SUNDAY PROPTECH LIMITED
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 3rd 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 **Friday, December 4, 2026 at 05:30 PM (I.S.T.)**, to *inter alia*, consider and transact the following special business:

SPECIAL BUSINESS:

1) TO CREATE, OFFER AND ISSUE EQUITY 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 Sections 42, 62(1)(c) 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 read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, if applicable, 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 1,39,53,48,837 (One Hundred Thirty Nine Crore Fifty Three Lakh Forty Eight Thousand Eight Hundred and Thirty Seven) fully paid-up equity shares of the Company of face value of INR 1/- (Indian Rupee One only) each (the "**Equity Shares**"), for cash or for consideration other than cash, if any, at an issue price of INR 6.45/- (Indian Rupees Six and Paise Forty Five only) per Equity Share, including a premium of INR 5.45/- (Indian Rupees Five and Paise Forty Five only) per share, to such individual(s) or body corporate(s), whether resident in India or outside India (including any existing shareholder(s)), as may be identified and determined by the Board on a private placement basis (collectively, the "Proposed Issuance"); provided that the aggregate consideration for the Proposed Issuance shall not exceed ~INR 9,00,00,00,000/- (Indian Rupees Nine 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 Equity 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 respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to identify the investor(s) to whom the Shares shall be offered, determine the number of Equity Shares to be offered and allotted to each such investor in one or more tranches, record the names of such identified persons prior to the invitation to subscribe, issue the private placement offer cum application letter in Form PAS-4 to such identified persons and allot the Equity Shares within the timelines prescribed under the Companies Act, 2013; provided that any issue of Equity Shares to a person resident outside India shall be in compliance with the pricing guidelines, entry route, sectoral conditions and reporting requirements under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended.

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."

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: November 12, 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 **November 6, 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 **November 27, 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 **November 17, 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 **November 17, 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 **December 01, 2026** at 9:00 AM (IST) and ends on **December 03, 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 CREATE, OFFER AND ISSUE EQUITY SHARES ON A PRIVATE PLACEMENT BASIS

The shareholders are informed that the Board of Directors of the Company ("**Board**") at their meeting held on November 11, 2026 , approved raising of funds aggregating up to ~INR 9,00,00,00,000 (Indian Rupees Nine Hundred Crore only), in one or more tranches, by way of issuance of up to 1,39,53,48,837 (One Hundred Thirty Nine Crore Fifty Three Lakh Forty Eight Thousand Eight Hundred and Thirty Seven) fully paid-up equity shares of the Company of the face value of INR 1/- (Indian Rupee One only) each (the "Shares"), at an issue price of INR 6.45/- per Share (including a premium of INR 5.45/- per Share), for cash or for consideration other than cash, including any conversion of loan into equity, if any, to such individual(s) or body corporate(s), whether resident in India or outside India (including any existing shareholder(s)), as may be identified and 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 9,00,00,00,000 (Indian Rupees Nine Hundred Crore only).

Pursuant to the provisions of Articles of Association of the Company, Section 42, 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 November 11, 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 1,39,53,48,837	Equity Shares	Equity Shares	INR 1	INR 6.45/- (including premium of INR 5.45/-)	Upto ~INR 9,00,00,00,000 (Indian Rupees Nine 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 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 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**

Individual(s) and/or Body Corporate(s) 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 6.45/- per Share (including a premium of INR 5.45/- per Share).

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 November 12, 2026 from registered valuer**.**

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

Up to INR 9,00,00,00,000 (Indian Rupees Nine Hundred Crore only).

10. **Terms of issue:**

Not Applicable.

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 on preferential/private basis:

a) On June 19, 2026, the Company allotted 86,95,652 and 2,46,32,608 equity shares at an issue price of INR 5.75/- per equity share to InCred Wealth and Investment Services Private Limited and RA Hospitality Holdings Co. Pte. Ltd., respectively.

b) On July 1, 2026, the Company allotted 1,14,92,173 and 2,95,48,173 equity shares at an issue price of INR 5.75/- per equity share to Patient Capital Investments Pte. Ltd. and Redsprig Hospitality Holdings DMCC, respectively.

c) On July 8, 2026, the Company allotted 92,22,520 equity shares at an issue price of INR 5.75/- per equity share to InCred Wealth and Investment Services Private Limited.

d) On August 11, 2026, the Company allotted 6,34,78,260 equity shares at an issue price of INR 5.75/- per equity share to Tattva Valuers Private Limited.

e) On August 17, 2026, the Company allotted 2,34,78,260 equity shares at an issue price of INR 5.75/- per equity share to Tattva Valuers Private Limited.

f) On August 19, 2026, the Company allotted 1,45,13,219 equity shares at an issue price of INR 5.75/- per equity share to Tattva Valuers Private Limited.

g) On September 4, 2026, the Company allotted 16,11,12,000 equity shares at an issue price of INR 5.75/- per equity share to Patient Capital Investments Pte. Ltd.

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 1,39,53,48,837	~36.74% (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 Equity Shares may be issued for cash or for consideration other than cash. Consideration other than cash may include the acquisition of assets, properties, business undertakings or securities of other entities, or the settlement of amounts payable by the Company.

The issue price is based on the valuation report dated November 12, 2026 of the Registered Valuer. Where shares are allotted for consideration other than cash, that consideration will be valued by a Registered Valuer in accordance with applicable law.

19. **Others:**

Principle terms of assets charged as securities: Not Applicable

The Board of Directors recommends the resolution(s) set out in item no. 1 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.

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	-	-	-	-	-	-	-	-
	Sub-Total	-	-	-	-	-	-	-	-
2	Foreign Promoters (B)	-	-	-	-	-	-	-	-
	Sub-Total (A)	-	-	-	-	-	-	-	-
B	**Non- Promoter's holding:**								
1	Institutional Investors	-	-	-	-	-	-	-	-
2	Non- Institution Investors:	-	-	-	-	-	-	-	-
	Private Corporate Bodies	1,84,25,78,240	76.71%	-	-	3,23,79,27,077#	85.27%#	-	-
	Directors and Relatives	-	-	-	-	-	-	-	-
	Public	55,95,00,973	23.29%	-	-	55,95,00,973	14.73%	-	-
	Others [Including Non-resident Indians (NRIs)]	-	-	-	-	-	-	-	-
	Sub-Total (B)	2,40,20,79,213	100.00%	-	-	3,79,74,28,050	100.00%	-	-
	Grand Total (A+B)	**2,40,20,79,213**	**100.00%**	**-**	**-**	**3,79,74,28,050**	**100.00%**	**-**	**-**

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