GRAND CONTINENT

NOTICE OF 15th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth (15th) Annual General Meeting (AGM) of the Members of GRAND CONTINENT HOTELS LIMITED (Formerly Known as Grand Continent Hotels Private Limited) ("the Company") will be held on 25th September 2026, Friday at 12.30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**
2. **TO REAPPOINT MRS. VITTAL VIDYA RAMESH (DIN: 02127241) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Vittal Vidya Ramesh (DIN: 02127241), Director, retires by rotation at this Annual General Meeting and, being eligible, has offered herself for re-appointment

Hence, the Board recommends her reappointment. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with rules thereunder as may be amended from time to time, the consent of the Members of the Company be, and is hereby accorded to the reappointment of Mrs. Vittal Vidya Ramesh (DIN: 02127241) as a director, who is liable to retire by rotation."

SPECIAL BUSINESS:

3. TO APPROVE THE ENHANCEMENT OF AGGREGATE BORROWING POWERS OF THE BOARD UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

To seek the consent of the Members, with or without modification(s), by way of the following Special Resolution.

"**RESOLVED THAT** in supersession of the Special Resolution passed by the shareholders of the Company at the 3rd Extraordinary General Meeting held on Saturday, 24th August, 2024 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for borrowing any sum or sums of money from time to time, from any one or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate or financial institutions whether by way of cash credit, advances or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties, whether movable or immovable, or all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total borrowings outstanding shall not at any time exceed **₹225 Crores (Rupees Two Hundred and Twenty Five Crores Only).**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/papers and agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorise any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may, in its absolute discretion, deem necessary, proper and fit to give effect to the aforesaid resolution."

4. TO APPROVE CREATION OF CHARGES, MORTGAGES AND HYPOTHECATION ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT in supersession of the Special Resolution passed by the shareholders of the Company at the 3rd Extraordinary General Meeting held on Saturday, 24th August, 2024, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to create such mortgages, charges and hypothecation, in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company, wheresoever situated, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as may be deemed fit, to or in favour of all or any of the financial institutions, banks, lenders, any other investing agencies or any other person(s)/bodies corporate to secure rupee/foreign currency loans and/or the issue of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/to be entered into by the Company in respect of the said Loans shall not, at any time, exceed the limit of **₹225 Crores (Rupees Two Hundred and Twenty Five Crores Only)** or such other higher limit as may be approved by the Members under Section 180(1)(c) of the Companies Act, 2013 from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers and agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorise any of its Committee(s), Director(s) or Officer(s) of the Company to do all such acts, deeds or things as it may, in its absolute discretion, deem necessary, proper and fit to give effect to the aforesaid resolution."

5 TO APPROVE FIXED REMUNERATION PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR A PERIOD OF THREE YEARS COMMENCING FROM APRIL 1, 2026

To approve the payment of fixed remuneration to the Non-Executive Directors of the Company and, in this regard, 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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Policy of the Company, and other applicable provisions, if any, consent of the Members be and is hereby accorded for payment of fixed remuneration to the Non-Executive Directors of the Company (whether existing or future), other than the Managing Director and Whole-time Director, for a period of three (3) years commencing from April 1, 2026, up to ₹5,00,000 (Rupees Five Lakh only) per annum per Director, payable at such periodicity as may be determined by the Board of Directors and on a pro-rata basis where the tenure of office is for part of a financial year.

RESOLVED FURTHER THAT the fixed remuneration by way of annual remuneration payable to all such Non-Executive Directors under this approval not exceeding one per cent (1%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 for any financial year and shall be in addition to the sitting fees and reimbursement of expenses payable for attending meetings of the Board of Directors and Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to determine the quantum of remuneration payable to each Non-Executive Director within the aforesaid limits and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution."

By order of the Board of Directors FOR,
GRAND CONTINENT HOTELS LIMITED
[Formerly Known as Grand Continent Hotels Private Limited]

UMA JHAWAR
Company Secretary & Compliance Officer

Registered Office:
S No. 245/1A/1B Venpursham Village,
Mamallapuram, Veeralapakkam,
Thiruporur, Chengalpattu, Tamil Nadu - 603110

Corporate Office:
Municipal No 3, 3rd Main Road,
K R Garden Kormangala, Koramangala VI Bk,
Bangalore, Bangalore South, Karnataka - 560095

Place: Bangalore
Date: 27.08.2026

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IMPORTANT NOTES

- The Ministry of Corporate Affairs ("MCA") has, vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), has permitted companies to hold Annual General Meetings ("AGMs") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue, subject to compliance with the conditions specified therein.

  In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations and the MCA Circulars, the 15th AGM of the Company is being held through VC / OAVM on 25th September 2026, Thursday at 12.30 P.M. IST .

  The deemed venue for the AGM shall be the registered office of the company where recording of proceedings shall have been taken place.

- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

- The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings, in respect of the Director seeking appointment/re-appointment at the AGM are furnished as part of this Notice. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM, is annexed to this Notice.

- Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting.

  The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to cs.amisha@gmail.com with copies marked to the Company cs@grandcontinenthotels.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.com.

- The Members may attend and participate in the AGM through the VC/OAVM facility provided by NSDL by following the instructions set out in this Notice. The facility for joining the AGM shall open 15 (Fifteen) minutes before the scheduled commencement of the Meeting and shall remain available up to 15 (Fifteen) minutes after the commencement of the Meeting. In accordance with the applicable MCA Circulars, participation through VC/OAVM shall be available on a first-come-first-served basis to up to 1,000 Members. However, this restriction shall not apply to Large Shareholders (Members holding 2% or more of the paid-up equity share capital of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors and other persons permitted to attend the AGM without such restriction under the applicable statutory provisions.

- Members participating through VC/OAVM shall be deemed to be present at the AGM for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- Since the AGM is being convened through VC/OAVM, the facility for appointment of proxies by the Members is not available for this AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

  In accordance with the MCA Circulars, the Notice of the AGM along with the Annual Report for the Financial

- Year 2025–26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Physical copies of the Notice of the AGM and the Annual Report for the Financial Year 2025–26 are being sent to those Members whose e-mail addresses are not registered with the Company/Depositories, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

  Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2025–26 are also available on the website of the Company at www.grandcontinenthotels.com, on the website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

- Members are requested to keep their e-mail addresses and other contact details updated with their respective Depository Participants to enable the Company to send all communications, including Notices, Annual Reports and other documents, electronically.

- Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@grandcontienthotels.com on or before 18th Septemeber 2026 so as to enable the management to keep the information ready.
  The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- Members holding shares in dematerialised form are requested to promptly notify any change in their address, bank account details, e-mail address, mobile number or other KYC particulars to their respective Depository Participants, as these details are maintained by the Depositories.

- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in this Notice shall be available for inspection by the Members in electronic mode from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents may send an e-mail request to cs@grandcontinenthotels.com.

- SEBI has mandated the submission of Permanent Account number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN details to their Depository Participants.

- Members are requested to address all correspondence relating to their shareholding, quoting their DP ID and Client ID, to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited, at the address mentioned below or through e-mail at **investor.helpdesk@in.mpms.mufg.com**. Members are also requested to promptly intimate any change in their address, bank account details, e-mail address, mobile number or other KYC particulars to their respective Depository Participants.

  Process and manner for members opting for voting through electronic means and participating at the Annual General Meeting through VC/OAVM:

  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, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India and the Ministry of Corporate Affairs General Circular No. 03/2025 dated 22nd September, 2025 read with the earlier MCA Circulars and the applicable SEBI Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating remote e-voting, e-voting during the AGM and participation in the AGM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"). Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their voting rights through the

- e-voting system made available during the AGM by NSDL.

- There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday 18th September 2026 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday 18th September 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

- The remote e-voting will commence on Tuesday 22nd September 2026 at 09.00 A.M. and ends on Thursday 24thSeptember , 2026 at 05.00 P.M.. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday 18th September 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

- Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

- The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. 18/09/2026

- The Company has appointed M/s. Amisha & co., Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

❖ **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Tuesday 22nd September 2026 at 09.00 A.M. and ends on Thursday 24th September , 2026 at05.00 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. Friday 18th September 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 _. Friday 18th September 2026.

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 and joining virtual meeting 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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	**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 use your existing my easi username & password.** **After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.** **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.** **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 or joining virtual meeting & voting during the meeting.

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

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

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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.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.**

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.**
2. **Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".**
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 cs.amisha@gmail.com 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 request to Ms.Prajakta Pawle 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 cs@grandcontinenthotels.com.
2. In case shares are held in demat mode, please provide DPD-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@grandcontinenthotels.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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.
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.

❖ THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1) The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2) Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3) Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

❖ INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2) Members are encouraged to join the Meeting through Laptops for better experience.
3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@grandcontinenthotels.com). The same will be replied by the company suitably. The shareholders who do not wish to speak during the AGM but have queries may send their queries 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@grandcontinenthotels.com. These queries will be replied to by the company suitably by email.
6) The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
7) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such
8) Shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

GRAND CONTINENT

Company	**GRAND CONTINENT HOTELS LIMITED** New S. No. 245/1A/1B, Venpurusham Village, Mamallapuram Veeralapakkam, Thiruporur, Chengalpattu Tamil Nadu – 603110 **Tel No.**+ 8041656491 **Email:** cs@grandcontinenthotels.com ; **Web: www.grandcontinenthotels.com**
Registrar and Transfer Agent	**MUFG Intime India Private Limited** C-101,Embassy 247, LBS.Marg, Vikhroli (West),MUMBAI - 400083 **E-mail:** mumbai@in.mpms.mufg.com; **Website:** www.mmps.mufg.com **Tel no**. +1800 1020 878
e-Voting Agency & VC / OAVM	**Email:** evoting@nsdl.com. NSDL help desk 1800-222-990
Scrutinizer	**M/s Amisha & Co.** Practicing Company Secretaries Email: cs.amisha@gmail.com

Registered Office:
S No. 245/1A/1B Venpursham Village,
Mamallapuram, Veeralapakkam,
Thiruporur, Chengalpattu, Tamil Nadu - 603110

Corporate Office:
Municipal No 3, 3rd Main Road,
K R Garden Kormangala, Koramangala VI Bk,
Bangalore, Bangalore South, Karnataka - 560095

Place: Bangalore
Date: 27.08.2026

By order of the Board of Directors FOR,
GRAND CONTINENT HOTELS LIMITED
[Formerly Known as Grand Continent Hotels Private Limited]

UMA JHAWAR
Company Secretary & Compliance Officer

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the Special Business contained in the accompanying Notice.

ITEM NO. 3: TO APPROVE THE ENHANCEMENT OF AGGREGATE BORROWING POWERS OF THE BOARD UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

To meet its growing business requirements, expansion plans and long-term strategic objectives, the Company may need to raise additional funds from time to time. Accordingly, the Company may avail financial assistance from banks, financial institutions, lending institutions, bodies corporate or such other persons or entities as may be considered appropriate.
Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors is required to obtain the approval of the Members by way of a Special Resolution where the amount proposed to be borrowed, together with the amounts already borrowed by the Company, exceeds the aggregate of its paid-up share capital, free reserves and securities premium, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The Members of the Company, at the 3rd Extraordinary General Meeting for the Financial Year 2024-25 held on Saturday, 24th August 2024, had approved a borrowing limit of up to ₹75 Crores under Section 180(1)(c) of the Act.
Considering the growth in the Company's business and its proposed expansion plans, it is now proposed to increase the borrowing limit under Section 180(1)(c) of the Act from ₹75 Crores to ₹225 Crores (Rupees Two Hundred and Twenty-Five Crores Only). The proposed increase will provide the Company with greater financial flexibility to meet its funding requirements and support its business and expansion plans.

The Board considers the proposed increase in the borrowing limit to be in the interest of the Company and recommends the Special Resolution set out at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 4: TO APPROVE CREATION OF CHARGES, MORTGAGES AND HYPOTHECATION ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013.

In order to secure the borrowings made by the Company from the lenders, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company in favour of the lenders. In terms of the provisions of Section 180(1)(a) read with other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, consent of the Shareholders of the Company by way of a Special Resolution is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or undertakings of the Company.

The Members of the Company had, at the 3rd Extraordinary General Meeting for the Financial Year 2024-25 held on Saturday, 24th August 2024, approved creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 for an amount up to ₹75 Crores (Rupees Seventy-Five Crores Only). In view of the increase in the borrowing limit under Section 180(1)(c) of the Act and the requirements under Section 180(1)(a) of the Act, approval of the Members is sought by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security on the assets of the Company up to **₹225 Crores (Rupees Two Hundred and Twenty Five Crores Only)**, if and when necessary.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 for approval by the Members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the said Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 5: TO APPROVE FIXED REMUNERATION PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR A PERIOD OF THREE YEARS COMMENCING FROM APRIL 1, 2026.

Pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and in accordance with the Nomination and Remuneration Policy of the Company, the Company may pay remuneration to its Non-Executive Directors within the limits approved by the Members and subject to the applicable provisions of the Act and the SEBI Listing Regulations.
The Company recognises the growing complexity of the regulatory and business environment in which it operates and the correspondingly greater time, expertise and strategic engagement required from its Non-Executive Directors. Their contribution extends well beyond periodic Board and Committee attendance, encompassing rigorous oversight of the Company's affairs, informed strategic counsel to the management, independent judgment on key matters, robust governance stewardship, effective monitoring of risks and compliance, and active participation in critical Committee functions, thereby safeguarding stakeholder interests and contributing to the Company's long-term sustainable value creation.

In today's dynamic corporate landscape, sound governance is not merely a compliance obligation but a strategic imperative. Independent and experienced Directors play a pivotal role in strengthening Board effectiveness, exercising objective judgment and providing the management with the guidance necessary to navigate emerging risks and opportunities. In view of these significant responsibilities, and the expertise, independence and industry insight required from the Non-Executive Directors, the Company considers it appropriate to align the remuneration structure with the roles they undertake and the value they bring to the Board. This revised remuneration structure is intended to enable the Company to attract, motivate and retain individuals of the highest calibre and thereby strengthen the effectiveness and independence of its governance framework.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 12th August 2026, has approved, subject to the approval of the Members, the payment of fixed remuneration to the Non-Executive Directors of the Company, whether existing or appointed in the future, in addition to the sitting fees payable for attending meetings of the Board and Committees thereof.

Accordingly, approval of the Members is sought for payment of fixed remuneration of up to ₹5,00,000 (Rupees Five Lakh Only) per annum to each Non-Executive Director for a period of three (3) years commencing from April 1, 2026. Such remuneration shall be payable at such periodicity as may be determined by the Board of Directors and shall, in aggregate, be within the overall limit of 1% of the net profits of the Company computed in accordance with Section 198 of the Act for each financial year during the said period, subject to the Company achieving the budgeted profits for the respective financial years.

The Board of Directors shall determine the manner and proportion in which such remuneration is payable to each Non-Executive Director, taking into consideration their respective roles, responsibilities, contribution and other relevant factors. Where a Director holds office for only part of a financial year, the remuneration payable to such Director shall be calculated on a pro-rata basis.

The Board of Directors shall be authorised to determine and revise, from time to time, the remuneration payable to each Non-Executive Director within the aforesaid limits, based on the recommendation of the Nomination and Remuneration Committee and having regard to the roles and responsibilities of the Directors, their contribution to the affairs of the Company and such other factors as may be considered relevant.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Except the Non-Executive Directors of the Company and their relatives, to the extent of their respective interest in the proposed remuneration, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution.