



To,

BSE Limited
Listing Department
Floor 25, P J Towers, Dalal Street,
Mumbai- 400 001

Scrip Code: 532016

Subject : Notice calling the Extra-Ordinary General Meeting scheduled to be held on Wednesday, February 26, 2025.

Dear Sir/ Madam,


Pursuant to Regulations 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulation") we are enclosing the Notice of Extra-Ordinary General Meeting ("EGM") along with the Explanatory Statement of the Company scheduled to be held on *Wednesday, February 26, 2025, at 10:30 AM.*

Further, in terms of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and in terms of Circulars issued by SEBI, the Company has fixed *Wednesday, February 19, 2025* as the cut-off date to determine the eligibility of the members to cast their vote by remote e-Voting. The remote e-voting period shall commence from Sunday, February 23, 2025, at 09:00 AM and will end on Tuesday, February 25, 2025, at 05:00 PM.

The attached Notice of EGM along with the Explanatory Statement is available on the Company's website <http://www.espirehospitality.com/>

This is for your information and records.
Thanking You,

Yours faithfully,
For Espire Hospitality Limited


Sumeer Narain Mathur
Company Secretary & Compliance Officer



Place: New Delhi
Date: February 04, 2025



Espire Hospitality Limited

Registered Office: Shop No. 1, Country Inn Mehraagaon, 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: AAACU0234B
CIN: L45202UR1991PLC000604

Notice of Extra-Ordinary General Meeting

Notice is hereby given that the (2024-25/01 Extra-Ordinary General Meeting ('EGM') of the Members of **Espire Hospitality Limited** ("Company") will be held on *Wednesday, February 26, 2025, at 10:30 AM* to transact the businesses as mentioned below.4

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at Country Inn Hotel & Resorts, Mehraoan, Bhimtal, Uttarakhand, 248179, which shall be the deemed venue of the EGM.

Special Business:

Issuance of Equity shares to the persons/entities belonging to the 'Promoter and Promoter Group and Public Category' on a Preferential Basis.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with BSE Limited, the stock exchange where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), *the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a Preferential basis up to 15,55,556 (Fifteen Lakh Fifty-Five Thousand Five Hundred and Fifty Six) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") for cash, at an issue price of Rs.225/- (Rupees Two Hundred and Twenty-Five Only) per Equity share (including a premium of Rs. 215/- per equity share), determined in accordance with the*



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NOTICE OF EGM

provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for an aggregate amount of up to Rs. 35,00,00,100/- (Rupees Thirty-Five Crores and One Hundred Only), on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the “Promoter and Promoter Group and Public Category” (“Proposed Allottees”) in the manner as follows:

#	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted (up to)
1	Mr. Rajiv Ambrish Agarwal	Non-Promoter	88,888
2	M/s Ashika Global Finance Private Limited	Non-Promoter	44,444
3	Mr. Abhishek Maheshbhai Shah	Non-Promoter	44,444
4	Mr. Ankit Khandelwal	Non-Promoter	15,000
5	M/s North Star Opportunities Fund Vcc-Bull Value Incorporated Vcc Sub Fund	Non-Promoter	3,11,111
6	Mr. Arpit Goel	Non-Promoter	18,667
7	Mr. Chetan Kajaria	Non-Promoter	18,222
8	Mr. Chetan Sabharwal	Non-Promoter	66,667
9	Mr. Divyansh Kapoor	Non-Promoter	22,223
10	Mr. Arnav Ghai	Non-Promoter	4,500
11	Mr. Vaibhav Ghai	Non-Promoter	4,500
12	Mr. Hemant Sachdev	Non-Promoter	18,225
13	M/S BSBK Engineers Private Limited	Non-Promoter	44,444
14	Mr. Mahesh Narayanan	Non-Promoter	22,222
15	Mr. Maneesh Mansingka	Non-Promoter	18,666
16	Ms. Namrata Goel	Non-Promoter	18,667
17	M/s Shubhalakshmi Polyesters Limited	Non-Promoter	44,444
18	Mr. Vishal Baid	Non-Promoter	18,666
19	Mr. Sanjay Natverlal Shah	Non-Promoter	44,444
20	Mr. Himanshu Singh Dabas	Non-Promoter	11,111
21	Ms. Vrinda Jain	Non-Promoter	23,000
22	Mr. Yash Ashok Bhosle	Non-Promoter	45,000
23	Mr. Aditya Khemka	Non-Promoter	18,222
24	Mr. Jatin Rasiklal Mansata	Non-Promoter	66,666
25	Mr. Manish Harshadrai Shah	Non-Promoter	22,222
26	Mr. Girish Paman Vanvari	Non-Promoter	23,000
27	Mr. Indresh Shah	Non-Promoter	44,444
28	Mr. Snehal Shah	Non-Promoter	44,444
29	Mr. Rajesh Kumar Gupta	Non-Promoter	55,670
30	Mr. Amit Rai	Promoter	3,33,333
TOTAL			15,55,556

NOTICE OF EGM

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the *Relevant Date* for determining the minimum issue price shall be **Monday, January 27, 2025**, being the date which is 30 days prior to the date of General Meeting of the Shareholders of the Company scheduled to be held on **Wednesday, February 26, 2025**.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- (a) The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- (d) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
- (e) The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- (f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- (h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.
- (i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.



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NOTICE OF EGM

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.



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NOTICE OF EGM

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

For Espire Hospitality Limited


Sumeer Narain Mathur
Company Secretary & Compliance Officer



Place: New Delhi
Date: February 04, 2025



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NOTICE OF EGM

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, 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 and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

1. Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being 19th February, 2025 or any proxy appointed by such registered member may attend and vote at the Extra Ordinary General Meeting as provided under the provisions of the Companies Act, 2013.
2. Electronic copy of the Notice of the aforesaid Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. The cut-off date is decided for the purpose of reckoning the number of shareholders eligible to receive notice of EGM is 31st January, 2024
3. **Voting Rights:** Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders
4. **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, read with Pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/ P/ 2020/ 242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, the Company is pleased to provide members facility to exercise their right to vote means and the business may be transacted through e- Voting Services provided by National Securities Depository Limited (NSDL).
5. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physical and e-voting, then votes cast through e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid. The “E-Voting “procedure along with the user id and password of each shareholder is annexed along with the proxy form at the end of the EGM Notice
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their



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NOTICE OF EGM

- Attendance Slips along with their copy of the Notice to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 9. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
 10. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 10:00A.M. and 2.00 P.M. up to the date of the Meeting.
 11. In line with the MCA Circular dated May 5, 2020 and January 13, 2021 and SEBI Circular dated May 12, 2020 and January 15, 2021 the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories and the same will also be available on the Company's website www.espirehospitality.com and on the websites of stock exchange www.bseindia.com. For any communication, the members may send requests to the Company's email Id cs@espirehospitality.com
 12. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
 13. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Skyline Financial Services Pvt Limited.
 14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
 15. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
 16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
 17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent, for consolidation into a single folio.
 18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the EGM Notice and other communication from the Company electronically.
 19. Mr. Nitesh Latwal, Practicing Company Secretary (Membership No. ACS32109), Partner PI& Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.



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NOTICE OF EGM

20. The Scrutinizer shall immediately after the conclusion of voting at the extra ordinary general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make , a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
21. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the equity shares of the Company are listed, within 02 working days of the conclusion of the Extra Ordinary General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.espirehospitality.com and on the website of NSDL.
22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, 26th February, 2025
23. The route map of the venue of the Meeting is attached at the end of the Notice for the EGM
A link to access the same is also mentioned here
<https://www.mappls.com/direction?places=29.268635,79.543516,Kathgodam,29.268635,79.543516;29.3677420000001,79.5425040000001,Hotel%2520Country%2520Inn%2520C%2520Bhowali%2520C%2520Bhimtal%2520Haldwani%2520Road%2520C%2520Mehraon%2520C%2520Nainital%2520C%2520Nainital%2520District%2520C%2520Uttarakhand%2520C%2520263136,29.368116,79.5418780000001&mode=driving®ion=ind>
24. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent - SLFSPL in case shares are held in physical form so that they can receive the EGM Notice and other communication from the Company electronically.
25. The Members desiring any information as regards to accounts are requested to write to the Company at an early date, so as to enable the Company to keep information ready.
26. Members may please note that no gifts will be distributed at the Meeting.
27. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the members during the EGM. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of EGM, i.e. 26th February, 2025. Members seeking to inspect such documents can send an email to cs@espirehospitality.com
28. In terms of Regulation 40(7) and 61(4) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy(ies) of their PAN card(s) for registration of transfer of shares Transferor and the Transferee(s) are requested to furnish copies of their PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the company/ Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities.



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NOTICE OF EGM

In case where PAN card is not available i.e. in case of residents of Sikkim, the identify proof shall be submitted for registration of such transfer of securities. SEBI vide Notification dated June 08, 2018 have conveyed amendment to Regulations 7 and 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which shall come into force from December 05, 2018. Accordingly, effective December 5, 2018 except in cases of transmission or transposition, transfer of securities of the Company cannot be processed unless the securities are held in dematerialized form with a depository. The implication of this amendment is, post December 05, 2018 equity shares of the Company which are held in physical form by some shareholders can be continued to be held by them in physical form, but cannot be further transferred by the Company or its R&T Agent except in case of transmission & transposition matters.

In view above, we request the shareholders holding shares in physical form to kindly dematerialize equity shareholding in EHL

General Instructions for Remote e-voting and e-voting during Extra Ordinary General Meeting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.

THE INSTRUCTIONS OF MEMBERS FOR REMOTE AND E-VOTING DURING EGM ARE AS UNDER:

1. The voting period begins from 9.00 A.M. (IST) February 23, 2025, and ends on 5.00 P.M. (IST) February 25, 2025. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. February 19, 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Vote once casted can't be changed subsequently.
2. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase



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NOTICE OF EGM

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 Notice 10 Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. 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.

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

The remote e-voting period begins on 23rd February, 2025 at 09:00 A.M. and ends on 25th February, 2025 at 17:00 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. 31st January, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th February, 2025 .

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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



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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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  



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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



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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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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 is in active status.
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 info@piassociates.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a at evoting@nsdl.com

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 cs@espirehospitality.com . If you are an Individual shareholders 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.



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3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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ESPIRE HOSPITALITY LIMITED

Regd. Office: Shop No. 01 Country Inn, Nainital, Mehraon Bhimtal, Uttarakhand,248179
CIN: L45202UR1991PLC000604; Website: www.espirehospitality.com

PROXY FORM (FORM NO. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L45202UR1991PLC000604
Name of the Company	Espire Hospitality Limited
Registered Office	Shop No. 01 Country Inn, Nainital, Mehraon 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 Espire Hospitality Limited shares of the above-named company, hereby appoint:

Name	
Address	
E-mail ID	
Signature	

Or failing him;

Name	
Address	
E-mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extraordinary general meeting of the Company, to be held on Wednesday, February 26, 2025, at Country Inn Bhimtal, Nainital, Mehraon Bhimtal, Uttarakhand-248179 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
SPECIAL BUSINESS			
1.	Issuance of Equity shares to the persons/entities belonging to the 'Promoter and Promoter Group and Public Category' on a Preferential Basis	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2025.

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Signature of Shareholder



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Notes:

1. *This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company.*
2. *A Proxy need not be a member of the Company.*
3. *Those Members who have multiple folios with different joint holders may use copies of the Proxy Form.*



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NOTICE OF EGM

ESPIRE HOSPITALITY LIMITED

Regd. Office: Shop No. 01 Country Inn, Nainital, Mehragaon Bhimtal, Uttarakhand, 248179
CIN: L45202UR1991PLC000604; Website: www.espirehospitality.com

Attendance Slip for the 1st Extraordinary General Meeting (2024-2025)
(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 1st Extraordinary General Meeting (2024-2025) of the Company on Wednesday, February, 2025, at Country Inn Hotel & Resorts, Nainital, Mehragaon Bhimtal, Uttarakhand-248179.

NAME (S) AND ADDRESS OF THE MEMBER(S) _____
Folio No./DP ID No. and Client ID No * _____
Number of Shares _____

Please ✓ (tick) in the Box

Member

Proxy

First / Sole Holder/ Proxy

Second Holder/ Proxy

.....TEAR HERE.....

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

The remote e-voting facility will be available during the following voting period:

Commencement of E-Voting	February 23, 2025, at 09:00 AM
End of E-Voting	February 25, 2025, at 05:00 PM

NOTES:

- I. The Cut-off date i.e., the record date) for the purpose of e-voting is February 19, 2025.
- II. Please read the relevant note to the notice of EGM carefully before voting electronically.

*Applicable only in case of investors holding shares in Electronic Form.



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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “Companies Act”), the following explanatory statement sets out all material facts relating to the *Special Business* mentioned in the accompanying Notice:

Issuance of Equity shares to the persons/entities belonging to the ‘Promoter and Promoter Group and Public Category’ on a Preferential Basis.

The *Special Resolution* contained in this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, **up to 15,55,556 (Fifteen Lakh Fifty-Five Thousand Five Hundred and Fifty-Six)** Equity Shares having face value of Rs. 10/- each (“Equity Shares”) of the Company, at an issue price of Rs. 225/- per Equity Shares, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating **up to Rs. 35,00,00,100/- (Rupees Thirty-Five Crore and One Hundred Only)**, to certain persons/entities belonging to “Promoter and Promoter Group and Public category”, on a preferential basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on *Wednesday, January 29, 2025*.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

The Company intends to utilize the Net proceeds raised through the issue of Equity Shares (“Issue Proceeds”) towards the following objects:

S. No.	Particulars	Estimated utilization of Net Proceeds	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1	For Capital expenditures towards development and enhancement of our Hotels.	100%	By March 31, 2026



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Schedule of Implementation and Deployment of Funds

This preferential issue is for Equity Shares and the Issue Proceeds for Equity Shares shall be received by the Company within a period of 15 days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals, and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements, as provided in detail in above table.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in deposits in scheduled commercial banks, government securities, money/debt market instruments as permitted under applicable laws.

II. Monitoring of Utilization of Funds

Given that the issue size does not exceed Rs.100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on *Wednesday, January 29, 2025*, had, subject to approval of the members of the Company ("**members**") and such other approvals as may be required, approved the issue of *up to 15,55,556 (Fifteen Lakh Fifty-Five Thousand Five Hundred and Fifty-Six) Equity Shares* having face value of Rs.10/- each of the Company to certain persons/entities belonging to "Promoter and Promoter Group and Public Category", at an issue price of *Rs.225/- (Rupees Two Hundred and Twenty-Five Only)* each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.



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IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except as follows, none of the promoters, directors, key management personnel, or senior management of the issuer intent to subscribe to the offer under this Resolution:

#	Name	Category	Number of Security
1	Mr. Amit Rai	Director	3,33,333

V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Promoter and Promoter Group and Public Category' is likely to be as follows:

Category	Pre-issue Shareholding Structure (1)		Equity Shares to be allotted	Post Issue Shareholding Structure (2)	
	No. of Shares	%		No. of Shares	%
(1) Indian					
(a) Individuals & HUF	1,00,00,000	74.07	3,33,333	1,03,33,333	68.63
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(1)	1,00,00,000	74.07	3,33,333	1,03,33,333	68.63
(2) Foreign promoters	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	1,00,00,000	74.07	3,33,333	1,03,33,333	68.63
B1) Institutional Investors	-	-	3,11,111	3,11,111	2.07
B2) Central Govt./State Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors					
Individuals	21,15,457	15.67	8,22,224	29,37,681	19.51
Non Resident Indians(NRIs)	81	-	-	81	-
Body Corporate	13,80,800	10.23	88,888	14,69,688	9.76
Any Other	4,062	0.03		4,062	0.03
Total Public Shareholding B=B1+B2+B3	35,00,400	25.93	12,22,223	47,22,623	31.37
C) Non-Promoter – Non-Public	-	-	-	-	-
Grand Total (A+B+C)	1,35,00,400	100	15,55,556	1,50,55,956	100

NOTICE OF EGM

Notes:

1. The pre-issue shareholding pattern is as on Friday, January 31, 2025.
2. Post-shareholding structure may change depending upon any other corporate action in between.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing this special resolutions. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable since the Company has not made the preferential issue of any Security during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No	Name of the Proposed Allotees	Category	Name of the Ultimate Beneficial Owner
1.	Mr. Rajiv Ambrish Agarwal	Non-Promoter	Not Applicable as allottee is a Natural Person
2.	M/s Ashika Global Finance Private Limited	Non-Promoter	Mr. Pawan Jain Mr. Daulat Jain Ms. Shashi Jain
3.	Mr. Abhishek Maheshbhai Shah	Non-Promoter	Not Applicable as allottee is a Natural Person
4.	Mr. Ankit Khandelwal	Non-Promoter	Not Applicable as allottee is a Natural Person
5.	M/s North Star Opportunities Fund Vcc-Bull Value Incorporated Vcc Sub Fund	Non-Promoter	Mr. Ali Baqer Issam
6.	Mr. Arpit Goel	Non-Promoter	Not Applicable as allottee is a Natural Person
7.	Mr. Chetan Kajaria	Non-Promoter	Not Applicable as allottee is a Natural Person
8.	Mr. Chetan Sabharwal	Non-Promoter	Not Applicable as allottee is a Natural Person
9.	Mr. Divyansh Kapoor	Non-Promoter	Not Applicable as allottee is a Natural Person
10.	Mr. Arnav Ghai	Non-Promoter	Not Applicable as allottee is a Natural Person
11.	Mr. Vaibhav Ghai	Non-Promoter	Not Applicable as allottee is a Natural Person
12.	Mr. Hemant Sachdev	Non-Promoter	Not Applicable as allottee is a Natural Person
13.	M/S BSBK Engineers Private Limited	Non-Promoter	Mr. Neera Gupta Mr. Ajay Kumar Gupta

NOTICE OF EGM

Sr. No	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
14.	Mr. Mahesh Narayanan	Non-Promoter	Not Applicable as allottee is a Natural Person
15.	Mr. Maneesh Mansingka	Non-Promoter	Not Applicable as allottee is a Natural Person
16.	Ms. Namrata Goel	Non-Promoter	Not Applicable as allottee is a Natural Person
17.	M/s Shubhalakshmi Polyesters Limited	Non-Promoter	Mr. Ajay Agarwal Mr. Bankesh Chandra Agarwal
18.	Mr. Vishal Baid	Non-Promoter	Not Applicable as allottee is a Natural Person
19.	Mr. Sanjay Natverlal Shah	Non-Promoter	Not Applicable as allottee is a Natural Person
20.	Mr. Himanshu Singh Dabas	Non-Promoter	Not Applicable as allottee is a Natural Person
21.	Ms. Vrinda Jain	Non-Promoter	Not Applicable as allottee is a Natural Person
22.	Mr. Yash Ashok Bhosle	Non-Promoter	Not Applicable as allottee is a Natural Person
23.	Mr. Aditya Khemka	Non-Promoter	Not Applicable as allottee is a Natural Person
24.	Mr. Jatin Rasiklal Mansata	Non-Promoter	Not Applicable as allottee is a Natural Person
25.	Mr. Manish Harshadrai Shah	Non-Promoter	Not Applicable as allottee is a Natural Person
26.	Mr. Girish Paman Vanvari	Non-Promoter	Not Applicable as allottee is a Natural Person
27.	Mr. Indresh Shah	Non-Promoter	Not Applicable as allottee is a Natural Person
28.	Mr. Snehal Shah	Non-Promoter	Not Applicable as allottee is a Natural Person
29.	Mr. Rajesh Kumar Gupta	Non-Promoter	Not Applicable as allottee is a Natural Person
30.	Mr. Amit Rai	Promoter Group	Not Applicable as allottee is a Natural Person

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding Structure #	
		No. of shares	%		No. of shares	%
1.	Mr. Rajiv Ambrish Agarwal	-	-	88,888	88,888	0.59
2.	M/s Ashika Global Finance Private Limited	-	-	44,444	44,444	0.30
3.	Mr. Abhishek Maheshbhai Shah	-	-	44,444	44,444	0.30
4.	Mr. Ankit Khandelwal	-	-	15,000	15,000	0.10
5.	M/s North Star Opportunities Fund Vcc-Bull Value Incorporated Vcc Sub Fund	-	-	3,11,111	3,11,111	2.07
6.	Mr. Arpit Goel	-	-	18,667	18,667	0.12
7.	Mr. Chetan Kajaria	-	-	18,222	18,222	0.12
8.	Mr. Chetan Sabharwal	-	-	66,667	66,667	0.44
9.	Mr. Divyansh Kapoor	-	-	22,223	22,223	0.15
10.	Mr. Arnav Ghai	-	-	4,500	4,500	0.03
11.	Mr. Vaibhav Ghai	-	-	4,500	4,500	0.03

NOTICE OF EGM

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding Structure #	
		No. of shares	%		No. of shares	%
12.	Mr. Hemant Sachdev	-	-	18,225	18,225	0.12
13.	M/S BSBK Engineers Private Limited	-	-	44,444	44,444	0.30
14.	Mr. Mahesh Narayanan	-	-	22,222	22,222	0.15
15.	Mr. Maneesh Mansingka	-	-	18,666	18,666	0.12
16.	Ms. Namrata Goel	-	-	18,667	18,667	0.12
17.	M/s.Shubhalakshmi Polyesters Limited	-	-	44,444	44,444	0.30
18.	Mr. Vishal Baid	-	-	18,666	18,666	0.12
19.	Mr. Sanjay Natverlal Shah	-	-	44,444	44,444	0.30
20.	Mr. Himanshu Singh Dabas	-	-	11,111	11,111	0.07
21.	Ms. Vrinda Jain	-	-	23,000	23,000	0.15
22.	Mr. Yash Ashok Bhosle	-	-	45,000	45,000	0.30
23.	Mr. Aditya Khemka	-	-	18,222	18,222	0.12
24.	Mr. Jatin Rasiklal Mansata	-	-	66,666	66,666	0.44
25.	Mr. Manish Harshadrai Shah	-	-	22,222	22,222	0.15
26.	Mr. Girish Paman Vanvari	-	-	23,000	23,000	0.15
27.	Mr. Indresh Shah	-	-	44,444	44,444	0.30
28.	Mr. Snehal Shah	-	-	44,444	44,444	0.30
29.	Mr. Rajesh Kumar Gupta	9,82,232	7.28	55,670	10,37,902	6.89
30.	Mr. Amit Rai	-	-	3,33,333	3,33,333	2.21

(#) These percentages may vary depending upon any other corporate action in between.

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

- Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:



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In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Monday, January 27, 2025, for the purpose of computation of the issue price of Equity Shares. The Equity shares of the Company are listed only on BSE Limited (“BSE”).

The shares of the Company are infrequently traded as per the provisions of SEBI ICDR Regulations. And in terms of the provisions of Regulation 165 of the SEBI ICDR Regulations, the minimum price of Rs. 200.94/-, has been determined by the Valuation Report issued by the Independent Registered Valuer through the Valuation Report, issued by M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV-E/02/2019/106). The said report is available on the website of the Company at www.espirehospitality.com.

The Board has approved the exercise price for the Preferential Issue of Equity Shares at Rs. 225/- (Rupees Two Hundred and Twenty Five Only).

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable



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XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No	Name of the Proposed Allotees	Current Status	Post Status
1.	Mr. Rajiv Ambrish Agarwal	Non-Promoter	Non-Promoter
2.	M/s Ashika Global Finance Private Limited	Non-Promoter	Non-Promoter
3.	Mr. Abhishek Maheshbhai Shah	Non-Promoter	Non-Promoter
4.	Mr. Ankit Khandelwal	Non-Promoter	Non-Promoter
5.	M/s North Star Opportunities Fund Vcc- Bull Value Incorporated Vcc Sub Fund	Non-Promoter	Non-Promoter
6.	Mr. Arpit Goel	Non-Promoter	Non-Promoter
7.	Mr. Chetan Kajaria	Non-Promoter	Non-Promoter
8.	Mr. Chetan Sabharwal	Non-Promoter	Non-Promoter
9.	Mr. Divyansh Kapoor	Non-Promoter	Non-Promoter
10.	Mr. Arnav Ghai	Non-Promoter	Non-Promoter
11.	Mr. Vaibhav Ghai	Non-Promoter	Non-Promoter
12.	Mr. Hemant Sachdev	Non-Promoter	Non-Promoter
13.	M/S BSBK Engineers Private Limited	Non-Promoter	Non-Promoter
14.	Mr. Mahesh Narayanan	Non-Promoter	Non-Promoter
15.	Mr. Maneesh Mansingka	Non-Promoter	Non-Promoter
16.	Ms. Namrata Goel	Non-Promoter	Non-Promoter
17.	M/s Shubhalakshmi Polyesters Limited	Non-Promoter	Non-Promoter
18.	Mr. Vishal Baid	Non-Promoter	Non-Promoter
19.	Mr. Sanjay Natverlal Shah	Non-Promoter	Non-Promoter
20.	Mr. Himanshu Singh Dabas	Non-Promoter	Non-Promoter
21.	Ms. Vrinda Jain	Non-Promoter	Non-Promoter
22.	Mr. Yash Ashok Bhosle	Non-Promoter	Non-Promoter
23.	Mr. Aditya Khemka	Non-Promoter	Non-Promoter
24.	Mr. Jatin Rasiklal Mansata	Non-Promoter	Non-Promoter
25.	Mr. Manish Harshadrai Shah	Non-Promoter	Non-Promoter
26.	Mr. Girish Paman Vanvari	Non-Promoter	Non-Promoter
27.	Mr. Indresh Shah	Non-Promoter	Non-Promoter
28.	Mr. Snehal Shah	Non-Promoter	Non-Promoter
29.	Mr. Rajesh Kumar Gupta	Non-Promoter	Non-Promoter
30.	Mr. Amit Rai	Promoter Group	Promoter Group

XVI. Practicing Company Secretary's Certificate:

Mr. Nitesh Latwal, Partner, M/s PI & Associates, Company Secretaries certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate shall be



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available for inspection by the members and the same may be accessed on the Company's website at the link: <http://www.espirehospitality.com/>.

XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

Except as provided below, none of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out in item no.1 of this Notice:

#	Name	Category	Number of Security
1	Amit Rai	Director	33,33,333

The Board of Directors recommends this resolutions of this notice for the issue of Equity shares, on a preferential basis, to the proposed allottees by way of Special Resolution.

For Espire Hospitality Limited


Sumeer Narain Mathur
Company Secretary & Compliance Officer



Place: New Delhi
Date: February 04, 2025



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