SUNDAY PROPTECH LIMITED

NOTICE OF THE 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting (AGM) of the members of **Sunday Proptech Limited** *(Formerly known as Sunday Proptech Private Limited, OYO Financial and Technology Services Private Limited)* ("**the Company**") will be held through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**") on **Monday, September 14, 2026 at 05:00 P.M. (IST)**, to *inter alia*, consider and transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026 together with the Auditors' Report and Board's Reports thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the Auditors' Report thereon.

2. To appoint a Director in place of Mr. Vinod Sood (DIN: 00017525), who retires by rotation and being eligible, offer himself for reappointment.

3. To confirm the interim dividend of INR 0.064 per equity share of INR 1 each declared by the Board for the Financial Year 2025-26 and to declare a final dividend of INR 0.0062 per equity share for the Financial Year 2025-26.

SPECIAL BUSINESSES

4. **To appoint Ms. Sonia Gupta (DIN: 11574255) as a Non-Executive Director**.

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 Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Ms. Sonia Gupta (DIN: 11574255), who was appointed as an Additional Non-Executive Director of the Company with effect from March 30, 2026 and who holds office pursuant to the provisions of Section 161 of the Act, upto the next Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any director of the company be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any person, to give effect to the above resolution and for matters connected therewith or incidental thereto."

5. **To appoint Mr. Akshat Kumar Bartiya (DIN: 11004323) as a Non-Executive Director**.

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 Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Mr. Akshat Kumar Bartiya (DIN: 11004323), who was appointed as an Additional Non-Executive Director of the Company with effect from July 7, 2026 and who holds office pursuant to the provisions of Section 161 of the Act, upto the next Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-

Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any director of the company be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any person, to give effect to the above resolution and for matters connected therewith or incidental thereto."

By order of the Board of Directors
For **SUNDAY PROPTECH LIMITED**
(Formerly known as Sunday Proptech Private Limited, OYO Financial and Technology Services Private Limited)

Sd/-
Ishaan Sharma
Company Secretary
Mem No. A65147

Date: August 20, 2026
Place: Gurugram

NOTES:

(a) The Explanatory Statement under Section 102 of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder, setting out the material facts concerning the special business of this Notice of AGM, is annexed herewith.

(b) The Board of the Company are convening this AGM through VC or OAVM in terms of General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 2/2021 dated 13th January 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 2/2022 dated 5th May 2022, General Circular No. 10/2022 dated 28th December 2022, General Circular No. 9/2023 dated 25th September 2023, General Circular No. 9/2024 dated 19th September 2024 and General Circular No. 03/2025 dated 22nd September 2025 respectively, and all other relevant circular issued by Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**"), without the physical presence of the shareholders at a common venue.

(c) To comply with the applicable provisions of the Companies Act, 2013, the registered office of the Company, i.e., 44, 2nd Floor, Regal Building, Connaught Place, Central Delhi, Central Delhi, Delhi, India, 110001, will be considered as Deemed Venue.

(d) Pursuant to the provisions of Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf, and the proxy need not be a member of the Company. Members ' physical attendance has been dispensed since this AGM will be held through VC/OAVM (pursuant to the MCA Circulars). Accordingly, the facility for members to appoint proxies will not be available for the AGM. Hence, the map, proxy form and attendance slip are not annexed to this Notice pursuant to MCA Circulars.

(e) In case of joint holding, the members whose name appears as the first holder, in the order of names as per the company's register of members/ register of beneficial owners, will be entitled to vote at the AGM.

(f) The corporate members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM, participate, and cast their votes through an electronic voting system. A corporate member intending to appoint its authorised representative to attend the meeting in terms of Section 113 of the Act is requested to send the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting at notice@hotelssunday.com or physical copy at the registered office of the Company.

(g) In terms of Section 72 of the Act and the applicable provisions, the member(s) of the Company may nominate a person to whom the Shares held by them shall vest in the event of their death. The member(s) desirous of availing this facility may submit a nomination in the prescribed Form SH-13 to their respective Depository Participants (DP).

(h) The Notice of the AGM is being sent to all eligible members whose names appear in the register of members/ register of beneficial owners as on **August 14, 2026**. The notice will be sent on the email id of the members registered with their respective depositories unless any member has requested a physical copy of the AGM notice.

The members may note that AGM Notice will be available on the website of M/s. Central Depository Services (India) Limited (CDSL)., i.e. www.evotingindia.com.

Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Skyline Financial Services Pvt. Ltd through e-mail request on admin@skylinerta.com with a copy to notice@hotelssunday.com.

The applicable documents referred to in the Notice will be available for inspection by the members as per the applicable provision of the Act.

(i) If any assistance is required to use the technology before or during the AGM to access the AGM, the members may contact Skyline Financial Services Pvt. Ltd.

(j) The members attending the AGM through VC/ OAVM shall be counted to reckon the quorum under Section 103 of the Act as amended from time to time.

(k) The facility for an electronic voting system shall be made available at the AGM. The members attending the AGM as of the cut-off date shall be able to exercise their voting rights at the AGM. The instructions for voting by Members on the date of the AGM are provided in the subsequent paragraphs.

(l) The Company has fixed **September 7, 2026** as the **"cut-off date"** for voting at the AGM. The voting rights of the shareholders/ beneficial owners shall be reckoned on the shares they hold at the close of business hours on the cut-off date. A person who is not a member as of the cut-off date should treat the AGM notice for information purposes only.

In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting, such person may obtain the User ID and Password from RTA by e-mail request on admin@skylinerta.com with a copy to notice@hotelssunday.com.

(m) The Board of Directors have recommended a final dividend at the rate of INR 0.0062/- per equity share of face value of INR 1/- each fully paid up for the financial year ended March 31, 2026, subject to the approval of the Shareholders at the AGM. The final dividend for financial year 2025-26, once declared at the AGM, will be paid electronically through various online transfer modes on or before thirtieth day from the date of AGM to those Shareholders whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories at the close of business hours as on the Record Date. Shareholders may please note that **September 11, 2026**, is taken as the Record Date for the purpose of determining names of Shareholders eligible for the payment of final dividend.

(n) For the prescribed TDS rates for various categories, please refer to the Income Tax Act, 2025 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the DPs (if shares held in dematerialized form) and the Company/RTA (if shares held in physical form).

To avail exemption of TDS for FY 2026, Member are requested to email the tax exemption documents electronically **on or before September 19, 2026, by 11:59 p.m. (IST)** to admin@skylinerta.com and notice@hotelssunday.com. Members may also refer the email sent to their registered email address for more details on submission of exemption documents.

Category of Shareholder	Document**(s) to be submitted/ uploaded**
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	• Form 121 (erstwhile Form 15G or Form 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	• No Permanent Establishment Declaration • Beneficial Ownership Declaration • Tax Residency Certificate • Copy of electronically filed Form 41 (erstwhile Form 10F) • Any other document which may be required

*If PAN is incorrect/invalid/inoperative/not linked to Aadhar then tax will be deducted at higher rates and credit of TDS may not be available. [Section 397 of the Income Tax Act, 2025]

Members are requested to submit the latest Forms to avail exemption of TDS. The erstwhile Forms shall not be accepted for this purpose.

(o) To avoid delay in receipt of dividend, Shareholders are requested to intimate/update all changes pertaining to their bank details, e-mail address, power of attorney, change of name, change of address, contact details, etc. to their respective Depository Participants at the earliest.

(p) Shareholders may please note that bank particulars registered against their respective demat accounts will be used by the Company for payment of final dividend. Shareholders are requested to update their Electronic Bank Mandate through their respective Depository Participants in order to receive dividends in a timely manner. The Company/RTA cannot act on any request received directly from the Shareholders for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.

(q) Shareholders are requested to claim dividends that remain unclaimed. They may write to Company's RTA at admin@skylinerta.com / to the Company at its registered office or via e-mail at notice@hotelssunday.com

(r) The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), in respect of Director retiring by rotation at this AGM are provided in the **"Annexure-A"** to this Notice.

(s) The Board of Directors have appointed Mr. Devesh Vasisht (CP No.:13700/Mem. No. F8488), Managing Partner of DPV & Associates LLP as a scrutinizer to scrutinize/ certify that the voting process is being carried out fairly and transparently.

(t) The scrutinizer shall immediately, after the conclusion of electronic voting at the AGM, unblock the votes cast through e-voting and remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall submit, within three days from the date of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(u) The results declared along with the scrutinizer's report shall be placed on the Notice Board of the Company at its Registered Office and Corporate Office immediately after the Chairman or a person authorised by him in writing declares the result.

(v) Submission of questions or queries before AGM/registration of speakers:

The members seeking any information about the business matter to be placed at the AGM are requested to write to the Company latest by **August 26, 2026** through an e-mail at notice@hotelssunday.com. Such questions shall be taken up during the AGM for response by the Company. The members who would like to express their views or ask questions/queries during the AGM may register as speakers by sending their request along with their respective questions from their registered e-mail address mentioning their name, DP ID and client ID/ Folio no., No. of shares, PAN, mobile number at notice@hotelssunday.com latest by **August 26, 2026**. Those members who have registered as speakers will be allowed to express their views and ask questions during the AGM. The Company reserves the right to restrict the number of speakers and the speaking time depending upon the availability of time during the AGM.

(w) **VOTING THROUGH ELECTRONIC MEANS:**

- Pursuant to the provisions of Section 108 of the Act and rules made thereunder and the Secretarial Standard on General Meetings (SS-2), the Company is providing its members with e-voting (including remote e-voting) facilities.

The Company has appointed M/s. Central Depository Services (India) Limited (CDSL) as the agency for facilitating voting through electronic means. Members can cast their votes using the remote e-voting facility and e-voting at the AGM.

- The remote e-voting period begins on **Friday, September 11, 2026** at 9:00 AM (IST) and ends on **Sunday, September 13, 2026** at 5:00 PM (IST).

- Members whose names appear in the register of members/ beneficial owners as of the cut-off date may vote electronically using an e-voting/ remote e-voting facility.

- The members who have already casted their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

- The members are requested to join the AGM, through VC/ OAVM, 15 minutes before the scheduled time and only the members who have joined the AGM till 15 minutes after the scheduled time of the commencement of the AGM shall be counted to reckon the quorum of the AGM.

- The participation facility at the AGM through VC/ OAVM will be made available for 1,000 members on a first-come-first-served basis. However, the participation of members having significant stake (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, and Auditors can attend the AGM without restriction of first-come-first served basis.

- The voting right of members shall be in proportion to their equity share in the Company as of the cut-off date.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the multiple e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) <u>In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.</u>

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) 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 with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during

	the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	**Helpdesk details**
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
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; at notice@hotelssunday.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. Only those shareholders, who are 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 available during the AGM.

9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP).**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4&5

The Board of Directors of the Company, at its meetings held on **March 30, 2026** and **July 7, 2026**, respectively, appointed **Ms. Sonia Gupta (DIN: 11574255)** and **Mr. Akshat Kumar Bartiya (DIN: 11004323)** as Additional Directors (Non-Executive) of the Company with effect from their respective dates of appointment.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the aforesaid Additional Directors hold office up to the date of this Annual General Meeting and are eligible for appointment as Directors of the Company.

The Company has received from Ms. Sonia Gupta and Mr. Akshat Kumar Bartiya:

- their consent to act as Directors in Form DIR-2 pursuant to Section 152(5) of the Act;
- declarations in Form DIR-8 confirming that they are not disqualified from being appointed as Directors under Section 164 of the Act;
- disclosures of their interest in Form MBP-1 pursuant to Section 184(1) of the Act; and
- notices in writing under Section 160 of the Act proposing their candidature for the office of Director of the Company.

The Board is of the opinion that the appointment of Ms. Sonia Gupta and Mr. Akshat Kumar Bartiya as Non-Executive Directors would be in the best interests of the Company, considering their experience, expertise and the value they would bring to the Board.

The information and details of the proposed appointees, as required under the Secretarial Standard on General Meetings (SS-2), are provided in **Annexure A** to this Notice.

Except Ms. Sonia Gupta and Mr. Akshat Kumar Bartiya, being the proposed appointees, and their respective relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The Board of Directors recommends the resolutions set out at Item No. 4 & 5 of the Notice for approval by the Members as an Ordinary Resolutions.

Annexure A

Details required under Secretarial Standards- II are as follow:

Name of the Director	**Ms. Sonia Gupta**	**Mr. Akshat Kumar Bartiya**	**Mr. Vinod Sood**
DIN	11574255	11004323	00017525
Date of Birth	30 June 1979	21 January 1999	15 July 1962
Age (as on the date of AGM Notice)	47 Years	27 Years	64 Years
Qualification, Brief Resume/ Experience (Including expertise in specific functional area)	Qualified Chartered Accountant with professional experience of more than 20 years and expertise in finance, accounting, taxation, audit and related corporate matters	A graduate in Hotel Management with knowledge and exposure in the hospitality industry and hotel operations	Bachelor in engineering, Electrical and Electronics Engineering. He is the Co. Founder & Managing Director of Hughes Systique Corporation
Remuneration sought to be paid	Nil	Nil	Nil
Terms and Conditions of Appointment	Liable to retire by rotation.	Liable to retire by rotation.	Liable to retire by rotation.
Remuneration last drawn from the Company	Nil	Nil	Nil
Date of first appointment on the Board of Directors of the Company	March 30, 2026	July 7, 2026	December 13, 2021
Shareholding in the Company (as on the date of AGM Notice)	Nil	Nil	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None	None	None
Number of Board Meetings attended during FY 2025-26	Not Applicable	Not Applicable	6
Number of directorships held in other companies	1	1	5
Membership/Chairmanship of Committees of the Board of Directors of other companies	Nil	Nil	Nil