sunday

SUNDAY PROPTECH LIMITED

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 2nd Extraordinary General Meeting ("**EGM**") of the members of **Sunday Proptech Limited** *(Formerly known as Sunday Proptech Private Limited, OYO Financial and Technology Services Private Limited)* ("**the Company**") of Financial Year 2026-27 will be held through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**") on **Wednesday**, **August 19, 2026 at 05:00 PM (IST)**, to *inter alia*, consider and transact the following special businesses:

SPECIAL BUSINESSES:

1) TO INCREASE AND ALTER THE AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"**RESOLVED THAT** pursuant to Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force), other applicable provision of law and the relevant provisions of Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to increase and alter the Authorised Share Capital of the Company from INR 3,00,00,00,000/- (Indian Rupees Three Hundred Crore only), divided into 3,00,00,00,000/- (Three Hundred Crore) equity shares of INR 1/- (Indian Rupee One only) each, to INR 5,00,00,00,000/- (Indian Rupees Five Hundred Crore only), divided into 4,00,00,00,000 (Four Hundred Crore) equity shares of INR 1/- (Indian Rupee One only) each; 1,00,00,00,000 (One Hundred Crore) Series A Fully and Compulsory Convertible Cumulative Preference shares of INR 1/- (Indian Rupee One only) each;

RESOLVED FURTHER THAT pursuant to Section 4, 13 and other applicable provisions of the Companies Act, consent of the Shareholders be and is hereby accorded for altering and substituting the existing clause V of the Memorandum of Association of the Company by the following clause:

V. *The Authorised Share Capital of the Company is* INR 5,00,00,00,000/- (Indian Rupees Five Hundred Crore only) , divided into:

a) 4,00,00,00,000 (Four Hundred Crore) equity shares of INR 1/- (Indian Rupee One only) each.

b) 1,00,00,00,000 (One Hundred Crore) Series A Fully and Compulsory Convertible Cumulative Preference shares of INR 1/- (Indian Rupee One only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Company Secretary, Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all the required documents, applications and returns and all others acts which are required/necessary along with the filing of necessary E-form(s) with the Registrar of Companies."

2) TO CREATE, OFFER AND ISSUE SHARES ON A PRIVATE PLACEMENT BASIS

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and read with the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, the applicable provisions of the Foreign Exchange Management Act, 1999 and the relevant provisions of Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board to create, offer, and issue in one or more tranches, up to 55,55,55,555 (Fifty Five Crore Fifty Five Lakh Fifty Five Thousand Five Hundred and Fifty Five) shares of the Company, comprising Equity Shares of the face value of INR 1/- (Indian Rupee One only) each and/or Series A Fully and Compulsory Convertible Cumulative Preference Shares of face value of INR 1/- (Indian Rupee One only) each ("Series A CCCPS"), in such combination as may be determined by the Board (collectively, the "**Shares**"), for cash or for consideration other than cash, if any, at an issue price of INR 9/- per share (equity and/or CCCPS as the case may be), to identified persons (including any existing shareholder) as may be determined by the Board on a private placement basis (collectively, the "Proposed Issuance"); provided that the aggregate consideration to the Proposed Issuance shall not exceed INR 5,00,00,00,000/- (Indian Rupees Five Hundred Crore only).

RESOLVED FURTHER THAT pursuant to compliance of Section 42(6) of the Companies Act, 2013 and rules made thereunder, the aggregate amount of share application money received by the Company under this offer shall be kept in a separate bank account.

RESOLVED FURTHER THAT the Company record the name of the subscribers and maintain such record of private placement offer of the issued Shares in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be determined by the Board.

RESOLVED FURTHER THAT Equity Shares proposed to be issued through the Proposed Issuance shall rank *pari passu* with the existing Equity Shares of the Company in all aspects and the Series A CCCPS shall carry the rights and be subject to the terms set out in the explanatory statement to this Notice.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, and Company Secretary of the Company be and is hereby severally authorized to settle all questions or difficulties that may arise in regard to the issue, including amending or modifying any of the terms of such issue.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Chief Financial Officer, and Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all the required documents, applications and returns and all others acts which are required/necessary along with the filing of necessary E-form(s) with the Registrar of Companies."

3) <u>TO CONSIDER AND APPROVE THE BORROWING LIMITS</u>

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

"**RESOLVED THAT** in addition to the earlier resolution passed by the shareholders in extra-ordinary general meeting held February 13, 2026 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of members of the company be and is hereby accorded to the Board, to borrow any sum or sums of monies, including by way of loans, issuance of bonds, debentures or any other debt instruments, whether secured or unsecured, and whether denominated in Indian Rupees or any foreign currency, in such form, manner and upon such terms and conditions as the Board may deem fit, for an additional amount of INR 50,00,00,00,000 (Indian Rupees Five Thousand Crore Only) in addition to the limits approved by the shareholders extra-ordinary general meeting held February 13, 2026 and the limit provided under Section 180(1)(c) of the Companies Act, 2013, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Company Secretary, Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all the required documents, applications and returns and all others acts which are required/necessary along with the filing of necessary E-form(s) with the Registrar of Companies."

4) TO CONSIDER AND APPROVE FOR GIVING AUTHORISATION UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** in addition to the earlier resolution passed by the shareholders in extra-ordinary general meeting held February 13, 2026 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to Articles of Association of the Company, the consent of members of the company be and is hereby accorded to the Board to sell, lease, mortgage, hypothecate, pledge, charge or otherwise create any encumbrance (including providing a non-disposal undertaking), or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, whether present or future, movable or immovable, in such form, manner, and on such terms and conditions as the Board may deem fit and proper in the interest of the Company, in favour of any financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, security trustee/s, other bodies corporate and/or any other person(s) (hereinafter referred to as the "**Lending Agencies**"), for the purpose of securing the borrowings, financial assistance, credit facilities, loans or any other indebtedness, availed or to be availed by the Company and/ or its subsidiary(ies) for an additional amount of INR 50,00,00,00,000 (Indian Rupees Five Thousand Crore Only) in addition to the limits approved by the shareholders extra-ordinary general meeting held February 13, 2026, together with interest, costs, charges, expenses and other monies as may become due and payable in in connection therewith.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Company Secretary, Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all the required documents, applications and returns and all others acts which are required/necessary along with the filing of necessary E-form(s) with the Registrar of Companies."

5) TO CONSIDER AND APPROVE LIMITS OF INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEES AND SECURITIES

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

"**RESOLVED THAT** in addition to the earlier resolution passed by the shareholders in extra-ordinary general meeting held February 13, 2026 and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment, modification or re-enactment thereof for the time being in force) and such other approvals, consents, sanctions and permissions as may be necessary, the consent of members of the company be and is hereby accorded to the Board to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that the aggregate of such loans, investments and the amount of guarantees/securities to be made or given or provided by the Company, from time to time, in future, shall not exceed an amount of an additional amount of INR 50,00,00,00,000 (Indian Rupees Five Thousand Crore

Only) in addition to the limits approved by the shareholders extra-ordinary general meeting held February 13, 2026 and the limits prescribed under Section 186(2) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Company Secretary, Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all the required documents, applications and returns and all others acts which are required/necessary along with the filing of necessary E-form(s) with the Registrar of Companies."

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: July 28, 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 EGM, is annexed herewith.

(b) The Board of Directors of the Company are convening this EGM 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. 22/2020 dated 15th June 2020, General Circular No. 20/2021 dated 8th December 2021, General Circular No. 3/2022 dated 5th May 2022, General Circular No. 11/2022 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. 3/2025 dated 22nd September 2025 respectively, and all other relevant circular issued by the Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**"), without the physical presence of the members 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 EGM 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 EGM 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 EGM. 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 EGM.

(f) The corporate members are entitled to appoint authorised representatives to attend the EGM 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 EGM is being sent to all eligible members whose names appear in the register of members/ register of beneficial owners as on **July 24, 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 EGM notice.

The members may note that EGM 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 EGM to access the EGM, the members may contact Skyline Financial Services Pvt. Ltd.

(j) The members attending the EGM 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 EGM. The members attending the EGM as of the cut-off date shall be able to exercise their voting rights at the EGM. The instructions for voting by Members on the date of the EGM are provided in the subsequent paragraphs.

(l) The Company has fixed **August 12, 2026** as the **"cut-off date"** for voting at the EGM. 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 EGM notice for information purposes only.

In case a person has become a member of the Company after dispatch of the EGM 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 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.

(n) The scrutinizer shall immediately, after the conclusion of electronic voting at the EGM, 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 EGM, 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.

(o) 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.

(p) Submission of questions or queries before EGM/registration of speakers:

The members seeking any information about the business matter to be placed at the EGM are requested to write to the Company latest by **July 30, 2026** through an e-mail at notice@hotelssunday.com. Such questions shall be taken up during the EGM for response by the Company. The members who would like to express their views or ask questions/queries during the EGM 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 **July 30, 2026**. Those members who have registered as speakers will be allowed to express their views and ask questions during the

EGM. The Company reserves the right to restrict the number of speakers and the speaking time depending upon the availability of time during the EGM.

(q) **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 EGM.

- The remote e-voting period begins on **Sunday, August 16, 2026** at 9:00 AM (IST) and ends on **Tuesday, August 18, 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 EGM may also attend the EGM but shall not be entitled to cast their vote again at the EGM.

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

- The participation facility at the EGM 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 EGM 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) 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.

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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.

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 EGM 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 EGM.

9. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 EGM & 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. 1

TO INCREASE AND ALTER THE AUTHORISED SHARE CAPITAL OF THE COMPANY

To support the Company's present and future growth plans and to enable the Company to raise additional capital as and when required, it is considered expedient to enhance the authorised share capital of the Company.

At present, the authorised share capital of the Company is INR 3,00,00,00,000/- (Indian Rupees Three Hundred Crore only), divided into 3,00,00,00,000 (Three Hundred Crore), and issued, subscribed and paid up capital is INR 2,13,94,97,474/- (Indian Rupees Two Hundred and Thirteen Crore Ninety Four Lakh Ninety Seven Thousand Four Hundred And Seventy Four only), divided into 2,13,94,97,474 (Two Hundred and Thirteen Crore Ninety Four Lakh Ninety Seven Thousand Four Hundred And Seventy Four) equity shares of INR 1/- (Indian Rupee One only) each.

It is therefore proposed to increase the authorised share capital of the Company to INR 5,00,00,00,000/- (Indian Rupees Five Hundred Crore only), divided into 4,00,00,00,000 (Four Hundred Crore) equity shares of INR 1/- (Indian Rupee One only) each; 1,00,00,00,000 (One Hundred Crore) Series A Fully and Compulsory Convertible Cumulative Preference shares of INR 1/- (Indian Rupee One only) each.

The aforesaid alteration of the Authorised Share Capital will also require consequential amendment to the Capital Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the increase and alteration in the existing share capital of the Company requires the approval of the shareholders of the Company.

A copy of draft of proposed Memorandum of Association is enclosed with this Notice of EGM as "**Annexure-1**" for perusal by the shareholders.

The Board recommends the resolution as set out in **item no. 1** for approval by the shareholders as an **Ordinary Resolution**.

ITEM NO. 2

TO CREATE, OFFER AND ISSUE SHARES ON A PRIVATE PLACEMENT BASIS

The shareholders are informed that the Board of Directors of the Company ("**Board**") at their meeting held on July 27, 2026 , approved raising of funds aggregating up to INR 5,00,00,00,000 (Indian Rupees Five Hundred Crore only), in one or more tranches, by way of issuance of up to 55,55,55,555 (Fifty Five Crore Fifty Five Lakh Fifty Five Thousand Five Hundred and Fifty Five) shares of the Company, comprising Equity Shares of the face value of INR 1/- (Indian Rupee One only) each and/or Series A Fully and Compulsory Convertible Cumulative Preference Shares of the face value of INR 1/- (Indian Rupee One only) each ("Series A CCCPS"), in such combination as may be determined by the Board (collectively, the "Shares"), at an issue price of INR 9/- per Shares, for cash or for consideration other than cash, including any conversion of loan into equity, if any, to any identified person (including any existing shareholder) as may be determined by the Board on a private placement basis, subject to approval of shareholders; provided that the aggregate amount raised through the Shares shall not exceed INR 5,00,00,00,000 (Indian Rupees Five Hundred Crore only).

Pursuant to the provisions of Articles of Association of the Company, Section 42, Section 55, Section 62(1)(c) and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies

(Prospectus and Allotment of Securities) Rules, 2014, approval of the shareholders is required for the proposed issuance of Shares. Accordingly, the consent of the shareholders is being sought.

The relevant details of the proposed issuance of Shares and other material facts in connection thereto are provided hereunder:

1. **Date of passing of Board resolution:**

The Board of Directors of the Company at their meeting held on July 27, 2026

2. **Size of the proposed issue**:

Number of Shares to be issued	**Type of Shares**	**Nature of Shares**	**Nominal value of shares**	**Price per Security**	**Total amount sought to be raised**
Upto 55,55,55,555	Shares (including Equity Shares and/or Series A CCCPS)	Equity Shares and/or Preference Shares	INR 1	INR 9/-	Upto INR 5,00,00,00,000 (Indian Rupees Five Hundred Crore only)

3. **The object of the issuance:**

For general corporate purposes and other business-related activities, including, supporting the continued growth of the Company, supporting the Company's global expansion (including acquisitions) and enhanced business plan.

4. **Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of the Companies Act, 2013, relevant date is at least thirty days prior to the date of general meeting.

5. **The manner of issue:**

The offer is proposed to be made as a further issue of Shares on private placement basis in accordance with the provisions of Section 42, 55 and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), and Rule 9 & 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

6. **The class or classes of persons to whom the allotment is proposed to be made**

Individuals and/or Body Corporates as may be identified by the Board.

7. **The price at which the equity shares is proposed to be issued:**

The Shares are being offered at a price of INR 9/- per Shares.

8. **The basis on which the price of the equity shares has been arrived:**

The price of the Shares have been arrived on the basis of the valuation report procured by the Company on June 1, 2026 from registered valuer.

9. **Amount which the Company intends to raise by way of such shares:**

Up to INR 5,00,00,00,000 (Indian Rupees Five Hundred Crore only).

10. **Terms of issue:**

Not Applicable to the Equity Shares. The terms of the Series A CCCPS are set out below.

11. **The pre and post issue shareholding pattern of the Company:**

As per **Annexure-A.**

12. **Change in control, if any, in the Company that would occur consequent to the preferential offer/private placement:**

The allottees under the Proposed Issuance are to be identified by the Board. Depending on the identity of the allottees and the extent of subscription, the Proposed Issuance may result in a change in control of the Company.

13. **Number of persons to whom allotment on preferential/private basis have already been made during the year, in terms of number of securities as well as price:**

During the financial year 2026-27, following allotments of Equity Shares have been made:

a) On June 19, 2026, the Company has allotted 3,33,28,260 equity shares of INR 1 each at a premium of INR 4.75 per share to Incred Wealth and Investment Services Private Limited and RA Hospitality Holdings Co. Pte. Ltd

b) On July 1, 2026, the Company has allotted 4,10,40,346 equity shares of INR 1 each at a premium of INR 4.75 per share to Patient Capital Investments Pte. Ltd. and Redsprig Hospitality Holdings DMCC

c) On July 7, 2026, the Company has allotted 92,22,520 equity shares of INR 1 each at a premium of INR 4.75 per share to Incred Wealth and Investment Services Private Limited

No allotment of Series A CCCPS has been made during the financial year 2026-27.

14. **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:**

The Promoters, Directors and Key Managerial Personnel of the Company have not, as on the date of this Notice, indicated any intention to subscribe to the Shares proposed to be issued. The Investors hold pre-emptive rights under the shareholders agreement and may elect to subscribe in accordance with those rights.

15. **The proposed time within which the allotment shall be completed:**

Within 60 days from the receipt of share application money.

16. **The names of the proposed allottees and the percentage of post preferential offer/ private placement capital that may be held by them:**

Sl. No.	**Names of the proposed allottees**	**No. of shares**	**% holding post allotment**

1.	Individuals and/or Body Corporates as may be identified by the Board	Upto 55,55,55,555	~20.61% (on fully diluted basis)

17. **Details of Registered valuer who performed valuation:**

Name: CMA Subodh Kumar Sharma
Address: Office No. 210, 2nd Floor, D-288-89, Wadhwa Complex, Vikas Marg, Laxmi Nagar, Delhi - 110092

18. **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer** :

The Company has outstanding financial indebtedness owed to certain of its existing shareholders and lenders. The Board may, as part of the Proposed Issuance, determine to discharge all or part of such indebtedness by way of issue of Shares in lieu of repayment in cash, so as to strengthen the net worth of the Company, reduce its debt servicing obligations and improve its gearing.

Prior to any such allotment the Company shall obtain a certificate from a registered valuer confirming the value of the allotment proposed to be made for consideration other than cash together.

19. **Others:**

Principle terms of assets charged as securities: Not Applicable

20. **Terms of issue of the Series A CCCPS:**

The Series A CCCPS proposed to be issued under the Private Placement basis shall, *inter alia* have the following characteristics set out in the table below:

Terms of Series A CCCPS:

Sl.	Characteristics	Series A CCCPS
1.	Summary of Series A CCCPS	The terms mentioned herein are only a summary of the terms of the Series A CCCPS. Other terms as agreed to between holders of the Series A CCCPS and the Company shall be deemed to form part of the terms of the Series A CCCPS.
2.	Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	**Dividend:** The Series A CCCPS are issued at a dividend rate of 0.01% (Zero point Zero one percent) per annum (the **"Series A Preferential Dividend"**). The Series A Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year. The Series A CCCPS shall have priority with respect to repayment of capital vis-à-vis equity shares of the Company. The subscribers to Series A CCCPS shall be entitled to receive, prior to and in preference to any distribution of the proceeds of Liquidity

Sl.	Characteristics	Series A CCCPS
		Event to other Shareholders, the higher of the following amounts (**"Investor Preference Amount"**): i) Liquidation Proceeds pro-rata to their respective Equity Securities liquidated (upon conversion); or ii) An amount equal to the amount paid by the respective investors for subscription of their respective Equity Securities (on an as-if converted basis) liquidated pursuant to a Liquidity Event plus all due and unpaid dividends in respect of such Equity Securities. After the amounts above have been fully paid to the respective subscribers, any remaining amounts in the proceeds available for distribution to the Shareholders shall be distributed to the holders of Equity Shares pro-rata to their inter-se shareholding in the Company. **"Liquidity Event"** shall mean: i) Commencement of any proceedings for the voluntary winding up of the Company in accordance with the Companies Act, 2013 or the passing of an order of any court appointing a provisional liquidator or administrator in any other proceeding seeking the winding up of the Company or the liquidation of the Company; or ii) The consummation of a consolidation, merger, acquisition, reorganization, share exchange or other similar transaction (whether in one or a series of transactions) of the Company resulting in its Shareholders (immediately prior to such transaction), collectively, retaining less than a majority of the voting power of the Company or the surviving entity (or such entity's ultimate parent company) immediately following such transaction after giving effect to any conversion, exercise or exchange of any Equity Securities convertible into or exercisable or exchangeable for, such voting Equity Securities; or iii) Transfer, lease or license of any significant assets of the Company (including any Business related IP Rights of the Company) the value of which exceeds 25% (Twenty Five Percent) of total value of the Company's assets immediately prior to such transfer, lease or license. For the avoidance of doubt, the assets of the Company shall not be deemed to include the Equity Securities; or iv) Any change in the control of the Company.
3.	Participation in surplus fund	In addition to and after payment of the Series A Preferential Dividend, each Series A CCCPS would be entitled to participate pari passu in any cash or non cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a pro-rata, as-if-converted basis.
4.	Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	As stated in point No. 2 above

Sl.	Characteristics	Series A CCCPS
5.	Voting Rights	Subject to applicable law, the holders of the Series A CCCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the Company (including the holders of equity shares)
6.	Payment of dividend on cumulative or non-cumulative basis	The Series A Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year.
7.	Conversion into equity shares	a) Each Series A CCCPS may be converted into Equity Shares on a 1:1 basis at any time at the option of the holder of the Series A CCCPS. b) Subject to compliance with law, each Series A CCCPS shall automatically be converted into equity shares, at the conversion price then in effect, upon the earlier of (i) 1 (one) day prior to the expiry of 20 (twenty) years from the allotment date; or (ii) in connection with a IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law. c) The Series A CCCPS shall be converted into equity shares at the conversion price determined as provided herein in effect at the time of conversion ("Series A Conversion Price"). The Series A Conversion Price shall be Series A CCCPS subscription price. The Series A CCCPS subscription price shall be appropriately adjusted on for stock/share splits and consolidations, stock dividend/bonus shares, recapitalisations and other similar occurrences for the Series A CCCPS. d) No fractional equity shares shall be issued upon conversion of the Series A CCCPS. Any fractional entitlement shall be rounded down to the next lower whole equity share, and no cash or other compensation shall be paid in lieu of such fractional entitlement. The initial Series A Conversion Price shall be the Series A CCCPS Subscription Price.
8.	Redemption	The Series A CCCPS are not redeemable. In lieu of redemption, the Series A CCCPS shall be compulsorily convertible as per row 7 above.
9.	Anti- dilution	The holders of the Series A CCCPS shall be entitled to broad-based weighted average anti-dilution protection in relation to the Series A CCCPS in the event the Company issues any Equity Shares or securities convertible into Equity Shares at a price per Equity Share (on a Fully Diluted Basis) lower than the then applicable Series A Issue Price subject to the adjust(s). The adjusted Series A CCCPS Conversion Price (“**NCP**”) in each such instance will be calculated as follows:

Sl.	Characteristics	Series A CCCPS
		NCP = [OCP × (SO + SP)] / (SO + SAP), where: **OCP** = prevailing Series A CCCPS Conversion Price (before adjustment); **SO** = the aggregate of all the Equity Shares outstanding immediately prior to the dilutive issuance reckoned on a Fully Diluted Basis, on the assumption that all Equity Securities have converted into Equity Shares; **SP** = the total consideration received by the Company from the subscriber of the dilutive issuance divided by OCP; and **SAP** = Number of Equity Securities (on a Fully Diluted Basis) actually issued in the dilutive issuance. In the event that the Company undertakes any form of restructuring of its Share Capital, including but not limited to: (i) consolidation or sub-division or splitting up of its shares; (ii) issue of bonus shares; (iii) issue of shares in a scheme of arrangement (including amalgamation or demerger); (iv) reclassification of shares or variation of rights into other kinds of securities; and (v) issue of right shares (collectively, each such event, "**Capital Restructuring**"), the number of Equity Shares that each Series A CCCPS converts into and the Series A Conversion Price shall be adjusted accordingly in a manner that the holders of the Series A CCCPS receives such number of Equity Shares that the holders of Series A CCCPS would have been entitled to receive immediately after occurrence of any such Capital Restructuring had the conversion of Series A CCCPS occurred immediately prior to such Capital Restructuring. Notwithstanding anything contained herein, the rights attached to the Series A CCCPS, including those relating to conversion, adjustment of the Conversion Price, and payment of dividend, shall at all times be subject to the applicable provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the rules, regulations, notifications and directions issued thereunder, and any other applicable laws. In the event of any inconsistency between the terms of issue of the Series A CCCPS and the applicable law, the provisions of such applicable law shall prevail, and the rights of the holders of the Series A CCCPS shall be construed and implemented to the fullest extent permissible under such applicable law.

21. **Expected dilution in equity share capital upon conversion of preference shares:**

The issued equity share capital is expected to get diluted by ~20.61% on Fully Diluted Basis (FDB), upon conversion of preference shares. However, the dilution is subject to certain adjustments as per the terms of the issuance of the relevant preference shares, at the time of conversion of the preference shares of the Company.

The Board of Directors recommends the resolution(s) set out in item no. 2 of the Notice for approval by the shareholders as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

Item 3:

TO CONSIDER AND APPROVE THE BORROWING LIMITS

Pursuant to the provisions of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow monies where the monies to be borrowed, together with the monies already borrowed by the Company more than aggregate amount of the paid up capital of the company and its free reserves (apart from temporary loan obtained from the Company's bankers in the ordinary course of business) at any one time except with the consent of the members of the Company by way of special resolution.

Keeping in view the Company's existing and future financial requirements to support its business operations and for general corporate purposes, the Company may borrow any sum or sums of monies, including by way of loans, issuance of bonds, debentures or any other debt instruments, whether secured or unsecured, and whether denominated in Indian Rupees or any foreign currency, in such form, manner and upon such terms and conditions as the Board may deem fit, for an additional amount of INR 50,00,00,00,000 (Indian Rupees Five Thousand Crore Only) in addition to the limits approved by the shareholders extra-ordinary general meeting held February 13, 2026 and the limit provided under Section 180(1)(c) of the Companies Act, 2013, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The Board of Directors recommends the resolution(s) set out in item no. 3 of the Notice for approval by the shareholders as a **Special Resolution**.

None of the Directors of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item 4:

TO CONSIDER AND APPROVE FOR GIVING AUTHORISATION UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company except with the consent of the members by way of special resolution shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Company may borrow funds for general corporate purposes and for furtherance of its business from time to time and may sell, lease, mortgage, hypothecate, pledge, charge or otherwise create any encumbrance (including providing a non-disposal undertaking), or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, whether present or future, movable or immovable, in such form, manner, as the Board may deem fit and proper in the interest of the Company, in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, security trustee/s, other bodies corporate and/or any other person(s) (hereinafter referred to as the "**Lending Agencies**"), for the purpose of securing the borrowings, financial assistance, credit facilities, loans or any other indebtedness, availed or to be availed by the Company and/ or its subsidiary(ies) aggregating to a maximum amount for an additional amount of INR 50,00,00,00,000 (Indian Rupees Five Thousand Crore Only) in addition to the limits approved by the shareholders extra-ordinary general meeting held February 13, 2026, together with interest, costs, charges, expenses and other monies as may become due and payable in in connection therewith.

The Board of Directors recommends the resolution(s) set out in item no. 4 of the Notice for approval by the shareholders as a **Special Resolution**.

None of the Directors of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item 5:

TO CONSIDER AND APPROVE LIMITS OF INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEES AND SECURITIES

Pursuant to the provisions of Section 186 (2) of the Companies Act, 2013 ('the Act'), the Company can give loans, advances, guarantees or provide any security in connection with the loan:

- up to 60% of its paid-up share capital, free reserves and security premium account; or
- 100% of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 (3) of the Act, the Company can give loans and make investments exceeding the aforesaid limits, after taking prior approval of members by means of a Special Resolution passed at a General Meeting of the Company.

Keeping in view the anticipated business opportunities, expansion plans and long-term strategic objectives of the Company, it is proposed to enhance the limits for making loans, providing guarantees or securities, and making investments or acquisitions by way of subscription, purchase or otherwise in the securities of any body corporate or other entities. Accordingly, the approval of the Members is sought to authorise the Board of Directors to undertake such transactions up to an additional amount of INR 50,00,00,00,000 (Indian Rupees Five Thousand Crore only) in addition to the limits approved by the Members at the Extra-Ordinary General Meeting held on February 13, 2026, and the limits prescribed under Section 186(2) of the Companies Act, 2013.

The Board of Directors recommends the resolution(s) set out in item no. 5 of the Notice for approval by the shareholders as a **Special Resolution**.

None of the Directors of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Annexure-A									
Sl. No.	**Category**	**Pre-Issue**				**Post-Issue**			
		Equity		**Preference**		**Equity**		**Preference**	
		No. of Shares held	**% of share holding**	**No. of Shares held**	**% of share holding**	**No. of Shares held**	**% of share holding**	**No. of Shares held**	**% of share holding**
A	**Promoter's holding**								
1	Indian:								
	Individual (A)	-	-	-	-	-	-	-	-
	Bodies Corporate	63,92,00,000	29.88%	-	-	63,92,00,000	23.72%	-	-
	Sub-Total	**63,92,00,000**	**29.88%**	-	-	**63,92,00,000**	**23.72%**	-	-
2	Foreign Promoters (B)	-	-	-	-	-	-	-	-
	Sub-Total (A)	**63,92,00,000**	**29.88%**	-	-	**63,92,00,000**	**23.72%**	-	-
B	**Non- Promoter's holding:**								
1	Institutional Investors	-	-	-	-	-	-	-	-
2	Non- Institution Investors:	-	-	-	-	-	-	-	-
	Private Corporate Bodies	94,69,15,162	44.26%	-	-	1,50,24,70,717#	55.75%#	-	-
	Directors and Relatives	-	-	-	-	-	-	-	-
	Public	55,33,82,312	25.87%	-	-	55,33,82,312	20.53%	-	-
	Others [Including Non-resident Indians (NRIs)]	-	-	-	-	-	-	-	-
	Sub-Total (B)	1,50,02,97,474	70.12%	-	-	2,05,58,53,029	76.28%	-	-
	Grand Total (A+B)	**2,13,94,97,474**	**100.00%**	**-**	**-**	**2,69,50,53,029**	**100.00%**	**-**	**-**

*# the proposed shares have been reflected under the category **"Private Corporate Bodies" on fully diluted basis***