Notice of Annual General Meeting

NOTICE is hereby given that the 29th Annual General Meeting ("AGM") of the Members of Suba Hotels Limited will be held on Wednesday, September 30, 2026 at 11.00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026, together with the Reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2026, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr Girish Somnath Bhatt (DIN: 05192309) as an Executive non-independent Director, who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr Girish Somnath Bhatt (DIN: 05192309), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby reappointed as an Executive Non-Independent Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. Appointment of Ms. Simran Manoj Singh (DIN: 11235803) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Simran Manoj Singh (DIN: 11235803), who was appointed as an Additional Director (Independent Category) of the Company with effect from 15 April 2026 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 15 April, 2026.

RESOLVED FURTHER THAT each of the directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. Appointment of Secretarial Auditor for a term of Five Consecutive Years

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable laws, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Hemanshu Upadhyay, Practising Company Secretary, M/s HRU & Associates, Membership No. 46800, Certificate of Practice No. 20259, as the Secretarial Auditor of the Company for a term of five consecutive years commencing from the financial year 2026-27 and ending with the financial year 2030-31.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its duly authorised Committee thereof) be and is hereby authorised to determine and finalize the remuneration and other terms and conditions of appointment of the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution and to file necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory authorities, as applicable."

By order of the Board of Directors
For Suba Hotels Limited

Sonam Aggarwal
Company Secretary
Membership No - F 9681

Registered Office: Hotel Suba Star, Judges Bunglow Road, Near Akash Tower, Bodakdev, Ahmedabad – 380015, Gujarat

Place: MUMBAI
Date: September, 08 2026

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the Annual General Meeting ("AGM") shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast a vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come, first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing 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 entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using a remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://www.subahotels.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided herein below.

9. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. The facility for appointment of proxies by Members will not be available for this AGM, and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice

10. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting form an integral part of the notice and are attached as Annexure 1 to the AGM Notice. The Directors have furnished the requisite declarations for their appointment/reappointment.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as - name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA via, email at sandeep@bigshareonline.com and kishorm@bigshareonline.com, in case the shares are held by them in physical form.

12. To prevent fraudulent transactions, members are advised to exercise due diligence and promptly notify the Company of any change in address or in the event of demise of any member, particularly where shares are held in physical form. Members are further advised not to keep their demat account(s) dormant for extended periods. They should regularly obtain statements of their holdings from the concerned Depository Participant and verify their holdings from time to time to ensure accuracy and prevent any discrepancies.

13. Non-Resident Indian Members are requested to inform to the Company's Registrar and Transfer Agent immediately of:

    A. Change in their residential status on return to India for permanent settlement;

    B. Particulars of their bank account maintained in India with complete details including name, branch, account type, account number, if not furnished earlier.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, are available for inspection by the Members. Members seeking to inspect such documents can send an e-mail to cs@subahotels.com from their registered e-mail address, mentioning their name, DP ID and Client ID.

15. Any person who becomes a Member of the Company after the dispatch of this Notice and holding shares as on the Cut-off Date may obtain the login ID and password by sending a request at evoting@nsdl.com to cast his/her vote. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

16. M/s KDA & Associates, Company Secretaries, represented by Mr Ritesh Rajput (Membership No. A69004, CP No.25678), has been appointed as the Scrutinizer for scrutinising the e-voting process in a fair and transparent manner.

17. The Chairman shall, at the AGM, allow voting by use of the remote e-Voting system for all those Members who are present during the AGM through VC / OAVM, but have not cast their votes earlier by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled automatically for voting, 15 minutes after the conclusion of the AGM.

18. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 2 working days from the conclusion of the AGM, a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and will submit it to the Chairman / Company Secretary in writing.

19. The Results of the e-voting, along with the Scrutiniser's Report, shall be placed on the Company's website at https://www.subahotels.com and on the website of NSDL at www.evoting.nsdl.com , immediately after the declaration of the result by the Chairman / Company Secretary or a person authorised by the Chairman in writing. The results shall also be immediately forwarded to the Stock Exchange where the Company's Equity Shares are listed i.e. National Stock Exchange of India Limited, and be made available on the website at https://www.nseindia.com

20. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to cs@subahotel.com by Friday, September 25 2026. Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

21. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive) in connection with the Annual General Meeting of the Company to be held on Wednesday, September 30, 2026.

22. Since this is the first Annual Report of the Company following its listing on the National Stock Exchange of India Limited, the provisions relating to dividend payment and unclaimed dividend are not applicable and, accordingly, have not been provided.

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

The remote e-voting period begins on Saturday, September 26, 2026 at 09:00 A.M. and ends on Tuesday, September 29, 2026 at 05:00 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. Monday, September 21, 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 Monday, September 21, 2026.

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

The way to vote electronically on the 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 the 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 the 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate an OTP. Enter the OTP received on the registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on the company name or **e-Voting service provider i.e. NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available on the CDSL website www.cdslindia.com; click on Login & New System Myeasi Tab and then click on the registration option. 4. Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP to the registered mobile number and email address as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also be 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 log in 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 the e-Voting option. Click on the e-Voting option; you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider i.e. NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned 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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.

Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the 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 hold shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. To join the 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 ritesh@cskda.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 the "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 after five unsuccessful attempts to enter 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 to the Frequently Asked Questions (FAQs) for Shareholders and the 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 Mr. Sukesh Shetty, Manager 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 email 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 Aadhaar Card) by email to sandeep@bigshareonline.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sandeep@bigshareonline.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 a user ID and password for e-voting by providing the 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 the e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders who will be present at 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access it by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see the link of "VC/OAVM" placed under the "Join meeting" menu against the company name. You are requested to click on the VC/OAVM link placed under the Join Meeting menu. The link for VC/OAVM will be available in the Shareholder/Member login, where the EVEN of the 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 a last-minute rush.
2. Members are encouraged to join the Meeting through Laptops for a better experience.
3. Further, members will be required to allow the camera and use the Internet at a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or tablets, or through a laptop connecting via Mobile Hotspot, may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any kind of the 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@subahotels.com. At least ten (10) days before the date of the Annual General Meeting of the Company. The same will be replied to by the company suitably.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3

Appointment of Ms. Simran Manoj Singh (DIN: 11235803) as an Independent Director:

Ms Simran Manoj Singh (DIN: 11235803) was appointed as an Additional Independent Director of the Company on the Board of the Company by the directors in their Board Meeting held on 15th April 2026, with effect from such Board Meeting.

In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 161 of the Companies Act, 2013, Ms Simran Manoj Singh shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be regularised as an Independent Director for a term up to five years.

A brief profile of Ms Simran Manoj Singh, including the nature of her expertise, is provided as Annexure 1 to the notice of AGM. Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013, approval of the members of the Company is required for regularisation of Ms Simran Manoj Singh (DIN: 11235803) from Additional Independent Director to Independent Director of the Company for a term up to 5 (Five) years with effect from 15, April, 2026. The Company has also received a declaration from Ms Simran Manoj Singh declaring that she meets the criteria of independence as provided under Section 146(6) of the Companies Act, 2013.

The Board considers that her expertise and experience would be of significant value to the Company and recommends the resolution set out in Item No. 3 of the Notice for approval by the Members.

Except Ms Simran Manoj Singh, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 4

Appointment of Secretarial Auditor for a term of five consecutive years

M/s. HRU & Associates, Practising Company Secretaries (Firm Registration No. S2018MH587800), Mumbai, were the Secretarial Auditors of the Company for the Financial Year 2025-26.

Pursuant to the recent amendment to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and provisions of Section 204 of the Companies Act, 2013 (the "Act") and applicable rules, the Board of Directors, on the recommendation of the Audit Committee, have approved and recommended to the members of the Company the appointment of M/s. HRU & Associates, a peer-reviewed firm of Practising Company Secretaries, as Secretarial Auditor of the Company on the following terms:

Terms of Appointment:	For five consecutive years commencing from Financial Year 2026-27 to Financial Year 2030-2031.
Proposed Fees:	The fees proposed to be paid to the Secretarial Auditors for audit services for the Financial Year 2025-26 are Rs. 50,000/- plus applicable taxes and out-of-pocket expenses. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors and the Secretarial Auditors and shall be commensurate with the Secretarial Audit and other services rendered by them during the said tenure. These other services are 'permissible services' as per SEBI Circular SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated 31st December, 2024.
Rationale for proposed appointment and fees:	The Audit Committee and the Board of Directors of the Company have taken into consideration various factors such as Independence, Technical Knowledge and Expertise, Industry Acumen, Quality of the Engagement Team and the Audit Reports, while considering the appointment.
Brief Profile:	M/s HRU & Associates is Peer Reviewed Certified Mumbai based firm of Practicing Company Secretaries having specialisation in a wide array of corporate laws, including the Companies Act, LLP Act, SEBI regulations, and RBI, including NBFC matters and offers legal and regulatory guidance to help businesses operate efficiently and compliantly in a dynamic environment. M/s HRU & Associates also offers comprehensive services including the drafting of legal and corporate documents, advisory on corporate governance, risk management, CSR, board-related matters, and secretarial functions.

M/s HRU & Associates, Practising Company Secretaries, have provided their consent to act as Secretarial Auditor of the Company and confirmed that they are not disqualified to be appointed as Secretarial Auditor, and that this appointment (if approved) would be within the prescribed limits under the Act and rules made thereunder and SEBI Listing Regulations.

None of the Promoters, members of the Promoter Group, Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

The Board recommends passing of the resolution as set out in Item No. 4 of the accompanying Notice as an Ordinary Resolution.

By order of the Board of Directors

Sonam Aggarwal
Company Secretary
Membership No - F 9681

Place: MUMBAI
Date: September, 08 2026

Annexure 1

Details of the Directors seeking re-appointment at the AGM of the Company Pursuant to Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director / Designation	Mr. Girish Somnath Bhatt/ Executive Director and Chief Financial Officer
DIN	05192309
Date of Birth	October 21, 1958
Age / Qualifications	67years / Bachelor's degree in commerce from Lala Lajpat Rai College
Date of Appointment of the Board	October 4, 2023
Brief Resume, Qualification and nature of expertise in functional areas	He is an Executive Director and Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from Lala Lajpat Rai College of Commerce and Economics, Mumbai, in 1978. He has been associated with our Company since October 4, 2023, as a Non-Executive Director of our Company. He possesses over 30 years of experience in the field of accounting and finance. He oversees financial reporting and budgeting and drives operational efficiencies to support business growth. Previously, he was associated with Mehta Roadlines as Senior Manager in Accounts and Finance.
Terms and Conditions of Re-appointment including proposed remuneration	Re-appointment as Executive Director, liable to retire by rotation and shall be entitled to remuneration as decided.
Relationship with other Directors / Key Managerial Personnel	He is not related to any of the Directors or Key Managerial Personnel of the Company
Directorship in other Public Companies	0
Membership/Chairmanship of the Committee of other Public Companies	0
No. of Shares held in the Company	0

Details of the Directors seeking appointment at the AGM of the Company Pursuant to Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director /Designation	**Ms. Simran Manoj Singh /Independent Director**
DIN	11235803
Date of Birth	April 12, 2000
Age/Qualification	26yrs/B.com, CA
Date of Appointment of the Board	April 15, 2026
Brief Resume, Qualification and nature of expertise in functional areas	Ms. Simran Manoj Singh is a qualified Chartered Accountant with experience in financial analysis, accounting, compliance and regulatory reporting. She was associated with Capri Global Capital Limited, a leading NBFC, where she was involved in financial reporting, preparation of board presentations, regulatory reporting to NSE and RBI, and handling accounting for co-lending and structured finance transactions. She has hands-on experience in financial statement analysis, IND AS-based accounting, treasury-related reporting, and process optimisation, and has worked closely with cross-functional teams including finance, compliance and IT. Ms. Singh has also served as an Independent Director in other companies, contributing her expertise in financial oversight and governance. Earlier, she was associated with a Chartered Accountant firm, where she handled statutory audits, taxation (direct and indirect), GST compliance, and regulatory filings, along with managing teams and client engagements. She holds a Bachelor's degree in Accounting and Finance from the University of Mumbai and has demonstrated strong analytical, compliance and presentation skills.
Relationship with other Directors / Key Managerial Personnel	She is not related to any of the Directors or Key Managerial Personnel of the Company
Terms & conditions of Appointment	Ms Simran Manoj Singh shall be appointed as an Independent Director for a term of 5 (five) years
Directorship in other Public Companies	2
Membership/Chairmanship of the Committee of other Public Companies	2
No. of Shares held in the Company	0