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 35th Annual General Meeting till the conclusion of 40th *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

Date: 31/08/2026
Place: Delhi

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

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.

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.

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.

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

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.**

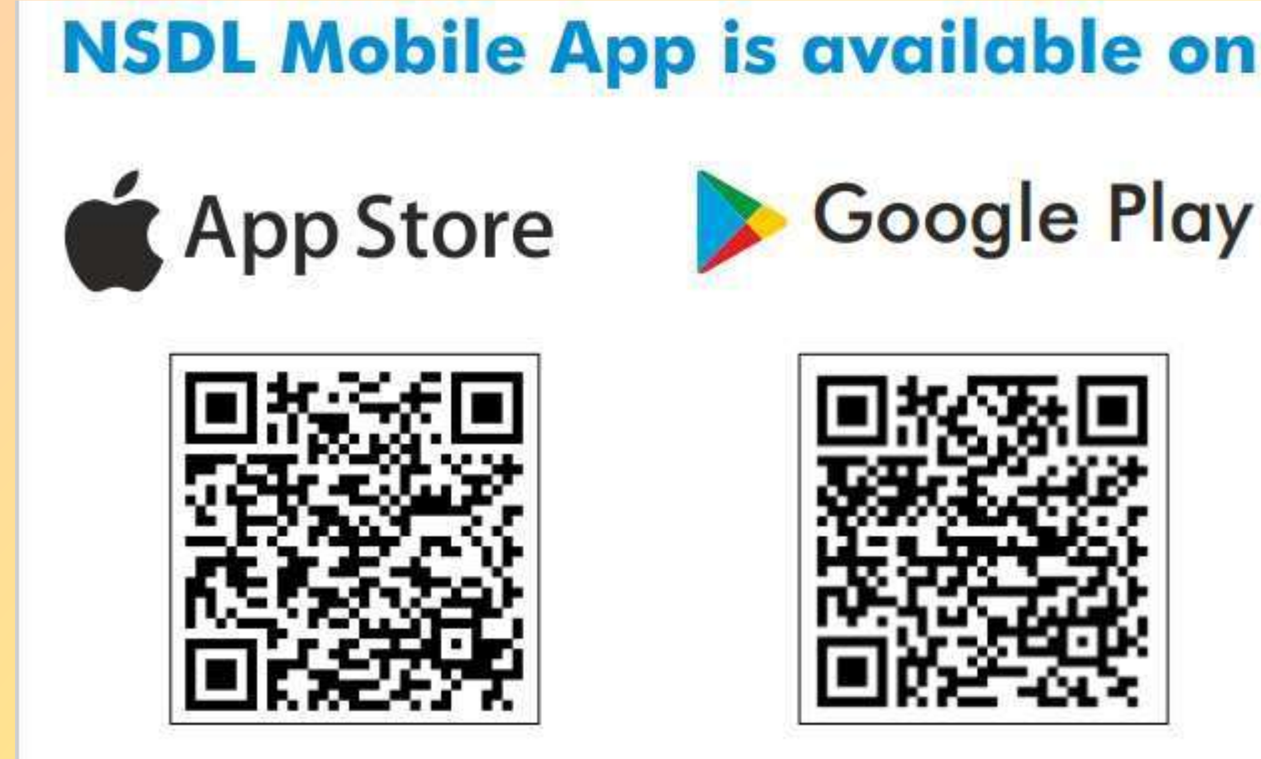
- The Register of Members and Transfer Books of the Company will be closed from **Saturday September 19, 2026 to Friday September 25, 2026 (both days inclusive)** for the purpose of AGM.

- **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.



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.

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?

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.**
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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