

## NOTICE

Notice is hereby given that the **14<sup>th</sup> Annual General Meeting ("AGM")** of the members of **SAMHI Hotels Limited ("the Company")** will be held on **Thursday, September 19, 2024 at 12:00 noon IST** through **Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")**, for which purpose the Corporate Office situated at Caspia Hotels Delhi, District Centre Crossing, Opp. Galaxy Toyota Outer Ring Road, Outer Ring Rd., Haider Pur, Shalimar Bagh, Delhi-110088, India, shall be deemed as the venue for the AGM and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 and Reports of the Directors' and Auditors' thereon.
- To appoint a director in place of **Mr. Manav Thadani (DIN: 00534993)**, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTION:**

- To ratify the grant of ESOP options exceeding one percent of the issued capital of the Company**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and other applicable provisions of the Companies Act, 2013 (**"Act"**) read together with Companies (Share Capital and Debentures) Rules, 2014 (**"Rules"**) including any statutory modification(s) or re-enactment of the Act, for the time being in force and the provisions of Regulation 12(1) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including any modifications thereof or supplements thereto (**"SEBI SBEB Regulations"**) and in accordance with the Memorandum and Articles of Association of the Company, and such other approvals, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to ratify the grant of Employee Stock Options (**"ESOP Options"**) to Mr. Ashish Jakhanwala, Mr. Rajat Mehra and Mr. Gyana Das under the Employees' Stock Option Plan 2023 of the Company (**"ESOP Plan"**), during any 1 (one) year equal to or in excess of 1% (one percent) of the issued share capital of the Company, at the time of grant of ESOP Options in accordance with the SEBI SBEB Regulations and ESOP Plan. The details of ESOP Options granted to Mr. Ashish

Jakhanwala, Mr. Rajat Mehra and Mr. Gyana Das are set out below:

Employees	Designation	Total Grants
Mr. Ashish Jakhanwala	Managing Director & CEO	2,302,454
Mr. Gyana Das	Executive Vice President and Head of Investments	1,080,155
Mr. Rajat Mehra	Chief Financial Officer	1,080,155

**RESOLVED FURTHER THAT** a copy of this resolution may be provided to any person (including any authorized representatives, agents, consultants or officers of such person) under the signatures of any Director or Company Secretary of the Company."

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

Sd/-

**Sanjay Jain**

Senior Director, Corporate Affairs,  
Company Secretary & Compliance Officer  
Membership No.: F6137  
Address: 263, Balco Apartments, 58,  
IP Extension, Patparganj, Delhi-110092

Date: August 02, 2024

Place: Gurugram

### NOTES:

- Pursuant to Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, followed by Circular No. 02/ 2021 dated 13th January 2021, Circular No. 19/ 2021 dated December 08, 2021, Circular No. 21/ 2021 dated December 14, 2021, followed by Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 followed by Circular No. 09/ 2023 dated September 25, 2023 (hereinafter collectively referred to as **'MCA Circulars'**) and other applicable circulars issued by the Securities and Exchange Board of India (**'SEBI'**), physical attendance of the Members to the AGM venue is not required and AGM be held through VC or OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM.
- The Company is providing the facility to its members in respect of the business to be transacted at the AGM through the National Securities Depository Limited (**'NSDL'**), of:



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- (a) voting through remote e-voting;
- (b) participation in the AGM through VC/ OAVM facility; and
- (c) e-voting during the AGM

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

3. As the AGM would be conducted through VC/ OAVM, the facility for appointment of Proxy by the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional/ Corporate Members intending to appoint its authorized representatives to attend, participate at the AGM through VC/ OAVM and cast their votes through e-voting. Institutional/ Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Company at [compliance@samhi.co.in](mailto:compliance@samhi.co.in)
5. **A statement giving the relevant details of the director seeking re-appointment under Item No. 2 of the accompanying Notice, as required by Secretarial Standards-2 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith.**
6. **The relative explanatory statement, pursuant to section 102 of the Act, in respect of Item No. 3 of the accompanying Notice, is annexed hereto.**
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.samhi.co.in/>. The Complete Annual Report of the Company is also available on the website of the Company at <http://www.samhi.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. The Register of Directors & Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the directors are interested including the Memorandum and Articles of Association of the Company and all documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 19, 2024. Members seeking to inspect such documents can send an email to the Company at [compliance@samhi.co.in](mailto:compliance@samhi.co.in)
11. The Directors' Report, Auditors' Report, and Audited Financial Statements for the financial year ended March 31, 2024, are annexed herewith.
12. The Notice of the Annual General Meeting and E-voting Instructions is being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. In order to receive copies of the Annual Report 2023-2024 in electronic mode, Members holding shares in demat mode, who have not registered their e-mail addresses are requested to register their email addresses with their respective depository participants.
13. The remote e-voting period commences on Sunday, September 15, 2024 at 10:00 a.m. IST and ends on Wednesday, September 18, 2024 at 05:00 p.m. IST -
  - Members of the Company, holding shares as on the cut-off date i.e., Thursday, September 12, 2024 may opt for remote e-voting and cast their vote electronically.
  - A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
  - Any person, who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as of the cut-off date i.e. September 12, 2024, may obtain the login ID and password by sending an email

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to [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in) or [compliance@samhi.co.in](mailto:compliance@samhi.co.in) by mentioning their Folio No./ DP ID and Client ID No. However, if you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using the "Forget User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
  - Members may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again.
  - At the end of the remote e-voting period, the facility shall forthwith be blocked.
14. The Board vide its Resolution passed on August 02, 2024 has appointed Mr. Abhishek Bansal, Advocate, as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the AGM, a consolidated

Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company <http://www.samhi.co.in/> and on the website of NSDL immediately after the declaration of the Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

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

**Sd/-**  
**Sanjay Jain**

Senior Director, Corporate Affairs,  
Company Secretary & Compliance Officer  
Membership No.: F6137  
Address: 263, Balco Apartments, 58,  
IP Extension, Patparganj, Delhi-110092

Date: August 02, 2024  
Place: Gurugram

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

The remote e-voting period begins on Sunday, September 15, 2024 at 10:00 a.m. IST and ends on Wednesday, September 18, 2024 at 05:00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 12, 2024 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 Thursday, September 12, 2024.

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





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

**Step 1: Access to NSDL e-Voting system**

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

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="821 1787 1133 1989" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  <b>App Store</b>               <b>Google Play</b> </p>   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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



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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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- 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.**

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.com](mailto:evoting@nSDL.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting

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your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@samhi.co.in](mailto:compliance@samhi.co.in)

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@samhi.co.in](mailto:compliance@samhi.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.**



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After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholders/Members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance

mentioning their name demat account number/folio number, email id, mobile number at [compliance@samhi.co.in](mailto:compliance@samhi.co.in). The same will be replied by the Company suitably.

6. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

**Sd/-**  
**Sanjay Jain**

Senior Director, Corporate Affairs,  
Company Secretary & Compliance Officer  
Membership No.: F6137  
Address: 263, Balco Apartments, 58,  
IP Extension, Patparganj, Delhi-110092

Date: August 02, 2024

Place: Gurugram



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

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

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

<b>Name of Director</b>	<b>Mr. Manav Thadani</b>
<b>DIN</b>	00534993
<b>Type of directorship</b>	Non-Executive Non-Independent Director
<b>Original Date of Appointment on the Board</b>	December 28, 2010
<b>Age</b>	October 01, 1970
<b>Expertise in specific functional areas</b>	Mr. Thadani has rich experience in senior level positions. Mr. Manav Thadani is an experienced consultant in the field of hospitality and is the founder and chairman of Hotelivate Private Limited. He was previously associated with HVS Licensing LLC.
<b>Qualifications</b>	He holds a bachelor's degree in science and a master's degree in arts each from New York University.
<b>Experience</b>	He has rich experience in senior level positions, in the field of hospitality and is the founder and chairman of Hotelivate Private Limited. He was previously associated with HVS Licensing LLC.
<b>Terms &amp; Conditions of re-appointment</b>	In terms of Section 152(6) of the Act, Mr. Manav Thadani, is liable to retire by rotation and shall be entitled for payment of sitting fees only for attending the Board and Committee Meetings of the Company.
<b>Remuneration last drawn (FY 2023-24)</b>	Not Applicable, as the Company did not pay remuneration to Non-Executive Directors, except sitting fees for attending the board and committee meetings
<b>Remuneration sought to be paid</b>	Not Applicable, as the Company did not pay remuneration to Non-Executive Directors, except sitting fees for attending the board and committee meetings
<b>Directorships held in other companies (excluding foreign companies)</b>	Nil
<b>Committee position held in other companies</b>	Nil
<b>Listed entities from which the Director has resigned in the past three years</b>	None
<b>No. of Board meetings attended during the year</b>	11 (out of total 11 board meetings held during the FY 2024)
<b>No. of shares held including shareholding as a beneficial owner</b>	904,144 equity shares (0.41%)
<b>Disclosure of inter-se relationships between directors and key managerial personnel</b>	He has no inter-se relationship with any of the directors or key managerial personnel or senior management of the Company.



## NOTICE (Contd.)

### **Item No. 3: To ratify the grant of ESOP options exceeding one percent of the issued capital of the Company**

The members of the Company may note that the Employees' Stock Option Plan 2023 of the Company ("**ESOP Plan**"), was approved by the board of directors ("**Board**") and members of the Company on March 09, 2023, and March 11, 2023, respectively, i.e., prior to the initial public offering ("**IPO**") of the Company.

The members of the Company may note that the Company had granted ESOP Options to Mr. Ashish Jakhanwala, Mr. Rajat Mehra and Mr. Gyana Das under the ESOP Plan, in excess of 1% (one percent) of the issued share capital of the Company during any 1 (one) year, at the time of grant of such ESOP Options. The ESOP Options were granted to Mr. Ashish Jakhanwala, Mr. Rajat Mehra and Mr. Gyana Das prior to the IPO.

In terms of Regulation 6(3)(d) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**"), approval of shareholders by way of separate resolution is required, if a company grants options, shares or benefits, as the case may be, to identified employees, during any one year, equal to or exceeding one per cent. of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option, shares or incentive, as the case may be.

Accordingly, the Board of the Company seeks ratification of the members in respect of grant of ESOP Options to Mr. Ashish Jakhanwala, Mr. Rajat Mehra and Mr. Gyana Das in excess of 1% (one percent) of the issued share capital of the Company during any 1 (one) year, at the time of grant of such ESOP Options.

Except Mr. Ashish Jakhanwala, Mr. Rajat Mehra and Mr. Gyana Das being the interested persons, none of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.

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

**Sd/-**  
**Sanjay Jain**

Senior Director, Corporate Affairs,  
Company Secretary & Compliance Officer

Membership No.: F6137

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

Date: August 02, 2024

Place: Gurugram