

Apeejay Surrendra Park Hotels Limited

CIN: L85110WB1987PLC222139

Registered Office: 17 Park Street, Kolkata - 700 016, India

Corporate Office: The Park Hotels, N-80, Connaught Place, New Delhi - 110 001, India

Telephone: 033 2249 9000 **Fax:** 033 2249 4000

E-mail: investorrelations@asphl.in **Website:** www.theparkhotels.com

Notice of Annual General Meeting

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting ("AGM") of the members of Apeejay Surrendra Park Hotels Limited (the "Company") will be held on **Friday**, September 26, 2025 at 4:30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSSES

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the reports of Board of Directors and Auditors thereon

"Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted.

Resolved further that the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the report of Auditors thereon, be and are hereby received, considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31, 2025

"Resolved that dividend at the rate of ₹ 0.50 (i.e. 50%) per equity share, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025."

3. To re-appoint Ms. Priya Paul as a Director, liable to retire by rotation

"Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Priya Paul (DIN: 00051215), Whole Time Director who retires by

rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSSES

4. To appoint Secretarial Auditors of the Company

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force] and other applicable circulars, guidelines etc. issued in this regard, and based on the recommendation and approval of the Audit & Risk Management Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint M/s Sushil Tiwari & Associates, Practicing Company Secretary as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from FY 2025-26 to FY 2029-30, on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit & Risk Management Committee from time to time.

Resolved further that the Board of Directors (which term shall include any committee of the Board authorised in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

5. To approve remuneration of Mr. Karan Paul, Non-Executive Director of the Company

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

“Resolved that pursuant to the provisions of 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made thereunder, [including statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17(6)(ca) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendation of the Board of Directors (hereafter referred to as the “Board”) and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded to pay remuneration by way of consultancy fees to Mr. Karan Paul, Non-Executive Director of the Company, for a period of one year commencing from April 01, 2025 to March 31, 2026, amounting to ₹ 19 Million plus performance incentive subject to a maximum amount of ₹ 40 Million per annum in addition to fees for attending the meetings of the Board and Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings paid/ payable to him as a Non-executive Director of the Company,

notwithstanding that such remuneration to Mr. Karan Paul (in aggregate) exceed 50% of the total annual remuneration paid/ payable to all Non-Executive Directors during the Financial Year 2025-26.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of fee/ remuneration to Mr. Karan Paul and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolutions.”

By order of the Board
For **Apeejay Surrendra Park Hotels Limited**

Sd/-
Shalini Keshan
Company Secretary & Compliance Officer
Membership No.: 14897
Address: 17, Park Street, Kolkata,
West Bengal – 700 016 (IN)

Registered Office:
17, Park Street, Kolkata,
West Bengal, India, 700 016
CIN: L85110WB1987PLC222139
E-mail id: investorrelations@asphl.in

Place: Kolkata
Date: May 26, 2025

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NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant Rules made thereunder, setting out the material facts and reasons, in respect of Item No. 4 and 5 of this Notice of AGM ('Notice'), is annexed herewith.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and other applicable circulars issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Securities Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/ HO/CFD/CMD2/ CIRJP/2021/11 dated January 15, 2021 Circular No. SEBI/HO/CFD/CMD2/CIRIP/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/POD-2/P/ CIR/2023/4 dated January 3, 2023, Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") has permitted the holding of the AGMs through Video Conferencing ("VC")/ Other Audio-Visual means ("OAVM"), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 read with the relevant Rules made thereunder ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. The Company has appointed MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company to provide the VC/ OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM, forms part of this Notice.
4. Since the AGM is being held through VC/ OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for

appointment of proxies by Members is not available, as provided in the MCA Circulars and SEBI Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.

DISPATCH OF INTEGRATED REPORT & NOTICE AND REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF INTEGRATED REPORT & NOTICE

5. In accordance with the MCA Circulars read with the SEBI Circular:
 - a) Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent in electronic mode only to the Members whose email addresses are registered with the Company/ Depository Participants ('DPs')/ Depository/ Registrar. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form, and with MUFG Intime India Private Limited ('MUFG Intime'), Registrar and Share Transfer Agent of the Company, in case the shares are held in physical form.
 - b) Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Integrated Report, are requested to get their email addresses and mobile numbers registered with MUFG Intime, by following the guidelines mentioned below.
 - c) The Company will also send a physical communication to the Members whose email addresses are not updated in the records, which contains the exact link and a QR code of the Company's website to access the Notice, Integrated Annual Report for FY 2024-25 and other relevant documents. The Company in the aforesaid physical communication, will request the Members to get their email addresses and mobile numbers registered, by following the guidelines mentioned therein. Detailed guidelines in this regard, are also given below:

Guidelines to register email address:

- i. The Members holding shares in physical mode are hereby notified that pursuant to applicable SEBI Circular(s) all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to

avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 is available on the website of MUFG Intime <https://web.in.mpms.mufg.com/KYC-downloads.html> and detailed FAQs on the same are also available on the website of MUFG Intime: <https://web.in.mpms.mufg.com/faq.html>.

- ii. For updating the email ids and mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.
 - iii. The Company through MUFG Intime will send the Notice, Integrated Report, and the e-voting instructions along with the User ID and Password to the email address given by the Members.
 - iv. In case of queries, members are requested to write to rnt.helpdesk@in.mpms.mufg.com or call at the toll-free number 1800 1020 878.
 - v. In order to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual Reports, Notice of General Meetings and other shareholders' communications.
 - vi. In case of queries with respect to the aforesaid process, members are requested to write to rnt.helpdesk@in.mpms.mufg.com or call at the toll free number 1800 1020 878.
6. The notice of AGM along with Annual Report will be sent to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, August 29, 2025.
 7. The Notice and the Annual Report have also been uploaded on the website of the Company (<https://www.theparkhotels.com>), MUFG Intime (<https://instavote.linkintime.co.in>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars. The aforesaid documents can also be accessed by scanning the given QR.



E-VOTING AND PARTICIPATION IN THE AGM THROUGH VC/ OAVM

8. The Company is providing VC/ OAVM facility to its members for joining/participating at the AGM. Members may join the AGM through Desktop/ Laptop/ Smartphone/ Tablet. Further, Members are requested to use internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective cellular network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
9. Members who do not have the User ID and Password for joining the meeting or have forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions that forms part of this Notice.
10. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM. All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.
11. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by sending request mentioning their name, demat account / folio number, email id, mobile number through their registered email to the Company at investorrelations@asphl.in from 9:00 A.M. (IST), September 15, 2025 and till 6:00 P.M. (IST) on September 19, 2025 or register themselves by logging on to MUFG Intime Website and clicking on the 'Speaker Registration' option available on the screen after log in, between September 21, 2025 to September 23, 2025. Those members who are registered as Speaker will be allowed to express their views or ask questions at the AGM.
12. Members can submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM by sending an e-mail to the Company at investorrelations@asphl.in mentioning their name, DP ID/ Client ID/ Folio number on or before Friday, September 19, 2025. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.

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13. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company viz. <https://www.theparkhotels.com/>.
15. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 (in relation to e-Voting Facility provided by listed entities), the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
16. The Company has engaged the services of MUFG Intime as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting). The instructions for e-voting are given below:
- Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants (DPs) in order to increase the efficiency of the voting process.
 - Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
17. The Members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote at AGM through e-voting system.
18. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. The members who have cast their vote by remote e-voting may also attend the AGM but will not be able to vote again during the AGM.
19. 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.
20. The remote e-voting facility will available during the following period:
- | | |
|---------------------------------|---|
| Commencement of remote e-voting | From 09.00 A.M. (IST) on September 23, 2025 |
| End of remote e-voting | Upto 05.00 P.M. (IST) on September 25, 2025 |
21. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Lint Intime upon expiry of aforesaid period.
22. The voting rights of Members for e-voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on Friday, September 19, 2025. ('cut-off date').
23. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
24. Any person holding shares in physical form, and non- individual shareholders who acquire shares of the Company and become member of the Company after the Notice is dispatched and holding shares as of the cut-off date, i.e. September 19, 2025 may obtain the login ID and password by sending a request at enotices@in.mpms.mufg.com . However, if he/ she is already registered with MUFG Intime for remote e-voting, then he/ she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 19, 2025, may follow steps mentioned in Note no. 24 of this Notice.
25. Members are requested to carefully read the below instructions in connection with remote e-voting and procedure for joining the AGM.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various e-voting service provider portals directly from their demat accounts.

- I. Login method for shareholders holding securities in demat mode is given below:**
- i) Individual Shareholders holding securities in demat mode with NSDL**
- A. If registered with NSDL IDeAS facility**
- Visit URL: <https://eservices.nsdl.com> and click on 'Beneficial Owner' icon under 'Login'.
 - Enter user id and password. Post successful authentication, click on 'Access to e-voting'.
 - Click on 'MUFG INTIME' or 'e-voting link displayed alongside Company's Name' and you will be redirected to MUFG Intime InstaVote website for casting the vote during the Remote e-voting period.
- In case user has not registered for NSDL IDeAS facility, please follow the below steps**
- To register, visit URL: <https://eservices.nsdl.com> and select 'Register Online for IDeAS Portal' or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
 - Proceed with updating the required fields.
 - Post registration, user will be provided with Login ID and password.
 - After successful login, click on 'Access to e-voting'.
 - Click on "MUFG INTIME" or "e-voting link displayed alongside Company's Name" and you will be redirected to MUFG Intime InstaVote website for casting the vote during the Remote e-voting period.
- B. By directly visiting the e-voting website of NSDL**
- Visit URL: <https://www.evoting.nsdl.com/>
 - Click on the 'Login' tab available under 'Shareholder/Member' section.
 - Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
 - Post successful authentication, you will be redirected to NSDL depository website wherein you can see 'Access to e-voting'.
 - Click on 'MUFG INTIME' or 'e-voting link displayed alongside Company's Name' and you will be redirected to MUFG Intime InstaVote website for casting the vote during the Remote e-voting period.
- ii) Individual Shareholders holding securities in demat mode with CDSL**
- A. If registered with CDSL Easi/Easiest facility**
- Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
 - Click on New System Myeasi.
 - Login with user id and password.
 - After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., MUFG INTIME, for voting during the Remote e-voting period.
 - Click on 'MUFG INTIME' or 'e-voting link displayed alongside Company's Name' and you will be redirected to MUFG Intime InstaVote website for casting the vote during the Remote e-voting period.
- In case user has not registered for CDSL Easi/Easiest facility, please follow the below steps**
- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
 - Proceed with updating the required fields.
 - Post registration, user will be provided with a Login ID and password.
 - After successful login, user will be able to see e-voting menu.
 - Click on 'MUFG INTIME' or 'e-voting link displayed alongside Company Name' and you will be redirected to MUFG Intime InstaVote website for casting the vote during the Remote e-voting period.
- B. By directly visiting the e-voting website of CDSL**
- Visit URL: <https://www.cdslindia.com/>.
 - Go to e-voting tab.
 - Enter Demat Account Number (BO ID) and PAN No. and click on 'Submit'.
 - System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
 - After successful authentication, click on 'MUFG INTIME' or 'e-voting link displayed alongside Company's Name' and you will be redirected to MUFG Intime InstaVote website for casting the vote during the Remote e-voting period.

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iii) Individual Shareholders holding securities in demat mode with CDSL

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website.
- b) After successful login, members shall navigate through 'e-voting' tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on 'MUFG INTIME' or 'e-voting link displayed alongside Company's Name' and you will be redirected to MUFG Intime InstaVote website for casting the vote during the Remote e-voting period.

II. Login method for shareholders holding securities in physical form/ and Non-Individual Shareholders holding securities in demat mode, other than institutional shareholders, is given below

Step 1: Registration:

- a) Visit URL: [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in).
- b) Click on 'Sign Up' under 'SHAREHOLDER' tab and register with your following details:

Field	Details
A. User Id	Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8-character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
B. PAN	Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant/ Company shall use the sequence number provided to you, if applicable).
C. DOB/COI	Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
D. Bank Account Number	Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in demat form, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click 'confirm' (Your password is now generated).
- c) Click on 'Login' under 'SHAREHOLDER' tab.
- d) Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'.

Step 2: Cast your vote electronically:

- a) After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- b) E-voting page will appear.
- c) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- d) After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

III. Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

Step 1 - Registration

- a) Visit URL:
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

Step 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 1. ‘Investor ID’ -
 - *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 2. ‘Investor’s Name - Enter full name of the entity.
 3. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 4. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

Step 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, once remote e-voting is activated:

Method 1 - Votes Entry

- a) Visit URL: <https://instavote.MUFGInTime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option

‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Method 2 - Votes Upload:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘View’ icon for ‘Company’s Name / Event number’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**I. Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact MUFG Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

II. Helpdesk for Individual Shareholders holding securities in demat mode:

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

Forgot Password:

I. Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of MUFG Intime: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

- User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID
- User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

II. Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of MUFG Intime: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

III. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

26. Instructions for attending and voting at the AGM through InstaMeet:

I. Instructions for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.in.mpms.mufig.com> & Click on “Login”.

1. Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

2. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

II. Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No./ Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.

3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Notes:

- Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@in.mpms.mufig.com or contact on: - Tel: 022-49186175.

Notice (Contd.)

III. Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

27. The Board of Directors has appointed Mr. Harish Chawla failing him Mr. Abhishek Lamba, Partners of M/s CL & Associates, Company Secretaries, New Delhi, as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
28. The Scrutiniser, after scrutinising the voting through e-voting at AGM and through remote e-voting shall, within 2 working days or 3 days, whichever is earlier from conclusion of the AGM, make a consolidated scrutiniser's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The Chairman or any person authorised by him in writing shall declare the results. The results declared shall be available on the website of the Company (<https://www.theparkhotels.com>) and on the website of MUFG Intime <https://instavote.linkintime.co.in/Result/Resultpage> and shall also be displayed on the notice board at the registered office and the corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

INSPECTION OF DOCUMENTS

29. All documents referred to in the Notice, will be available electronically for inspection, without any fee, by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document(s) can send an email to investorrelations@asphl.in.
30. The Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement, including certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for electronic inspection by the members during the AGM.

PAYMENT OF DIVIDEND RELATED INFORMATION

31. Members may note that the Board, in its meeting held on May 26, 2025, has recommended a final dividend of ₹ 0.50/- per fully paid-up equity share. The record date for the purpose of final dividend for FY 2024-25 is Friday, September 19, 2025. The aforesaid dividend, once approved by the Members in this AGM, will be paid within 30 days from the date of AGM.
32. Members holding shares in physical form who have not registered PAN, KYC (contact details, bank details and specimen signature), and nomination details with Company/ RTA, shall be eligible to receive the dividend in electronic mode only upon furnishing the details stipulated in Note no. 33 of this Notice.
33. Members may note that the Income-tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source ('TDS') at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.
34. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN): 10%* or as notified by the Government of India.

Members not having valid PAN: 20% or as notified by the Government of India.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-26 does not exceed INR 10,000/-, and also in cases where Members provide Form 15G/Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/ nil withholding of tax. PAN is mandatory for Members providing Form 15G/ 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%* (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA'), read with Multilateral Instrument ('MLI') between India and the country of tax residence of the shareholders, if they are more beneficial to them. For the purpose of availing the benefits under the DTAA read with MLI, nonresident shareholders will have to provide the following:

- a. Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholder(s) or details as prescribed under rule 37BC of the Income Tax Rules, 1962
- b. Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholder(s)
- c. Self-declaration in Form 10F electronically filed on Income Tax portal
- d. Self-declaration by the shareholder(s) of having no permanent establishment in India in accordance with the applicable tax treaty
- e. Self-declaration of beneficial ownership by the non- resident shareholder(s)
- f. Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholder(s)

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

* As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/ inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

For this purpose, the Company will be relying on the information verified from the utility provided and available on the website of Income Tax Department.

35. The aforesaid documents, as applicable, are required to be uploaded online with MUFG Intime at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before Friday, September 26, 2025 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/ deduction received post Friday, July 18, 2025 shall be considered for payment of the Final Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.
36. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
37. While on the subject, we once again request you to submit/ update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, you will have to submit a scanned copy of a covering letter, duly signed by the first shareholder, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card, duly self-attested, with MUFG Intime. This will facilitate receipt of dividend into your bank account. In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank passbook statement, duly self-attested. We also request you to register your email IDs and mobile numbers with MUFG Intime at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html with a copy to the Company at investorrelations@asphl.in.

Notice (Contd.)

38. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.
39. Members may please refer the separate detailed email communication being sent by the Company in connection with the aforesaid amendment in the Income Tax Act, 1961 and relevant procedure to be adopted by the Members to avail the applicable tax rate.
40. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident shareholders.
41. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed form duly filled in to MUFG Intime. The Nomination Form in the prescribed format is available on the website of the Company at <https://www.theparkhotels.com/>.
42. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to MUFG Intime.
43. Members who are holding shares in physical form in identical names in more than one folio are requested to write to MUFG Intime enclosing their share certificates to consolidate their holding into one folio.

MISCELLANEOUS INFORMATION

41. Disclosure/ Information regarding particulars of the Directors being appointed/ re-appointed at this AGM, in terms of the applicable provisions of Secretarial Standard 2 and Listing Regulations, are annexed hereto.
42. As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or MUFG Intime for assistance in this regard.
43. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, subdivision, consolidation of shares or any other share related matters and/ or change in address or updation thereof to MUFG Intime. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
44. Non-resident Indian shareholders are requested to inform about the following to the Company or MUFG Intime or the concerned DP, as the case may be, immediately of:
 - a) The change in the residential status on return to India for permanent settlement;
 - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
45. **Important instructions for shareholders holding shares in physical form**
 48. SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37, dated March 16, 2023 (later subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024), has prescribed common and simplified norms for processing investor service requests by RTA and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.
 49. As per the aforesaid SEBI circular, it is mandatory for the Members holding shares in physical form to, inter alia, furnish PAN, KYC, and nomination details. Members holding shares in physical mode who have not registered the said details, would be eligible for lodging grievance or service request only after registering the said details.
 50. All such physical folios as on October 1, 2023, had been frozen by RTA in pursuant to the aforesaid SEBI circular. With effect from April 01, 2024, any payments including dividend in respect of such folios shall only be made electronically upon registering the required details. In the above connection, the Company is sending a physical communication to all such Members whose folios are frozen, requesting them to submit the PAN, KYC, and nomination details with the Company/ RTA to receive dividend (proposed for approval of the Members at this AGM) through electronic mode.

51. Further, the folios remaining frozen till December 31, 2025 will be referred by the RTA/ the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
52. Members are requested to submit their above listed service requests in duly executed prescribed forms with requisite proofs as listed in the forms, to the Company's RTA, MUFG Intime Private Limited, Unit: Apeejay Surrendra Park Hotels Limited, C-101, Embassy 247, LBS.Marg, Vikhroli (West), Mumbai - 400083. Alternatively, e-signed service requests can also be sent by email to rnt.helpdesk@in.mpms.mufig.com from registered email ID.
53. For convenience of the Members, a list of all the relevant forms as prescribed by SEBI, is reproduced below:

Form	Particulars
ISR 1	Request for registering PAN, KYC details or changes/updating thereof
ISR 2	Confirmation of signature of the securities holder by the banker
ISR 3	Declaration form for holders of physical securities in listed companies to opt out of nomination
ISR 4	Request for issue of Duplicate Certificate and other Service Requests
ISR 5	Request for Transmission of Securities by Nominee or Legal Heir
SH-13	Nomination form
SH-14	Cancellation or variation of Nomination

The aforesaid forms are available on the website of the Company at <https://www.theparkhotels.com/>

54. Please also note that SEBI, vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 read with circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/135 dated August 4, 2023 and circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2024 had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company/ its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal (<https://smartodr.in/login>).

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

Item No. 4

In accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended, every listed company has been mandated to appoint its Secretarial Auditors for a fixed term of five years (extendable to another term of five years), subject to approval of Members in the Annual General Meeting, effective from April 01, 2025. It may be noted that Regulation 24A of SEBI Listing Regulations allows the existing Secretarial Auditors to continue for two terms of five years each, notwithstanding its association with the Company prior to April 01, 2025.

Mr. Arup Kumar Roy, Practicing Company Secretary ('AKPCS'), had been serving as the Secretarial Auditors of the Company until FY 2024-25. The Company has significantly benefited from the extensive experience, expertise and audit approach of AKPCS over the years. Its association as Secretarial Auditors has helped the Company not only meet but consistently exceed the compliance standards.

Now with the amended regulations and as a part of Company's ongoing commitment to uphold the highest standards of corporate governance, the Board of Directors has approved voluntary rotation of Company's Secretarial Auditors reinforcing the independence and objectivity of the audit process and bringing in fresh perspectives. Accordingly, the Board, on recommendation of Audit & Risk Management Committee and subject to approval of Members, has appointed M/s Sushil Tiwari & Associates, Practicing Company Secretary ('STAPCS'), a peer reviewed firm (S1996WB016900) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30 in compliance with Regulation 24A of the SEBI Listing Regulations. The Board also placed on record its sincere appreciation for the contribution and valuable services of AKPCS during its association as Secretarial Auditors of the Company.

The brief profile of M/s Sushil Tiwari & Associates is as under:

M/s Sushil Tiwari & Associates is a peer reviewed Proprietorship firm of Practicing Company Secretary having excellence in Corporate Governance and Compliance. M/s Sushil Tiwari & Associates is widely recognised for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence.

Notice (Contd.)

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 4 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at item No. 4 of the Notice for approval of the Members.

Item No. 5

Mr. Karan Paul was appointed as the Non-Executive Director (liable to retire by rotation) w.e.f. February 07, 2005 and reappointed by the members from time to time in terms of the provisions of the Companies Act, 2013 ("Act") being a director liable to retire by rotation.

Pursuant to the Shareholders' resolution passed in an Extra-ordinary General Meeting held on December 23, 2019, the Company had entered into an agreement with Mr. Karan Paul, which was renewed on October 26, 2022 for a period of three years commencing from November 1, 2022, in accordance with Section 197 and other relevant provisions of the Companies Act, for providing consultancy services and advice to the Company relating to strategic, business and financial planning. The said agreement has now been further renewed for three years with effect from April 01, 2025 for an annual fee of INR 19.00 Million plus performance incentive, on the same terms and conditions except as modified herein.

The aforesaid consultancy fee is in addition to fees for attending the meetings of the Board and Committees thereof or for any other purpose whatsoever as may be decided by the Board and/ or Nomination & Remuneration Committee and reimbursement of expenses for participation in the Board and other meetings (i.e. sitting fee) paid/ payable to him as a Non-executive Director of the Company.

Mr. Karan Paul is a promoter of the Company having extensive experience of more than 3 decades in various sectors of the Apeejay Surrendra Group such as shipping, real estate and logistics, financial services, tea plantations and FMCG. He also leads the group's expansion in education and has been instrumental in helping and guiding the Company towards both short term growth as well as long term sustainability. As the Non-executive Director, Mr. Paul provides vision, thought and leadership which has helped the Company achieve high standards of corporate governance, innovation, brand visibility and overall growth.

Brief particulars of profile of Mr. Karan Paul is enclosed and detailed profile is available on <https://www.theparkhotels.com/investor-relations/corporate-governance.html#corporateGovernance>.

[theparkhotels.com/investor-relations/corporate-governance.html#corporateGovernance](https://www.theparkhotels.com/investor-relations/corporate-governance.html#corporateGovernance).

Mr. Paul provides guidance to the Company's senior management on a vast set of matters. The Board deems it appropriate to recognise his contribution and deems it fair to remunerate him in terms of the Management Consultancy Agreement and Company's Remuneration Policy.

Member may kindly note that Regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, requires Members' approval by way of Special Resolution for paying remuneration to one Non-executive Director in excess of 50% of the total remuneration paid/ payable to all Non-executive Directors. The above remuneration comprising of consultancy fees, annual commission and sitting fee to be paid to Mr. Karan Paul, exceeds 50 percent of the total annual remuneration of all Non-executive Directors. Accordingly, consent of the members is sought for payment of overall remuneration to Mr. Karan Paul for FY 2025-26.

The Board recommends Special resolution set out at item no. 5 of this Notice, for approval of the members.

Mr. Karan Paul is interested in the resolution set out at item no. 5 of this Notice. Further, his relatives including Ms. Priya Paul (Sister of Mr. Karan Paul) are also deemed interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

By order of the Board
For **Apeejay Surrendra Park Hotels Limited**

Sd/-
Shalini Keshan
Company Secretary & Compliance Officer
Membership No.: 14897
Address: 17, Park Street, Kolkata,
West Bengal - 700 016 (IN)

Registered Office:
17, Park Street, Kolkata,
West Bengal, India, 700 016
CIN: L85110WB1987PLC222139
E-mail id: investorrelations@asphl.in

Place: Kolkata
Date: May 26, 2025

The statement containing additional information as required under Schedule V of the Act

I. General Information

1. Nature of Industry

Apeejay Surrendra Park Hotels Limited is the 8th largest hotel chain amongst hotel chains with asset ownership in India (Source: Horwath HTL Report). We operate hospitality assets under our own brands, "THE PARK", "THE PARK Collection", "Zone by The Park", "Zone Connect by The Park" and "Stop by Zone". We have a long-standing expertise of over five decades in the hospitality business of owning and operating hotels, with our first hotel being launched under our brand "THE PARK" at the iconic Park Street in Kolkata. We have established presence in the retail food and beverage industry through our retail brand 'Flurys'. We have pioneered the concept of luxury boutique hotels in India under our brand, "THE PARK", extending it further through and "THE PARK Collection", and in upper mid scale categories with our brands "Zone by The Park" and "Zone Connect by The Park".

2. Date or expected date of commencement of commercial production:

The Company was incorporated on November 27, 1987 and the Company had since commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators:

	(In Crores)		
Financial Year	2024-25	2023-24	2022-23
Gross Revenue	630.67	568.29	506.12
Profit before Depreciation, Amortisation, Finance Costs, Exceptional Items And Tax	222.00	198.31	173.48
Profit after Tax	84.93	65.78	47.72
Earnings Per Share	3.98	3.65	2.73

5. Foreign investments or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years.

As on March 31, 2025, the aggregate foreign shareholding in the Company was approx. 6.96%.

II. Information about the Directors

Sr. No.	Particulars	Mr. Karan Paul
1.	Background details, Job profile and his suitability:	Mr. Karan Paul is a Non-Executive Director of our Company and one of our Promoters. He holds a bachelor's degree in arts from Brown University, USA. He has been a member and been associated with various reputed trade organisations and professional forums such as Indian National Shipowners' Association, Indian Tea Association, Tea Board of India, Federation of Indian Chambers of Commerce & Industry, and Indian Chamber of Commerce amongst others. He is also a director of the West Bengal Tourism Development Corporation Limited under the Government of West Bengal, India. He has approximately 31 years of experience in managing and developing businesses across various sectors such as shipping, real estate and logistics, financial services, tea plantations and FMCG. He also leads the group's expansion in education. He joined the Apeejay Surrendra Group in 1992.

Notice (Contd.)

Sr. No.	Particulars	Mr. Karan Paul								
2.	Past Remuneration	<p>In monetary terms the remuneration for the last 3 financial years is given hereunder:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;"></th> <th style="text-align: right;">(in Crores)</th> </tr> </thead> <tbody> <tr> <td>FY 24-25</td> <td style="text-align: right;">1.76</td> </tr> <tr> <td>FY 23-24</td> <td style="text-align: right;">2.65</td> </tr> <tr> <td>FY 22-23</td> <td style="text-align: right;">1.60</td> </tr> </tbody> </table>		(in Crores)	FY 24-25	1.76	FY 23-24	2.65	FY 22-23	1.60
	(in Crores)									
FY 24-25	1.76									
FY 23-24	2.65									
FY 22-23	1.60									
3.	Recognition or awards:	<p>In 2006, Karan Paul was awarded one of Italy's highest honours, 'The Order of the Star of Italian Solidarity' by the President of Italy. In 2012, International Confederation of NGOs felicitated Karan Paul with its coveted 'Karmaveer Puraskaa' for his contribution as a 'Corporate Citizen for Holistic CSR Initiatives'. The award was given to him for his work in the field of social service and for interpreting his responsibilities as an individual and as the leader of the Apeejay Surrendra Group. In 2019 the same NGO body awarded him with their highest award 'Karmaveer Puraskaar Maharatna Award 2019' for his continued service. Further, in 2019, Karan Paul was conferred with the Business Leadership Award by Calcutta Management Association in acknowledgement of his various pioneering entrepreneurial initiatives and achievements.</p>								
4.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):	<p>Considering the company's size, his role, responsibilities, and industry standards, the proposed remuneration is aligned with what is typically offered to similar senior positions in other companies.</p>								
5.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	<p>Mr. Karan Paul is the Promoter of the Company and is related to Ms. Priya Paul. Other than that, he has no pecuniary relationship with the Company, its Key Managerial Personnel or any other director.</p>								

III. Other Information

Reason of loss or inadequate profits:

During the financial year ended March 31, 2025, the profits of the Company was not adequate due to national and global economic conditions, high competition, impact of emerging technologies and to some extent subdued growth in foreign tourist arrivals (FTAs), which is the key demand driver for premium segment hotels. Although the Occupancy Rates (ORs) and average room rates (ARRs) have improved, cost is on the increase, thereby impacting the profitability.

Steps taken or proposed to be taken for improvement:

The Company has adopted the following strategy to restructure the Company thoroughly to make it capable of handling the adverse market conditions in the present global competitive scenario:

- During the financial year ended March 31, 2025, the Company has made repayment of borrowings of INR 609.51 crores, which will improve the profitability in the years to come
- Continued efforts for reduction of cost with special emphasis on conservation of energy.
- Redesign the financial structure of the Company.
- Concentrated efforts to increase efficiency at all levels and creation of an atmosphere to build a profitable culture through involvement of 100% employees.
- Exploring new markets and focus on long-term value creation.

Expected increase in productivity and profits in measurable terms:

The profit is expected to grow considering the performance of the Company.

Information of Directors who are being appointed/ re-appointment or whose remuneration is being proposed at this AGM, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice:

Name	Ms. Priya Paul	Mr. Karan Paul
Director Identification Number (DIN)	00051215	00007240
Date of Birth	April 30, 1966	November 3, 1969
Age (in Years)	59 years	55 years
Original date of appointment	May 05, 1999	February 07, 2005
Qualifications	<ul style="list-style-type: none"> Bachelor of Arts (Economics) from Wellesley College. Owner President Management Program from Harvard Business School 	Bachelor of Arts from Brown University, USA
Experience and expertise in specific functional area	She has approximately 36 years of experience in the hospitality sector	He has approximately 32 years of experience in managing and developing businesses across various sectors such as shipping, real estate and logistics, financial services, tea plantations and FMCG
Shareholding in the Company including shareholding as a beneficial owner	Nil	100 shares
Terms and conditions of re-appointment and remuneration	As per the Company's Policy on Nomination, Remuneration and Board Diversity available on https://www.theparkhotels.com/pdf/policy-on-nomination--remuneration---board-diversity.pdf	
Remuneration drawn during FY 2024-25	As mentioned in Corporate Governance Report, which forms part of the Annual Report for FY 2024-25	
No. of Board Meetings attended during FY 2024-25	5 out of 5	4 out of 5
Relationship with other Directors/ KMPs	Sister of Mr. Karan Paul, Non-executive Director	Brother of Ms. Priya Paul, Chairperson & Whole Time Director
Directorships held in other Indian companies	<ul style="list-style-type: none"> Afsan Health Resort Private Limited; Apeejay Shipping Limited; DLF Cyber City Developers Limited; DLF Limited; Ladies Youth Association; South Asia Women Foundation India; and World Monuments Fund India Association. 	<ul style="list-style-type: none"> Apeejay Infra-Logistics Private Limited; Apeejay Logistics Park Private Limited; Apeejay Securities Private Limited; Apeejay Shipping Limited; Apeejay Tea Limited; Bengal Shipyard Limited; Indian National Shipowners Association; K.P.H. Dream Cricket Private Limited; Oceanic Shipyard Limited; and West Bengal Tourism Development Corporation Limited.
Membership/Chairmanship of committees in other Indian companies	<p>DLF Cyber City Developers Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee; Stakeholders Relationship Committee; and Audit Committee <p>DLF Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee 	<p>Apeejay Shipping Limited</p> <ul style="list-style-type: none"> Audit Committee; Nomination & Remuneration Committee; and Corporate Social Responsibility Committee. <p>Apeejay Tea Limited</p> <ul style="list-style-type: none"> Audit Committee; and Nomination & Remuneration Committee
Equity listed entities from which the person has resigned as Director in past three years	None	None