NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EoGM) of the members of **Espire Hospitality Limited ("Company")** will be held on **Friday, August 7, 2026 at 10:00 A.M. ("IST")** at **"Country Inn Nature Resorts", Mehragoan, Bhimtal, Uttarakhand - 248179 ("Venue")** through Physical mode to transact the following businesses:

SPECIAL BUSINESSES:

1. **To Re-Appoint Mr. Dileep Kumar (DIN: 08242564) as an Independent Director;**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force), the applicable provisions of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"),** and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, **Mr. Dileep Kumar (DIN: 08242564),** who holds office as an Independent Director of the Company up to August 10, 2026, and who has submitted the necessary declarations confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act, the Rules made thereunder, and Regulation 16(1)(b) of the SEBI LODR Regulations, and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years, commencing from August 10, 2026 and ending on August 9, 2031 (both days inclusive), and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any director or/and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, to file the required ROC forms, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.**"**

By order of the board of Directors
For Espire Hospitality Limited

Sumeer Narain Mathur
Company Secretary & Compliance Officer
Membership No: FCS9042
Address: House No. B-803, dronagiri Apartment, Sector -11, Vasundhara, Ghaziabad - 201012
Place: Delhi
Date: 14/07/2026

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") and Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), setting out the material facts concerning the business to be transacted under Item Nos. 1 and 2 of this Notice, is annexed hereto and forms an integral part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FOURTY EIGHT HOUR BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) Members holding, in the aggregate, not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that such person shall not act as a proxy for any other Member.
4. If a person is appointed as a proxy by more than fifty Members, such proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the Meeting. In the event of failure to do so, only the first fifty proxies received by the Company shall be treated as valid.
5. The instrument appointing the proxy, duly completed and signed, must be deposited at the Registered Office of the Company, either in person or by post, not less than 48 hours before the commencement of the Meeting. The Proxy Form is enclosed with this Notice.
6. Proxies submitted on behalf of companies, societies, partnership firms or other bodies corporate must be supported by an appropriate Board Resolution, authority letter or other valid authorization, as applicable.
7. Corporate Members intending to authorize their representatives to attend and vote at the Extraordinary General Meeting ("EGM") pursuant to Sections 112 and 113 of the Companies Act, 2013 are requested to send a certified true copy of the Board Resolution/Authorization Letter to the Scrutinizer at loveneet.cs@gmail.com , with a copy marked to info@espirehospitality.com.
8. Members, Proxies and Authorized Representatives attending the EGM are requested to bring the duly completed Attendance Slip enclosed with this Notice.
9. Every member entitled to vote at the meeting or on any resolution to be moved shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged with the Company at

any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.

10. In line with the Ministry of Corporate Affairs (MCA) Circular, the Notice calling the EGM has been uploaded on the website of the Company at www.espirehospitality.com the Notice can also be accessed from the website of the Stock Exchange i.e. BSE India at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evoting.nsdl.com.
11. The Company has appointed **Mr. Loveneet Handa (FCS Membership No. 9055, COP No. 10753), Partner of M/s RSH & Associates, Practicing Company Secretaries, holding peer review certificate number 5475/2024, as scrutinizer** of the Company to scrutinize the voting process.
12. The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
13. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
14. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the company's registered office on all working days of the company, between 11.00 A.M. to before conclusion of the EGM.
15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available at the EGM and shall remain open and accessible to any person entitled to attend the Meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170(1) of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
17. Shareholders may please note that no gifts / gift coupons / cash in lieu of gift shall be distributed at the venue of the meeting.
18. In accordance with Clause 1.2.4 of the Secretarial Standard II, Route map giving directions to the venue is annexed at the end of the notice.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies Management and Administration) Rules, 2015, and Regulation 44 of Listing Regulations, the Company is pleased to provide Members with a facility to exercise their right to vote at the EGM by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL):

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- The remote e-voting period begins on **Tuesday, August 4, 2026 at 9.00 A.M.** and will end on **Thursday, August 6, 2026 at 5.00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **July 31, 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **July 31, 2026.**

- The Register of Members and Transfer Books of the Company will be closed from **Saturday August 1, 2026 to Friday August 7, 2026** (both days inclusive) for the purpose of EGM.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e. NSDL** and you will be redirected

	to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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 & New System Myeasi 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to loveneet.cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board

Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@espirehospitality.com..
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@espirehospitality.com.. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat account are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: To Re-Appoint Mr. Dileep Kumar (DIN: 08242564) as an Independent Director;

The current term of **Mr. Dileep Kumar (DIN: 08242564)** as a Non-Executive Independent Director of the Company is due to expire on August 10, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered his performance, skills, experience, knowledge, integrity and valuable contribution to the Board and its Committees, and has approved his re-appointment as a Non-Executive Independent Director of the Company for a second term of five (5) consecutive years, subject to the approval of the Members by way of a Special Resolution.

The Company has received from **Mr. Dileep Kumar (DIN: 08242564)**, all requisite disclosures, including (i) his consent to act as a Director, (ii) declaration confirming that he continues to meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 25 and 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (iii) confirmation that he is not disqualified from being appointed as a Director under Section 164 of the Act, and (iv) confirmation that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director.

In the opinion of the Board, **Mr. Dileep Kumar (DIN: 08242564)**, fulfils the conditions specified under the Act, the Rules made thereunder and the Listing Regulations for re-appointment as an Independent Director and continues to be independent of the management of the Company. The Board is also satisfied that he possesses the requisite integrity, expertise and experience and that his continued association would be of significant value to the Company.

Further, in accordance with Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years and shall be eligible for reappointment for a second term upon the passing of a special resolution by the shareholders of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved the reappointment of Mr. Dileep Kumar (DIN: 08242564) as an Independent Director of the Company for a second consecutive term, commencing from **August 10, 2026 till August 9, 2031 (both days inclusive),** subject to the approval of the Members by way of a Special Resolution.

The Board recommends the Special Resolution set out under Agenda Item No. 1 of the Notice convening the Extra-Ordinary General Meeting for the approval of the members.

A Brief Profile of the proposed appointee and Other Information as Required Under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-II Issued by The Institute of Company Secretaries of India is Provided as Under:

S. No.	Particulars	Details
1.	Brief Resume & expertise in specific functional areas Mr. Dileep is a Commerce Graduate and Chartered Accountant from The Institute of Chartered Accountants of India. He has a vast experience of 20 years in the field of financial management of the Company.	
2.	DIN	08242564
3.	Date of Birth	16/09/1979
4.	Age	46
5.	Original Date of Appointment on the Board of Directors	11/08/2021
6.	Qualification	Chartered Accountant
7.	Terms and conditions of Appointment or re-appointment	From 11.08.2021 to 10.08.2026
8.	Experience and expertise in specific functional areas, Job Profile and his suitability	Mr. Dileep is a Commerce Graduate and Chartered Accountant from The Institute of Chartered Accountants of India. He has a vast experience of 20 years in the field of financial management of the Company
9.	Remuneration to be paid	NIL, no sitting fees to be paid

10.	Remuneration last drawn by such person	N.A
11.	Shareholding in ESPIRE HOSPITALITY LIMITED	NIL
12.	Inter-se Relationship with other Directors / Key Managerial Personnel	Mr. Dileep Kumar is not related to any Director on the Board of the Company.
13.	Directorship, Membership / Chairmanship of Committees of other Board	Directors in 1. BRENTWOODS INTERNATIONAL LIMITED, 2. SARVAPRIYA INFRASTRUCTURE PRIVATE LIMITED, 3. CHERISH ESTATE DEVELOPERS PRIVATE LIMITED, 4. ESPIRE INFRASTRUCTURE CORPORATION PRIVATE LIMITED, 5. VINTI PROPERTIES PRIVATE LIMITED, 6. VAISHNAVI PROPERTIES PRIVATE LIMITED, 7. ALAKNANDA REAL ESTATE PRIVATE LIMITED, 8. SUBRAT PROPERTIES PRIVATE LIMITED,

		9. ESPIRE INFOSERVE PRIVATE LIMITED, 10. KYRGI CONSULTANCY PRIVATE LIMITED, 11. SAWANTWADI AGRI PRIVATE LIMITED, 12. AMPERSAND UNIVERSE PRIVATE LIMITED, 13. ARGANSHE MEDIA PRIVATE LIMITED, 14. BOSNIA CONSULTING PRIVATE LIMITED, 15. INNOVATIVE AGRONOMY PRIVATE LIMITED, 16. OVERCARE TRADING PRIVATE LIMITED, 17. ESS BEE REAL ESTATES PRIVATE LIMITED 18. RADCLIFFE EDUCATION PRIVATE LIMITED
14.	Listed companies (other than ESPIRE HOSPITALITY LIMITED) holding Directorship and committee membership.	No
15.	Date of First appointment on the Board	11/08/2021
16.	Number of Meetings of the Board attended during the year	2 board meetings are taken place in the current financial year and he has attended both of them

17.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Yes
18.	shareholding in the company	NO
19.	performance evaluation report of such Director or summary	He found satisfactory in all the required parameters.

Further, in compliance with BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated June 20, 2018, the Company has confirmed that **Mr. Dileep Kumar (DIN: 08242564),** is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other competent authority.

Except **Mr. Dileep Kumar (DIN: 08242564),** being the appointee, and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

By order of the board of Directors
For Espire Hospitality Limited

Sumeer Narain Mathur
Company Secretary & Compliance Officer
Membership No: FCS9042
Address: House No. B-803, dronagiri Apartment, Sector -11, Vasundhara, Ghaziabad - 201012

Place: Delhi
Date: 14/07/2026

Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name: Espire Hospitality Limited
CIN: L45202UR1991PLC000604
Registered Office: Shop No. 01 Country Inn, Nainital Mehragaon, Bhimtal, Uttarakhand -248179

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of ____________shares of the above-named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at **the Extra- Ordinary General Meeting** of the company, to be held on the **Friday, August 7, 2026 at 10:00 A.M**. at **"Country Inn Nature Resorts", Mehragaon, Bhimtal, Uttarakhand- 248179** and at any adjournment thereof respect of such resolutions as are indicated below:

Sl. No.	**Resolution**	**Vote**	
		For	**Against**
SPECIAL BUSINESS			
1.	**To Re-Appoint Mr. Dileep Kumar (DIN: 08242564) as an Independent Director;**		

Signed this _____day of _____2026

Affix Revenue Stamps

Revenue Stamp

Signature of Shareholder   Signature of Proxy holder   Signature of the shareholder

NOTES: The Proxy form in order to be effective should be duly completed and deposited at **“Country Inn Nature Resorts”, Mehragaon, Bhimtal, Uttarakhand- 248179** not less than 48 hours before the commencement of the Meeting**.**

ATTENDANCE SLIP
(To be handed over at the entrance of the meeting hall)

Extra Ordinary General Meeting of the company held on Friday, August 7, 2026 at 10:00 A.M

Full name of the members attending ____
(In block capitals)

Ledger Folio No. _______________________

No. of shares held: ___________________

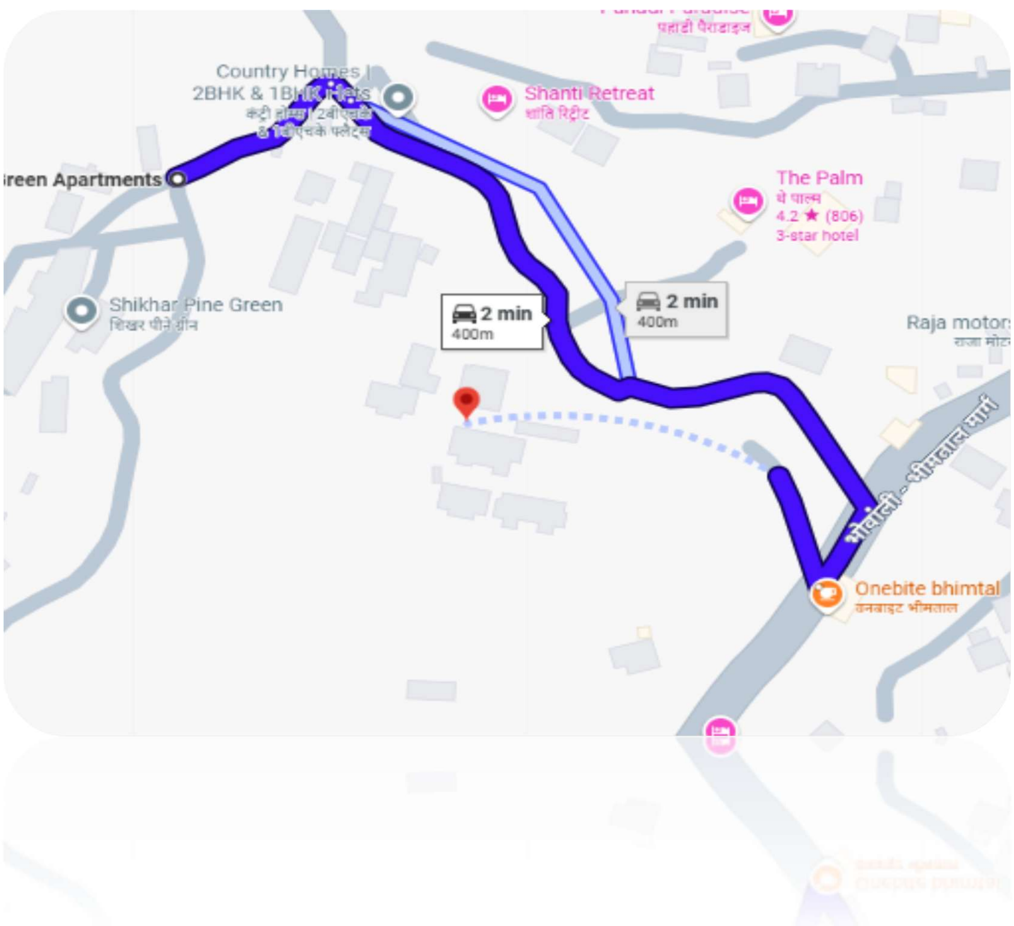
Name of Proxy _____________________________________
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the **Extra Ordinary General Meeting** of the company held on the **Friday, August 7, 2026 at 10:00 A.M** at **"Country Inn Nature Resorts", Mehragaon, Bhimtal, Uttarakhand- 248179.**

(Member's /Proxy's Signature)

espire
HOSPITALITY LIMITED

ROUTE MAP FOR EGM VENUE:
VENUE: - "COUNTRY INN NATURE RESORTS", MEHRAGAON, BHIMTAL, UTTARAKHAND- 248179



Espire Hospitality Limited
Registered Office: Shop No. 1, Country Inn Mehragaon, Bhimtal, Uttarakhand - 263132 | Corporate Office: A 41, Mohan Co-operative Industrial Estate, New Delhi - 110044
T: +91 11 7154 6500 | E: info@espirehospitality.com | W: www.espirehospitality.com | PAN: AACU0234B
CIN: L45202UR1991PLC000604