Lakhs) has been given as security against the bank gurantee submitted to Department of Trade and Taxes Delhi. The tenure of the Bank Guarantee has already been expired however the Bank Guarantee is yet to be released by the Department of Trade and Taxes, Delhi.

Term Deposit of Rs 0.54 Lakhs(PY NIL) has been given as security against the bank guarantee to Wave Beverages Private limited.

Term Deposit amounting to Rs.238.75 Lakhs (PY Rs.188.30 Lakhs) pledged with Bank against borrowings facilities.

NOTE - 12

OTHER FINANCIAL ASSETS

PARTICULARS	As at March 31, 2026	As at 31 March 2025
a) Security Deposits	3,649.81	1,948.71
TOTAL	**3,649.81**	**1,948.71**

NOTE - 13

OTHER CURRENT ASSETS

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Advance to staff	27.47	23.46
Prepaid Expenses	7.56	3.53
Advance to Vendors	471.35	2,742.79
Other receivables	2,753.69	2,152.35
Accrued Interest	309.63	-
TOTAL	**3,569.71**	**4,922.14**

ESPIRE HOSPITALITY LIMITED
Notes forming part of Financial Statements for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

NOTE NO. 14

EQUITY SHARE CAPITAL

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Authorised		
2,50,00,000 (Previous year 2,50,00,000) Equity share of Rs 10/- each *	2,500.00	2,500.00
Issued		
1,49,22,624 (Previous year 1,49,22,624) Equity shares of Rs 10/- each	1,492.26	1,492.26
Subscribed & fully paid up		
1,49,22,624 (Previous year 1,49,22,624) Equity shares of Rs 10/- each	1,492.26	1,492.26
TOTAL	**1,492.26**	**1,492.26**

14.1
Details of reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of shares	Rupees	No. of shares	Rupees
Number of shares outstanding at the beginning of the year	1,49,22,624	1,492.26	1,35,00,400	1,350.04
Add: Changes during the year	-	-	14,22,224	142.22
Number of shares outstanding at the end of the year	1,49,22,624	1,492.26	1,49,22,624	1,492.26

14.2
The details of Shareholders holding more than 5% equity shares in the company

Name of the Shareholder	As at March 31, 2026		As at March 31, 2025	
	No of Shares	%	No of Shares	%
Mrs Sadhana Rai*	-	-	1,00,00,000	67.01
Rajesh Kumar Gupta	10,37,902	6.96	10,37,902	6.96
Amit Rai	1,03,33,333	69.25	-	-

*Mrs. Sadhana Rai passed away on 23 November 2020. Subsequent to her demise, the shares held by her have been transferred on July 16, 2025 in the name of her son, Mr. Amit Rai, in accordance with the applicable legal requirements and supporting documentation.

14.3 The company has not reserved any equity shares for issue under options and contracts/commitments for sale of shares/disinvestment.

14.4 The company for the period of five years immediately preceding the Balance Sheet date has not:
(i) allotted any equity shares as fully paid up pursuant to contract(s) without payment being received in cash
(ii) alloted any fully paid up shares by way of bonus shares nor has bought back any class of equity shares

14.5 The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders, in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are entitled to receive only the residual assets of the company. The distribution of dividend, if any, is in the proportion to the number of equity shares held by the shareholders.

14.6

Details of Shares held by promoters

As at 31 March 2026

Promoter Name	No of Shares at the Beginning of the Year	Change during the year	No of Shares at the end of the Year	% of Total Shares	% Change during the year
Mrs Sadhana Rai*	1,00,00,000	(1,00,00,000)	-	-	(67.01)
Mr. Amit Rai	3,33,333	1,00,00,000	1,03,33,333	69.25	69.25
	1,03,33,333	**-**	**1,03,33,333**	**69.25**	**2.24%**

As at 31 March 2025

Promoter Name	No of Shares at the Beginning of the Year	Change during the year	No of Shares at the end of the Year	% of Total Shares	% Change during the year
Mrs Sadhana Rai*	1,00,00,000	-	1,00,00,000	67.01	(7.06)
Mr. Amit Rai	-	3,33,333.00	3,33,333	2.23	2.23
	1,00,00,000	**3,33,333.00**	**1,03,33,333**	**69.24**	**(4.83)**

7. The Company has no holding, subsdiary, associate or joint venture.

8. The Company has not issued bonus shares, bought back shares or issued shares for consideration other than cash during the period of five years immediately preceding the reporting date.
9. The Company has not declared dividend in the financial year 2025-26 and 2024-25.

ESPIRE HOSPITALITY LIMITED
Notes forming part of Financial Statements for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 15

OTHER EQUITY

Particulars	As at March 31, 2026	As at March 31, 2025
Other Reserves		
Retained Earnings	3,618.62	2,858.32
TOTAL	**3,618.62**	**2,858.32**

NOTE - 16
BORROWING

Particulars	As at March 31, 2026		As at March 31, 2025	
	Non-current	Current	Non-current	Current
Unsecured:				
Debentures				
10% Non Convertible Debenture	2,000.00	-	2,000.00	-
Secured:				
Term Loan from bank				
ICICI Bank	812.50	250.00	1,062.50	250.00
HDFC Bank	3,250.65	-	2,000.54	-
Dropline Facility from ICICI Bank	645.63	191.43	307.52	71.43
Overdraft account from ICICI Bank	-	497.60	-	-
Unsecured:				
From other Parties				
Loans from related parties	2,537.20	-	1,189.54	-
TOTAL	**9,245.98**	**939.03**	**6,560.10**	**321.43**

Note:16.1
Details of Borrowing

Particulars	As at March 31, 2026	As at March 31, 2025	Rate of Interest	Terms	Repayment Terms
Unsecured, unlisted, 10% Non Convertible Debentures (200 debentures (PY 200) of Face Value 10 lakhs each).	2,000.00	2,000.00	10%	10 years	Redeemable after 10 Years from date of issue. Rs. 1000 Lakhs in 2034 and Rs. 1000 lakhs in 2035.
Loan from Related Parties (Unsecured)	2,537.20	1,189.54	9%	84 Months	Repayble after 84 Months from drawdown.
Term Loan from ICICI Bank**	1,062.50	1,312.50	6.50% Repo Rate +Spread 3.35% (Floating Rate)	84 Months	Quarterly payment of Rs. 62.50 Lakhs over the period of 7 years payment of which will start after 12 months of receipt of Loan Amount.
Loan from HDFC Bank*	3,250.65	2,000.54	9.25% p.a linked to 3 month repo rate.	10 years	Principle repayable in 84 Equal Monthly Instalment starting after 3 years of moratorium period.
Dropline Facility from ICICI Bank **	307.52	378.95	9.85%	84 Months	Monthly Payment of Rs. 5.95 Lakhs.
Dropline Facility from ICICI Bank **	529.53	-	5.50% Repo Rate +Spread 3.50% (Floating Rate)	60 Months	Monthly Payment of Rs. 10 Lakhs.
Overdraft Facility from ICICI Bank **	497.60	-	5.50% Repo Rate +Spread 3.50% (Floating Rate)		Overdraft Facility

*ICICI Term loan and Dropline Facility are secured against exclusive charge on all movable assets and current assets of the Comapny alongwith resort properties,Kosi Land owned by group companies namely Forest Fern Resorts Private Limited & Brentwoods International Limited and run by EHL. Total Sanction amount Rs.2,719.1 Lak hs.

*HDFC Term loan and Dropline Facility are secured against exclusive charge on all movable assets and current assets of the Co mapny alongwith resort properties,Kosi Land owned by group companies namely Forest Fern Resorts Private Limited & Brentwoods International Limited and run by EHL. Total Sanction amount Rs.10,760 Lakhs.

Note: 16.2
The company has not been declared as a wilful defaulter by any bank or financial institution or other lenders.

ESPIRE HOSPITALITY LIMITED
Notes forming part of Financial Statements for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 17
LEASE LIABILITY

Particulars	As at March 31, 2026		As at March 31, 2025	
	Current	Non-current	Current	Non-current
Lease Liability	776.80	3,128.26	219.24	3,519.78
TOTAL	**776.80**	**3,128.26**	**219.24**	**3,519.78**

17.1 Leases
As a Lessee
Property, Plant and Equipment' comprise owned and leased assets that do not meet the definition of investment property.

Particulars	Note	As at March 31, 2026	As at March 31, 2025
Right-of-use assets, except for investment property	2	3,612.19	3,800.85
TOTAL		**3,612.19**	**3,800.85**

Information about leases for which the Company is a lessee is presented below.
Right-of-use assets

Particulars	Leasehold Resorts
Balance at March 31, 2024	**761.11**
Additions	**3,520.04**
Deletion	**429.19**
Deletion of Depreciation	**252.00**
Depreciation charge for the year	**303.10**
Balance at March 31, 2025	**3,800.85**
Additions	**555.07**
Deletion	-
Deletion of Depreciation	-
Depreciation charge for the year	**743.73**
Balance at March 31, 2026	**3,612.19**

Lease liabilities

Maturity analysis - Contractual undiscounted cash flows	As at March 31, 2026	As at March 31, 2025
Less than one year	925.31	219.24
One to five years	2,756.13	1,511.07
More than five years	1,929.00	2,008.71
Total undiscounted lease liabilities	**5,610.44**	**3,739.02**

Lease liabilities included in the statement of financial position	As at March 31, 2026	As at March 31, 2025
Current	776.80	219.24
Non-current	3,128.26	3,519.78

Amounts recognised in profit or loss	Period ended March 31, 2026	Period ended March 31, 2025
Interest on lease liabilities	399.83	171.28
Expenses relating to short-term leases / variable payments	1,436.79	1,328.36

Particulars	Period ended March 31, 2026	Period ended March 31, 2025
Total cash outflow for leases	(529.19)	(457.40)

There are no significant restrictions or covenants imposed by the leases
There are no lease pending commencement to which the Company has committed as at year ended March 31, 2026

ESPIRE HOSPITALITY LIMITED
Notes forming part of Financial Statements for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 18
PROVISIONS - NON CURRENT

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
- Gratuity(Unfunded)	136.61	95.81
- Leave(Unfunded)	72.76	54.85
TOTAL	**209.38**	**150.66**

18.1 The following table sets out the disclosure in respect of defined benefit plans for Employee benefits as required under Ind AS 19 (For the F.Y 2025-26)

PARTICULARS	Gratuity	Leave Encashment
Reconciliation of opening and closing balances of the present value of the defined benefit obligation :		
Obligations as at 01.04.2025	**120.91**	62.97
Service cost	51.25	33.06
Interest Cost	8.85	4.25
Benefits Paid		(3.72)
Transfer In/(Out)		
RE-measurement Acturial(Gain)/ Loss	(17.04)	(15.91)
Obligations as at 31.03.2026	**163.98**	**80.65**
Reconciliation of present value of the obligation and the fair value of the plan assets :		
Fair Value of plan assets as at 31.03.2026	-	-
Present value of the defined benefit obligations as at 31.03.2026	163.98	80.65
(Asset)/Liability recognised in the balance sheet	**163.98**	**80.65**
Short Term Provision	8.95	7.59
Long Term Provision	155.02	73.05
Total	**163.98**	**80.65**
Assumptions		
Attrition rate	1.2% - 17.7%	1% - 26%
Discount factor	7.30%	7.30%
Estimated rate of return on plan assets	N.A	N.A
Salary Increase	7.00%	7.00%
Retirement age	60 Years	60 Years

18.2 The following table sets out the disclosure in respect of defined benefit plans for Employee benefits as required under Ind AS 19 (For the F.Y 2024-25)

PARTICULARS	Gratuity	Leave Encashment
Reconciliation of opening and closing balances of the present value of the defined benefit obligation :		
Obligations as at 01.04.2024	53.57	46.76
Service cost	34.52	17.87
Interest Cost	3.85	3.36
Benefits Paid	(3.74)	(5.55)
Transfer In/(Out)	-	-
RE-measurement Acturial(Gain)/ Loss	10.98	(3.67)
Obligations as at 31.03.2025	**99.18**	**58.77**
Reconciliation of present value of the obligation and the fair value of the plan assets :		
Fair Value of plan assets as at 31.03.2025	-	-
Present value of the defined benefit obligations as at 31.03.2025	99.18	58.77
(Asset)/Liability recognised in the balance sheet	**99.18**	**58.77**
Short Term Provision	3.37	3.91
Long Term Provision	95.81	54.86
Total	**99.18**	**58.77**
Assumptions		
Attrition rate	5%	5%
Discount factor	6.75	6.75
Estimated rate of return on plan assets	N.A	N.A
Salary Increase	5%	5%
Retirement age	60	60

NOTE - 19

TRADE PAYABLES (Amount in ₹ Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
(A) total outstanding dues of micro enterprises and small enterprises	7.76	27.66
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	637.24	879.31
TOTAL	**645.00**	**906.97**

The Company has not been able to identify the vendors who are registered as Micro, Small and Medium Enterprises as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosures required under Schedule III to the Companies Act, 2013 in respect of the amount due to Micro, Small and Medium Enterprises and the principal amount and interest paid to them during the year, have not been furnished accurately.

ESPIRE HOSPITALITY LIMITED

Notes forming part of Financial Statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Note:19.1

Trade Payables ageing for the Financial Year 2025-26

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	7.76	-	-	-	**7.76**
(ii) Others	604.62	15.50	14.48	2.64	**637.24**
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing for the Financial Year 2024-25

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	27.58	0.08	-	-	**27.66**
(ii) Others	779.96	99.35	-	-	**879.31**
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

ESPIRE HOSPITALITY LIMITED

Notes forming part of Financial Statements for the year ended March 31, 2026

(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 20

OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2026	As at 31 March 2025
Other Advances		
Capital Creditors	298.70	197.56
TOTAL	**298.70**	**197.56**

NOTE - 21

OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2026	As at 31 March 2025
Other Advances		
Advance from Customers	195.08	99.22
Statutory Dues	746.79	625.25
Expenses Payable	939.06	315.56
Other Payable	415.45	432.72
Staff Payable	285.52	178.37
TOTAL	**2,581.90**	**1,651.12**

NOTE - 22

CURRENT TAX LIABILITIES

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for Income Tax	583.85	196.70
TOTAL	**583.85**	**196.70**

NOTE - 23

PROVISIONS - CURRENT

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits		
- Gratuity(Unfunded)	27.36	3.37
- Leave(Unfunded)	7.59	3.92
TOTAL	**34.96**	**7.29**

ESPIRE HOSPITALITY LIMITED

Notes forming part of Financial Statements for the year ended March 31, 2026

(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 24

REVENUE FROM OPERATIONS

PARTICULARS	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of Services		
Room Rent & Room Package Sale	11,001.40	9,222.00
Food & Beverages	1,972.61	2,451.79
Other Operational Income	450.60	280.97
TOTAL	**13,424.61**	**11,954.76**

Revenue disaggregation by timings of satisfaction of performance obligation

PARTICULARS	For the year ended March 31, 2026	For the year ended March 31, 2025
At a point in time	13,424.61	11,954.76
Over a period of time	-	-
Total	**13,424.61**	**11,954.76**

Disaggregation revenue by geographical region

PARTICULARS	For the year ended March 31, 2026	For the year ended March 31, 2025
Within India	13,424.61	11,954.76
Outside India	-	-
Total	**13,424.61**	**11,954.76**

NOTE - 25

OTHER INCOME

PARTICULARS	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on FDR's	15.86	8.04
Misc Income	35.89	33.90
Interest Income on security deposit (Notional)	33.83	19.49
Interest on loan of related parties	309.63	-
Liabilities Write Back	286.16	-
TOTAL	**681.37**	**61.43**

NOTE - 26

COST OF MATERIALS PURCHASED

PARTICULARS	For the year ended March 31, 2026	For the year ended March 31, 2025
Grocery Items,Beverages and Consumables	959.46	984.58
TOTAL	**959.46**	**984.59**

ESPIRE HOSPITALITY LIMITED

Notes forming part of Financial Statements for the financial year ended March 31,2026

(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 27

CHANGES IN INVENTORIES OF FINISHED GOODS,WORK IN PROGRESS AND STOCK IN TRADE

PARTICULARS	For the year 2025-26	For the year 2024-25
Inventories at Close		
Grocery Items,Beverages and Consumables	29.50	31.90
Inventories at Commencement		
Grocery Items,Beverages and Consumables	31.90	3.63
Decrease/(Increase) In Inventory	**2.40**	**(28.27)**

NOTE - 28

EMPLOYEE BENEFITS EXPENSE

PARTICULARS	For the year 2025-26	For the year 2024-25
Salary & Wages	3,070.64	2,625.72
Contribution to provident & other funds	201.41	168.77
Staff welfare expenses	279.48	190.98
TOTAL	**3,551.52**	**2,985.47**

NOTE - 29

FINANCE COST

PARTICULARS	For the year 2025-26	For the year 2024-25
Interest Expenses on:		
-bank loan	149.77	185.32
-lease liability (Notional)	399.83	171.28
-other	376.50	307.39
Interest on bank loan		
Bank Charges & POS Charges	36.38	20.52
TOTAL	**962.47**	**684.51**

ESPIRE HOSPITALITY LIMITED
Notes forming part of Financial Statements for the year ended March 31,2026
(Rupees in lakhs, except for share data and if otherwise stated)

NOTE - 30

OTHER EXPENSES

PARTICULARS	For the year 2025-26	For the year 2024-25
Lease Rent Expenses	1,436.79	1,328.36
Power & Fuel	738.97	661.31
Event Expenses	531.26	482.77
Repairs & Maintenance		
Repairs & Maintenance - Building	160.26	107.92
Repairs & Maintenance - Others	498.96	358.78
Rates & Taxes	44.59	118.16
Insurance	44.85	46.50
Office Communications & Stationery	79.09	41.26
Travel & Conveyance	104.60	118.89
Advertisement and business promotion	657.49	553.64
Commission and Operator Fees	1,388.57	1,443.55
Audit Fees (Refer Note Below)*	36.00	26.50
Legal & Professional Expenses	123.15	92.36
Housekeeping Expenses	31.64	79.07
GST ITC expense off	71.45	-
CSR expenses	10.00	-
Asset Write off	84.93	-
Misc.Expenses	362.53	307.15
TOTAL	**6,405.13**	**5,766.22**

***Includes payments to auditors as follows:**

Particulars	For the year ended 31 Mar 2026	For the year ended 31 Mar 2025
Payments to auditors		
As auditor:		
Statutory audit fee	25.00	18.00
Tax audit fee	3.50	2.50
Limited reviews fee	7.50	6.00
Total	**36.00**	**26.50**

NOTE - 31

OTHER COMPREHENSIVE INCOME

PARTICULRS	For the year 2025-26	For the year 2024-25
A) Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans	1.37	8.22
TOTAL	**1.37**	**8.22**

ESPIRE HOSPITALITY LIMITED
Notes forming part of the financial statements for the year ended March 31, 2026
(Rupees in lakhs, except for share data and if otherwise stated)

31A Fair value measurement and financial instruments

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilties, including their levels in the fair value hierarchy.

As on 31 March 2026

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current								
Investments		-	-	-	-	-	-	-
Loans		-	-	-	-	-	-	-
Other financial assets			-	-	-	-	-	-
Current								
Trade receivables	8	-	-	248.54	248.54	-	-	248.54
Loans	9			2,486.59	2,486.59			2,486.59
Cash and cash equivalents	10	-	-	106.91	106.91	-	-	106.91
Other bank balances	11	-	-	241.88	241.88	-	-	241.88
Other Financial Asset	12			3,649.81	3,649.81			3,649.81
TOTAL		-	-	**6,733.72**	**6,733.72**	-	-	**6,733.72**
Financial liabilities								
Non-current								
Borrowings	16	-	-	9,245.98	9,245.98	-	-	9,245.98
Lease liabilities	17			3,128.26	3,128.26			3,128.26
Other financial liabilities	20	-	-	298.70	298.70	-	-	298.70
Current								-
Borrowings	16	-	-	939.03	939.03	-	-	939.03
Trade payables	19	-	-	645.00	645.00	-	-	645.00
Lease liabilities	17	-	-	776.80	776.80	-	-	776.80
TOTAL		-	-	**15,033.77**	**15,033.77**	-	-	**15,033.77**

As on 31 March 2025

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current								
Investments		-	-	-	-	-	-	-
Loans		-	-	-	-	-	-	-
Other financial assets			-	-	-	-	-	-
Current								
Trade receivables	8	-	-	116.74	116.74	-	-	116.74
Cash and cash equivalents	9	-	-	60.33	60.33	-	-	60.33
Other bank balances	10	-	-	190.80	190.80	-	-	190.80
Other Financial Asset	11			1,948.71	1,948.71			1,948.71
TOTAL		-	-	**2,316.57**	**2,316.57**	-	-	**2,316.57**
Financial liabilities								
Non-current								
Borrowings	15	-	-	6,560.10	6,560.10	-	-	6,560.10
Lease liabilities	16			3,519.78	3,519.78			3,519.78
Other financial liabilities	19	-	-	197.56	197.56	-	-	197.56
Current								
Borrowings	15	-	-	321.43	321.43	-	-	321.43
Trade payables	18	-	-	906.97	906.97	-	-	906.97
Lease liabilities	16	-	-	219.24	219.24	-	-	219.24
TOTAL		-	-	**11,725.09**	**11,725.09**	-	-	**11,725.09**

There has been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2025 and 31 March 2024.

(Rupees in lakhs, except for share data and if otherwise stated)

Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Senior Management. Discussions on valuation and results are held between the Senior Management and valuation team atleast once every quarter in line with the Company's quarterly reporting periods.

b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:
- Credit risk ;
- Liquidity risk ;
- Market Risk - Interest rate

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has authorized respective business Managers to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropr iate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the business managers periodically to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

31A Financial risk management (continued)
b.

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables	248.54	116.74
Cash and cash equivalents	106.91	60.33
Other bank balances other than cash and cash equivalents	241.88	190.80

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.
Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. The loan represents security deposits given to suppliers, employees and others. The credit risk associated with such deposits is relatively low.

As per Ind AS 109, the Company makes allowance for doubtful trade receivable using simplified approach , significant judgement is used to estimate doubtful accounts as prescribed in IND AS 109 . In estimating doubtful accounts historical and anticipated customer performance are considered. Changes in the economy, industry, or specific customer conditions may require adjustments to the allowance for doubtful accounts recorded in financial statements. This is done on the basis of company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Based on the business environment in which the Company operates, management considers that the trade receivables (other than receivables from government departments) are in default (credit impaired) if the payments are more than 365 days past due however the Company based upon past trends determine an impairment allowance for loss on receivables outstanding for more than 365 days past due and the probability of recovery determined by the competent management.

The Company's exposure to credit risk for trade receivables is as follows:

	Gross carrying amount	
Particulars	As at 31 March 2026	As at 31 March 2025
Less than 6 months	248.54	87.10
6 months -1 year	-	-
1-2 years	-	10.02
2-3 years	-	-
More than 3 years	-	19.62
	248.54	**116.74**

The Company believes that the unimpaired amounts that are past due by more than 1 year are still collectible in full, based on historical payment behaviour.

(Rupees in lakhs, except for share data and if otherwise stated)

Movement in the allowance for impairment in respect of trade receivables

Particulars	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	-	-
Impairment loss recognised / (reversed)	-	-
Amount written off	-	-
Balance at the end of the year	-	-

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to manage liquidity is to have sufficient liquidity to meet it's liabilt ies when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under credit facilities.

Liquidity risk results from the Company's potential inability to meet the obligations associated with its financial liabiliti es, for example settle-ment of financial debt and paying suppliers. The Company's liquidity is managed by Company Treasury. The aim is to ensure effective liquidity management, which primarily involves obtaining sufficient committed credit facilities to ensure adequate financial resources and, to some extent, tapping a range of funding sourc es.

Exposure to liquity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

As at 31 March 2026	Contractual cash flows				
	Less than six months	Between six months and one year	Between one and five years	More than 5 years	Total
Borrowings	718.32	220.71	3,006.05	6,239.92	10,185.01
Lease Laibilities (Gross)	428.31	497.00	2,756.13	1,929.00	5,610.44
Trade Payable	645.00	-	-	-	645.00
Other Financial Liabilities	-	-	-	298.70	298.70
	1,791.62	**717.71**	**5,762.18**	**8,467.63**	**16,739.15**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

As at 31 March 2025	Contractual cash flows				
	Less than six months	Between six months and one year	Between one and five years	More than 5 years	Total
Borrowings	160.71	160.71	1,879.10	4,681.00	6,881.53
Lease Laibilities	109.62	109.62	1,511.07	2,008.71	3,739.02
Trade Payable	906.97	-	-	-	906.97
Other Financial Liabilities	-	-	-	197.56	197.56
	1,177.31	**270.33**	**3,390.17**	**6,887.27**	**11,725.08**

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

(Rupees in lakhs, except for share data and if otherwise stated)

(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market pric es. Market risk comprises two types of risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

A. Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings with floating interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loan carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Fixed rate liabilities		
Borrowings	4,844.72	3,189.54
	4,844.72	3,189.54
Variable rate liabilities		
Borrowings	5,340.29	3,691.99
	5,340.29	3,691.99
Total	10,185.01	6,881.53

Cash flow sensitivity analysis for variable-rate instruments

The Company does not hold any variable rate instruments.

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

ESPIRE HOSPITALITY LIMITED
Notes forming part of the financial statements for the year ended 31 March 2026
(Rupees in lakhs, except for share data and if otherwise stated)

31.c Fair value measurement and financial instruments

Capital Management

The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows. Management also monitors the return on equity.

The Board of directors regularly review the Company's capital structure in light of the economic conditions, business strategies and future commitments.

For the purpose of the Company's capital management, capital includes issued share capital, securites premium and all other equity reserves. Debt includes term loan

During the financial year ended 31 March 2026, no significant changes were made in the objectives, policies or processes relating to the management of the Company's capital structure.

Debt equity ratio:

Particulars	As at 31 March 2026	As at 31 March 2025
Long-term borrowings	9,245.98	6,560.10
Short-term borrowings	939.03	321.43
Adjusted net debt (A)	**10,185.01**	**6,881.53**
Equity share capital	1,492.26	1,492.26
Other equity	3,618.62	2,858.32
Total Equity (B)	**5,110.88**	**4,350.58**
Capital and total debt (C)	**15,295.89**	**11,232.11**
Debt equity ratio (C = A/B)	**1.99**	**1.58**

Return on equity:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Profit after tax	**812.40**	**827.35**
Average Equity share capital	1,492.26	1,421.15
Average Other equity	3,238.47	919.86
Total equity	**4,730.73**	**2,341.01**
Average Total equity	**2,365.37**	**1,170.51**
Return on equity Ratio	**34%**	**71%**

32. **Commitment & Contingent Liabilities:-**

a) LG Electronics India Pvt. Ltd (LG) had filed a suit against the company, Usha India Ltd., and others for the recovery of ₹ 465.02 lakhs given as security deposit for the premises A-41, Mohan Co-operative Industrial Estate, New Delhi –110044 taken by it on lease from Usha India Ltd. and against the maintenance service agreement for the same premises entered into with the Company. The Company has denied its liability on the ground that it has already assigned the agreement to Lord Mahadev Trust on 6th August, 1997 and transferred the security deposit of ₹ 87.19 lakhs received by the Company to the said Trust. However, Hon'ble High Court of Delhi has passed a part joint decree of ₹ 231.26 lakhs in favour of LG and the LG filed an execution petition and subsequently the Court directed the Company to transfer a sum of ₹ 4.50 lakhs to LG. The liability on account of above decree has not been ascertained by the court among the parties to the suit.

However, the management is of the opinion based on legal advices, that the Company shall not be liable to make any payment to L.G, even the amount of ₹ 4.50 lakhs shall be recovered by the company from LG Electronics India Pvt. Ltd (LG).Presently ₹ 4.50 lakhs so transferred to LG Electronics has been shown under the head of Long term Loan and Advances .

b) An income tax demand of ₹46.77 lakhs has been raised by the Income Tax Department vide intimation dated 28th February 2025 under Section 143(1) of the Income-tax Act, 1961 for the Assessment Year 2024–25 (Financial Year 2023–24). The demand primarily relates to the disallowance of expenses, specifically Provident Fund (PF), Employees' State Insurance (ESI), and other expenses.

c) An income tax demand of ₹398.61 lakhs has been raised by the Income Tax Department vide intimation dated 21/04/2026 under Section 143(1) of the Income-tax Act, 1961 for the Assessment Year 2025-26 (Financial Year 2024-25). The demand primarily relates to the disallowance of expenses, specifically Provident Fund (PF), Employees' State Insurance (ESI), and other expenses.

d) The GST department had disputed certain input tax credits availed by the Company in previous years and issues a GST demand aggregating to approximately **₹5.13 crore** including interest and penalty. The Company had initially reversed the disputed ITC on a temporary basis. The Company has challenged the demand before the appropriate judicial forum and, during the course of the proceedings, converted the temporary reversal of ITC into a permanent reversal. The matter is presently pending before the Hon'ble High Court.

Based on the legal advice obtained and the assessment of the facts and circumstances, the management believes that the ultimate outcome of the matter cannot presently be determined with certainty and does not expect a probable outflow of economic resources beyond the amount already reversed. Accordingly, no provision has been recognized in the financial statements. The GST demand of approximately **₹5.13 crore** has been disclosed as a **contingent liability**.

Based on the advice of tax consultants, the Company believes it has a good case on merits. Accordingly, no provision has been made in the books of account, and the amount has been disclosed as a contingent liability.

b) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) 4966.30 Lakhs. (previous year 8502.62 Lakhs)

33. Disclosure of Related Parties/Related Party Transactions:

A) Name and Transactions with related parties:-

i. Key Management Personnel
   1. Mr. Akhil Arora- Managing Director & Chief Executive Officer
   2. Mr. Rajeev Chatterjee- Chief Financial Officer
   3. Mr. Sumeer Narain Mathur - Company Secretary & Compliance Officer

ii. Enterprises having Significant influence of KMP's

1. Espire Reality Limited
2. Forest Fern Hospitality Private Limited
3. Forest Fern Resorts Private Limited
4. Brentwoods International Limited
5. Sarp Hotels Private Limited
6. Espire Resorts Private Limited
7. Espire Conglomerate Private Limited
8. Espire Infolabs Private Limited
9. Espire Retail Private Limited

B) Name and Transactions with related parties:- (Amount in ₹ Lakhs)

S. No.	Name	Relation	Nature of Transaction	Transaction for the year ended 31st March,2026	Transaction for the year ended 31st March,2025
1.	Mr. Akhil Arora	Managing Director & Chief Executive Officer	Director Remuneration	108.00	72.00
2.	Mr. Rajeev Chatterjee	Chief Financial Officer	Director Remuneration	52.00	46.00
3.	Mr. Sumeer Narain Mathur	Company Secretary & Chief Financial Officer	Remuneration	17.31	14.04
4.	Espire Reality Limited	Enterprises having Significant influence of KMP's	Loan taken/Received Back	961.40	2241.92
			Advance Given	NIL	3200.00
			Loan Repaid/Given	816.83	2858.96
			Interest Income on Loan	309.63	NIL
5.	Forest Fern Hospitality Private Limited	Enterprises having Significant influence of KMP's	Loan Taken	NIL	26.20
			Loan Repaid	8.96	93.08
			Expenses incurred on their Behalf	223.58	42.30
			Reimbursement Received	124.56	21.00
			Repayment of Advance Received	5.25	NIL
			Advances Received During the year	NIL	20.00
6.	Forest Fern Resorts Private Limited	Enterprises having Significant influence of KMP's	Expenses incurred on their Behalf	24.81	1.18
			Lease Rent Paid	NIL	12.41
			Lease rentals charged During the Year	297.72	(218.84)
7.	Espire Resorts Private Limited	Enterprises having	Expenses Incurred on their behalf	NIL	NIL

(Rupees in lakhs, except for share data and if otherwise stated)

		Significant influence of KMP's	Amount received for expense incurred on their Behalf	NIL	NIL
			Service Received	51.61	NIL
			Security Deposit	1561.24	1234.06
			Rendering of Service/Lease Rent	586.57	767.36
			Other Receivables	867.70	2313.79
8.	Espire Conglomerate Private Limited	Enterprises having Significant influence of KMP's	Issue of Debentures	NIL	1000.00
			Loan Received	3104.66	2811.50
			Rendering of services	1024.90	707.28
			Interest on Debentures Recorded (Net of TDS)	180.00	142.15
			Loan Repaid	1430.54	487.80
			Interest on loans	276.50	71.92
9.	Brentwoods International Limited	Enterprises having Significant influence of KMP's	Expenses Incurred on their behalf	3.81	NIL
			Expenses Incurred on our behalf	0.77	0.08
10.	Sarp Hotels Private Limited	Enterprises having Significant influence of KMP's	Expenses Incurred on their behalf	NIL	0.21
11	Espire Infolabs Private Limited	Enterprises having Significant influence of KMP's	Advance from Customers	99.00	15.00
12	Espire Retail Private Limited	Enterprises having Significant influence of KMP's	Amount paid during the year	-	0.57
			Expenses Incurred on their behalf	30.22	NIL
			Amount received for expense incurred on their Behalf	25.00	NIL

C) Balance outstanding at the end of the year

(Amount in ₹ Lakhs)

Name	Nature of Balance	As on 31.03.2026	As on 31.03.2025
Espire Reality Limited	Other payables	NIL	(568.95)
	Advance Given	NIL	3200
	Expenses Incurred on their behalf	NIL	0.11
	Loan to related party	2486.59	NIL
	Accrued Interest	309.63	NIL
Forest Fern Hospitality Private Limited	Loan Received/Repaid	8.96	(432.72)
	Expense incurred on their Behalf	124.66	25.64
	Other Payable	(432.72)	NIL
	Advances Received	(14.75)	(20.00)
Forest Fern Resorts Private Limited	Payments received on our behalf from guests	NIL	NIL
	Expenses Incurred on their Behalf	590.36	565.55
	Lease Rentals Outstanding	(61.02)	(61.02)
	Security Deposit	20.00	20.00
Espire Resorts Private Limited	Expenses Incurred on their behalf	NIL	NIL
	Lease Rental Payable	(1410.25)	(767.30)
	Security Deposit	2800.00	1234.06
	Other Receivables	3181.49	2313.79
Espire Conglomerate Private Limited	Issue of Debentures	(2000.00)	(2000.00)
	Rendering of Services during the Year	NIL	814.93
	Interest on Debentures (Net of TDS)	(248.85)	(136.25)
	Loan Received	(2546.16)	(2395.62)
Sarp Hotels Private Limited	Expenses Incurred on their behalf	0.49	0.49
Brentwoods International Limited	Expenses Incurred on their behalf	4.13	1.09
Espire Infolabs Private limited	Advance from Customers	(114.00)	(15.00)
Espire Retail Private Limited	Other Receivable /(Payable)	5.42	0.20

Negative figures represent payable and positive figure represent recoverable

34. Segment Reporting

Basis for Segment reporting

Factors used to identify the entity's reportable segments, including the basis of organization

The company is engaged in hospitality business of operating and managing hotels / resorts. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. The CODM has determined only one operating segment i.e. hospitality business.

Geographical Segments

The geographical segment have been identified on the basis of the location of customers. The total market of the Company can be segregated into domestic market as they do not have any overseas market.

35. Impairment of Non-Financial Assets

All significant assets and cash generating unit were tested for impairment. The recoverable amount of significant assets and cash generating units was found higher than the carrying value. No impairment was identified.

36. Earnings per share

		As on 31.03.2026	As on 31.03.2025
A)	No. of Shares at the beginning and at the end of the year	1,49,22,624	1,49,22,624
B)	Net Profits after Tax available for Equity Shareholders (Rs. Lakhs)	813.76	819.14
C)	Basic & Diluted Earnings per share (Annualized) (Rs.)	5.44	6.05

37. Value of Imports on CIF basis: NIL (Previous . Year Nil)

(Rupees in lakhs, except for share data and if otherwise stated)

Note 38: Ratio

S. No.	Particulars	Numerator	Denominator	Numerator	Denominator	F.Y. 2025 - 26	F.Y. 2024 - 25	Variance	Remarks
1	Current Ratio	Total Current Assets	Total Current Liabilities	10,332.93	5,561.53	1.86	2.20	-16%	Immaterial
2	Debt- Equity Ratio	Borrowings	Equity	10,185.01	5,110.88	1.99	1.58	26%	Significant Increase in Borrowings led to Increase in Debt Equity Ratio
3	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest	Debt service = Interest & Lease Payments + Principal Repayments	2,846.57	1,873.09	1.52	1.46	4%	Immaterial
4	Return on Equity Ratio	Net Profits after taxes	Total Equity	812.40	5,110.88	0.16	0.19	-16%	Immaterial
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	959.46	30.70	31.26	53.85	-42%	Changes due to increase in Average inventory as compared to the last finanacial year.
6	Trade Receivable Turnover Ratio	Net Credit Sales	Average Account Receivable	13,424.61	182.64	73.50	125.60	-41%	Changes due to increase in Trade receivable as compared to the last Year.
7	Trade Payable Turnover Ratio	Net Credit Purchases	Average Account Payables	7,362.27	775.99	9.49	10.14	-6%	Immaterial
8	Net Capital Turnover Ratio	Net Sales	Average Working Capital	13,424.61	4,369.63	3.07	6.00	-49%	Changes due to increase in sales as compared to last year and signifiacnat increase in Working Capital
9	Net Profit Ratio	Net Profits	Net Sales	813.76	13,424.61	0.06	6.85%	-12%	Immaterial
10	Return on Capital Employed	EBIT	Capital Employed	2,083.08	14,356.86	0.15	16%	-9%	Immaterial
11	Fixed Asset Coverage ratio	Net Fixed Assets	Long term Borrowings	9,200.09	9,245.98	1.00	1.04	-4%	Immaterial

39. Details of imported and indigenous raw materials, spare parts, and components consumed

Raw Materials: NIL (Previous. Year Nil)

Stores & spares: NIL (Previous Year Nil)

40. Expenditure in foreign currency: Rs 2,00,99,668.00 (Previous Year 1,39,48,495/-).

Earning In Foreign currency: NIL (Previous Year Nil).

41. Exceptional items NIL (Previous Year Nil)

42. The Micro and Small Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, the information as required to be reported as per Micro, Small and Medium Enterprise Development Act, 2006 as at March 31, 2026 are as under:-

(Amount in ₹ Lakhs)

	As on 31.03.2026	As on 31.03.2025
(a) the principal amount and the interest due thereon remaining unpaid to any supplier	7.76	27.66
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day	NIL	NIL
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006:	NIL	NIL
(d) the amount of interest accrued and remaining unpaid at the end of the year	NIL	NIL
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL

Also refer note 19

43. The company neither holds any benami property nor any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

44. Corporate Social Responsibility (CSR)

1. Details of gross amount required to be spent on CSR activities by the Company during the year: -

Description	For the Year ended 31 March 2026	For the Year ended 31 March 2025
Gross amount required to be spent by the company during the year	9.28	NIL
Amount spent during the year	10.00	NIL
Unspent amount	-	-

2. Amount spent during the year on CSR activities: -

Particulars	For the Year ended 31 March 2026		For the Year ended 31 March 2025	
Amount spent during the year on	**Paid**	**Yet to be Paid**	**Paid**	**Yet to be Paid**
a) Construction / acquisition of any asset	-	-	NIL	NIL
b) On purpose other than (a) above	10.00	-	NIL	NIL

*The Company has contributed towards the expansion of schools to Radcliffe Foundation Haryana, which is a related party.

45. The Company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

46. There is no charge or satisfaction pending for registration with the Registrar of Companies beyond the statutory period.

47. The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended March 31, 2026 and March 31, 2025.

48. The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

49. The Company has the following working capital/Dropline /Overdraft Limit through bank or financial institution.

SL No.	Bank Name	Facilities	Limit
1	HDFC Bank	Cash credit and Overdraft	5.00 Crores
2	ICICI	Drop line /Overdraft	16.00 Crores
Total			21.00 Crores

50. The Company has established a comprehensive system of maintenance of information and documents that are required by the transfer pricing legislation under section 92-92F of the Income Tax Act, 1961.

51. During the year, the Company migrated its accounting records to a new Enterprise Resource Planning (ERP) system at key locations. Consequent to the migration, the Company is in the process of reconciling the customer-wise sub-ledgers of Trade Receivables aggregating to ₹81.55 lakhs, vendor-wise sub-ledgers of Trade Payables aggregating to ₹645.00 lakhs, party-wise balances of Advances to Vendors aggregating to ₹471.35 lakhs and GST balances, including Input Tax Credit and Output Tax Liability, with the corresponding balances appearing in the General Ledger and, wherever applicable, with the records of the respective counterparties and records available on the GST portal.

The Company is also in the process of obtaining balance confirmations from the respective parties and carrying out necessary reconciliations. The management is taking necessary steps to complete the reconciliation and confirmation process and to identify and give effect to any consequential adjustments, if required, in the financial statements.

52. There are no undisclosed incomes that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

53. Audit Trail:

i. The Company has used accounting software that includes an audit trail (edit log) feature, which was enabled and operational throughout the year for all relevant transactions.
ii. There were no instances where the audit trail feature was tampered with during the period it was enabled.
iii. The audit trail has been preserved by the Company as per applicable statutory record retention requirements.

54. Previous year's figures have been regrouped / rearranged wherever necessary.

For Bansal & Co LLP
Chartered Accountants
Firm Reg No:001113N/N500079

For Espire Hospitality Limited

Siddharth Bansal
Partner
Membership No:518004

Gagan Oberoi
Director
DIN:00087963

Akhil Arora
Managing Director & CEO
DIN: 09436540

Place: New Delhi
Date: 11/05/2026

Sumeer Narain Mathur
Company Secretary
& Compliance Officer
M.No.: FCS9042

Rajeev Chatterjee
Chief Financial Officer