

Notice of Annual General Meeting

Notice is hereby given that the **15th (fifteenth) Annual General Meeting ("AGM")** of the members of **SAMHI Hotels Limited ("the Company")** will be held on **Monday, August 04, 2025 at 11:00 a.m. (IST)** through **Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")**, for which purpose the Registered Office situated at Caspia Hotels Delhi, District Centre Crossing, Opp. Galaxy Toyota Outer Ring Road, Outer Ring Road, 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(ES):

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 and Reports of the Directors' and Auditors' thereon.
2. To appoint a director in place of **Mr. Ajish Abraham Jacob (DIN: 08525069)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013) as the Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section(s) 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No.: 001076N/ N500013) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 05 (five) consecutive years from the conclusion of the 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Statutory Auditors, during the tenure of their appointment.

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS(ES):

4. **To approve the appointment of M/s. T. Sharad & Associates, Company Secretaries (Firm Registration No.: UCN S2004DE845800 & Peer Review Certificate No. 1746/2022) as the Secretarial Auditors of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section(s) 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Board of Directors of the Company, M/s. T. Sharad & Associates, Company Secretaries (Firm Registration No.: UCN S2004DE845800 & Peer Review Certificate No. 1746/2022), be and are hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of 05 (five) consecutive years i.e. from the conclusion of the 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

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RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Secretarial Auditors, during the tenure of their appointment.

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing 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: July 03, 2025

Place: Gurugram

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NOTES:

1. Pursuant to General Circular No. 20/2020 dated May 05, 2020, followed by General Circular No. 02/ 2021 dated January 13, 2021, General Circular No. 19/ 2021 dated December 08, 2021, General Circular No. 21/ 2021 dated December 14, 2021, followed by General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, followed by General Circular No. 09/ 2023 dated September 25, 2023, followed by General Circular No. 09/ 2024 dated September 19, 2024 (hereinafter collectively referred to as **"MCA Circulars"**) read with the Securities and Exchange Board of India (**"SEBI"**) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and any other applicable circulars issued in this connection by the 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.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**) (as amended), and the Circulars issued by the Ministry of Corporate Affairs (**"MCA"**), from time to time, 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"**) as the authorized agency, of:
 - (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 Companies Act, 2013 (**"Act"**), to the Company at 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 LODR Regulations, is annexed herewith.**
6. **The relative explanatory statement, pursuant to section 102 of the Act, in respect of Item Nos. 3 and relating to the special business(es) to be transacted as mentioned in Item No. 4 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 General Circular No. 20/2020 dated May 05, 2020, the Notice calling the AGM and E-voting Instructions 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 and www.nseindia.com, respectively and on the website of KFin Technologies Limited (**"KFintech"/ "RTA"**) at <https://evoting.kfintech.com>

The AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.

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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. August 04, 2025. Members seeking to inspect such documents can send an email to the Company at compliance@samhi.co.in
11. The Directors' Report, Auditors' Report, and Audited Financial Statements for the financial year ended March 31, 2025, are annexed herewith.
12. The Notice of the AGM 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 a hard copy of the same. In order to receive copies of the Annual Report 2024-25 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 **Thursday, July 31, 2025 at 09:30 a.m. (IST) and ends on Sunday, August 03, 2025 at 05:00 p.m. (IST) -**
 - Members of the Company, holding shares as on the **cut-off date, i.e., Monday, July 28, 2025** 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. Monday, July 28, 2025, may obtain the login ID and password by sending an email to evoting@nsdl.com or 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.
- 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 Thursday, July 03, 2025 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 3 days 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 within 2 working days of the conclusion of the AGM. The Result will also be displayed at the Registered Office 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: July 03, 2025

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 Thursday, July 31, 2025 at 09:30 a.m. (IST) and ends on Sunday, August 03, 2025 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. Monday, July 28, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, Monday, July 28, 2025.

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

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

Step 1: Access to NSDL e-Voting system**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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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 & 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. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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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?**

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 use 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'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf

file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

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- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting 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 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 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

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.
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. 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.**

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- Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- 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:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.
- 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:

- 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**. 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.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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. The same will be replied by the Company suitably.
- 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: July 03, 2025

Place: Gurugram

Notice (Contd.)

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. Ajish Abraham Jacob (DIN: 08525069), 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)

Name of Director	Mr. Ajish Abraham Jacob
DIN	08525069
Type of directorship	Non-Executive Non-Independent Director
Original Date of Appointment on the Board	August 10, 2023
Age	41 years
Expertise in specific functional areas	Mr. Ajish Abraham Jacob has rich experience in the field of hospitality. He has previously worked with Albazie & Co. (RSM) and Ernst & Young, prior to joining Asiya Capital Investments Company K.S.C.P. He has been associated with Asiya Capital Investments Company K.S.C.P. since 2013 and is currently the Assistant Vice President – Investments.
Qualifications	He holds a bachelor's degree in commerce from the Mahatma Gandhi University, Kerala, and is a Certified Public Accountant from the State of Delaware, USA.
Experience	He has been associated with Asiya Capital Investments Company K.S.C.P. since 2013 and is currently the Assistant Vice President – Investments.
Terms & Conditions of re-appointment	In terms of Section 152(6) of the Act, Mr. Ajish Abraham Jacob, 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. However, he has waived off to receive the sitting fees.
Remuneration last drawn (FY 2025)	Not Applicable, as the Company did not pay remuneration to Non-Executive Director(s), except sitting fees for attending the board and committee meetings. However, he has waived off to receive the sitting fees.
Remuneration sought to be paid	Not Applicable, as the Company did not pay remuneration to Non-Executive Directors, except sitting fees for attending the board and committee meetings. However, he has waived off to receive the sitting fees.
Directorships held in other companies (excluding foreign companies)	Nil
Committee position held in other companies	Nil
Listed entities from which the Director has resigned in the past three years	None
No. of Board meetings attended during the year	06 (out of total 06 board meetings held during the financial year 2024-25)
No. of shares held in the listed entity, including shareholding as a beneficial owner	Nil
Disclosure of inter-se relationships between directors and key managerial personnel	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 approve the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No.: 001076N/ N500013) as the Statutory Auditors of the Company

The Members of the Company at the 12th Annual General Meeting held on December 22, 2022 had approved the re-appointment of M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/ W-100022), as the Statutory Auditors of the Company to hold office for a term of 03 (three) consecutive years from the conclusion of the said AGM till the conclusion of the 15th AGM to be held in the financial year 2025-26. Accordingly, M/s. BSR & Co. LLP, Chartered Accountants, would be completing their second term as Statutory Auditors at the ensuing AGM of the Company.

Since financial year 2024-25 was the last year of audit by the retiring Statutory Auditors, M/s. BSR & Co. LLP, Chartered Accountants, the exercise for selection of new statutory auditor was led by SAMHI finance team. They initiated discussions for the change of auditors with multiple firms (including M/s. S. R. Batliboi & Co. LLP, M/s. Deloitte Haskins & Sells LLP, M/s. Walker Chandiook & Co LLP, M/s. MSKA & Associates and others). Based on the meetings with the representative partners of aforementioned firms, a list of proposed statutory audit firms was prepared and presented to the Audit Committee. Out of the list of proposed firms, it was informed to the Audit Committee members that M/s. S. R. Batliboi & Co. LLP can't be appointed since they are the internal auditors for SAMHI Group. Further, there is a past history with the audit partner at M/s. Walker Chandiook & Co. LLP, Chartered Accountants since it used to be auditor for SAMHI Hotels before M/s. BSR & Co. LLP, Chartered Accountants. M/s. Walker Chandiook & Co. LLP, Chartered Accountants also has experience of ~ 90 years of audit in India, and they audit more than 100 listed entities in India. After deliberations and discussions with Audit Committee members, it was recommended that M/s. Walker Chandiook & Co LLP would be proposed as statutory auditor.

M/s. Walker Chandiook & Co. LLP have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013.

The Board of Directors of the Company at its meeting held on Thursday, July 03, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013), as Statutory Auditors of the Company in place of M/s. BSR & Co. LLP, the retiring Statutory Auditors. The proposed appointment is for a term of 05 (five) consecutive years from the conclusion of 15th AGM till the conclusion of

the 20th AGM, subject to the approval by the Shareholders at the ensuing AGM, on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

M/s. Walker Chandiook & Co. LLP was established on 01st January 1935 and converted to a Limited Liability Partnership Firm on 25th March 2014 and has a registered office at L-41, Connaught Circus, New Delhi - 110 001. The firm is registered with the Institute of Chartered Accountants of India ("ICAI") and empaneled on the Public Company Accounting Oversight Board ("PCAOB") and Comptroller & Auditor General of India ("CAG"). The firm provides professional services like auditing, taxation and management consultancy services to clients in India. The firm has 70 Partners and over 2,215 personnel operating from 15 cities [Bangalore, Chandigarh, Chennai, Delhi (2 offices including head office), Goa, Gurgaon, Hyderabad, Kolkata, Mumbai, Noida, Pune, Kochi, Dehradun and Ahmedabad]. The firm is one of the 04th largest audit firms in India with many marquee names as audit clients and many of them in the NSE Top 250. It is primarily engaged in providing audit and assurance services to its clients. It is amongst the largest and highly reputed audit firms in India and are auditors for several large companies including some of the top 100 listed entities in India.

Pursuant to Section 139 of the Act read with the Rules framed thereunder, the Company has received written consent from M/s. Walker Chandiook & Co. LLP and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act read with Rules framed thereunder. As required under the SEBI LODR Regulations, M/s. Walker Chandiook & Co. LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The proposed remuneration to be paid to the Auditors for the financial year 2025-26 is ~ ₹ 30 mn (Rupees Thirty Million Only). The said remuneration excludes applicable taxes and out-of-pocket expenses. The said remuneration is lower than the statutory fee paid to the retiring auditor (~ ₹ 43.66 mn).

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such a manner and to such an extent as may be mutually agreed with the Statutory Auditors.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

Notice (Contd.)

THE BELOW EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS(ES) AS SPECIFIED IN THE ITEMS OF THE ACCOMPANYING NOTICE**Item No. 4: To approve the appointment of M/s. T. Sharad & Associates, Company Secretaries (Firm Registration No.: UCN S2004DE845800 & Peer Review Certificate No. 1746/2022) as the Secretarial Auditors of the Company**

Pursuant to Regulation 24A of the SEBI LODR Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, it is mandated that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary, which shall be approved by the Members of the Company at the Annual General Meeting.

Thus, in compliance with Regulation 24A of the SEBI LODR Regulations and in terms of provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Board, at its meeting held on Thursday, July 03, 2025 considering various factors such as industry experience, technical skills, audit quality reports, etc., has proposed to the Members of the Company, the appointment of M/s. T. Sharad & Associates, Company Secretaries (Firm Registration No.: UCN S2004DE845800 & Peer Review Certificate No. 1746/2022), as Secretarial Auditors to conduct the Secretarial Audit for a term of 05 (five) consecutive years from the conclusion of 15th AGM till the conclusion of the 20th AGM, subject to the approval by the Shareholders at the ensuing AGM, on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors, from time to time.

M/s. T. Sharad & Associates, given their consent to be appointed as Secretarial Auditors of the Company confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/CIR/P/2024/185 dated December 31, 2024 and that they shall not render any restricted services stated therein to the Company, its subsidiary company(ies) to ensure independence and avoid conflict of interest.

M/s. T. Sharad & Associates, Company Secretaries, was set up in 2004 and has over 2 decades of successful track record of catering to corporate secretarial requirements of listed

companies, Public and Private companies, NBFCs, Section 8 companies, and Limited Liability Partnerships (LLPs). The firm renders various services such as Corporate Secretarial Services, Audits and Due Diligence of statutory compliances and Governance reviews, Compliance Certifications, Risk-Based Compliance Reviews, client representations, legal opinions, etc. The firm holds the 'Peer Review' certificate as issued by the Institute of Company Secretaries of India ('ICSI') and has been recognized for delivering quality, diligent, and veracious services in secretarial and governance matters.

The Board of Directors has approved a remuneration of ₹ 3.50 lakhs (Indian Rupees Three Lakh Fifty Thousand) for conducting the secretarial audit for the financial year 2024-25 plus applicable taxes and out-of-pocket expenses. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such a manner and to such an extent as may be mutually agreed with the Secretarial Auditors.

In addition to the Secretarial Audit, M/s. T. Sharad & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval of Members.

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: July 03, 2025

Place: Gurugram