Chalet Hotels Limited

Regd. Office: Raheja Tower, Plot No. C-30, Block G, Next to Bank of Baroda, Bandra Kurla Complex, Bandra East, Mumbai 400051.
CIN: L55101MH1986PLC038538
Tel: +91-22-26564000
Email: companysecretary@chalethotels.com Website: www.chalethotels.com

NOTICE

NOTICE is hereby given that the Forty-first Annual General Meeting of the Members of **Chalet Hotels Limited** (the 'Company') will be held on Monday, September 21, 2026 at 4.00 p.m. (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Report of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 along with the Report of the Auditors thereon.

3. To consider and approve payment of Final Dividend of Re.1 per Equity Share for the Financial Year 2025-26.

4. To consider and approve appointment of a Director in place of Mr. Ravi Raheja (DIN: 00028044), who retires by rotation and being eligible, offers his candidature for re-appointment.

SPECIAL BUSINESS

5. **Ratification of remuneration to the Cost Auditor.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, as amended from time to time (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the Members of the Company do hereby ratify payment of remuneration of Rs.2,00,000, plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit of the cost records maintained by the Company to M/s. Chirag Trilok Shah & Co., Practicing Cost Accountants (Membership Number 23277 & Firm Registration Number 004442) for the Financial Year 2026-27.

RESOLVED FURTHER THAT the Directors of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

6. Raising of funds through issue of Debt securities on a Private Placement basis:

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and any other applicable rules and regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, subject to necessary approval(s) and/or sanction(s), if any, of the appropriate authorities as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to offer, invite subscription(s) and issue Cumulative / Non-Cumulative, Listed or Unlisted, Secured or Unsecured, Redeemable, Non-Convertible Debentures / or Commercial Paper or other Debt securities ('Debt Instruments') on a private placement basis, in one or more series / tranches during a period of one year from the date of passing this resolution, upto an amount not exceeding Rs.1,000 Crore in the aggregate, at any given point of time issued during the validity of this resolution, to such person or persons, including one or more companies, bodies corporate, statutory corporations, commercial banks, lending agencies, domestic / international financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other persons as the Board may so decide, for cash either at par, premium or discount to the face value and on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debt Instruments be issued, the consideration for the issue, utilization of issue proceeds and all matters connected with or incidental thereto and that such borrowing is within the overall borrowing limits as approved by the Members of the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or Officers authorized by them in this regard be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary pre and post issue, in respect of issue of Debt Instruments, including but not limited to number of issues / tranches, face value, issue price / consideration, issue size, timing, amount, tenor, method of issuance, security / charge creation, coupon / interest rate(s), yield, listing, allotment, utilization and other terms and conditions of issue of the Debt Instruments as deemed proper and most beneficial to the Company, and all matters connected with or incidental thereto and to select, appoint and finalize the remuneration of various agencies associated with the issue of Debt Instruments as they may, in their absolute discretion, deem necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Directors of the Company, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications and documents that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution, including filing of the necessary forms with the Registrar of Companies, Mumbai / Ministry of Corporate Affairs and intimating any other concerned authority or such other regulatory body and for matters connected therewith or incidental thereto."

7. **To consider and approve the appointment of Mr. Gautam Mehra (DIN: 11700652) as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 16(1)(b), 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Company and subject to necessary approval(s), Mr. Gautam Mehra (DIN: 11700652), who was appointed as an Additional Director of the Company in an independent capacity with effect from July 17, 2026 and holds office upto the ensuing Annual General Meeting, and who is eligible for appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and based on the recommendation of the Compensation, Nomination and Remuneration Committee and the approval of the Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years from July 17, 2026 to July 16, 2031.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(a) of the Listing Regulations and all other applicable provisions, Mr. Gautam Mehra shall be entitled to receive Sitting Fees for attending the meetings of the Board or any Committees thereof, as may be determined by the Board of Directors and commission, if any, from time to time.

RESOLVED FURTHER THAT the Directors of the Company, the Chief Financial Officer and the Company Secretary be and are hereby severally authorised to make necessary applications, file necessary forms and to sign and submit any other documents or papers with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

By Order of the Board of Directors
For Chalet Hotels Limited

Christabelle Baptista
Company Secretary
Membership No.: A17817

Place: Mumbai
Date: July 29, 2026

Details of Director seeking appointment or re-appointment at the 41st Annual General Meeting pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India

Name of Director	Mr. Ravi Raheja	Mr. Gautam Mehra
DIN	00028044	11700652
Type of Directorship	Non-Independent, Non-Executive Director	Independent Director
Date of Birth	September 23, 1971	February 19, 1966
Age	54 years	60 years
Date of first appointment on the Board (current term)	September 4, 1995	July 17, 2026
Qualifications	Bachelor of Commerce - University of Mumbai Masters of Business Administration - London Business School	Chartered Accountant Bachelor of Commerce - University of Mumbai Bachelor of Law - University of Mumbai Executive education programs at Harvard Business School and INSEAD.
Experience and Expertise in Specific Functional Areas	Mr. Ravi Raheja is Group President at K. Raheja Corp where he has been actively involved in directing and managing the business including finance, corporate strategy and planning, growing the business from a family-run Company to one of India's largest business conglomerates, with diversification to hospitality, retail and malls. His foresight steered the business towards building a robust portfolio of rentable assets. He guided the business to the build-and-hold model and has been the force behind building a well-diversified Group portfolio including commercial space under the brand names of 'Mindspace' and 'Commerzone'; and a strong residential portfolio. The successful retail formats of Shoppers Stop and Inorbit Malls; thriving luxury hospitality brands listed under our Company's portfolio, have each been carefully curated under his able leadership. An open-minded leader, Ravi is agile to modify strategies to capture emerging opportunities or tackle unexpected challenges. He has three decades of experience across the real estate, hotel and retail industry.	Mr. Gautam Mehra is a business advisor with four decades of experience, spanning over a decade of entrepreneurship of building a boutique professional services practice, followed by over two decades of partnership at PwC. At PwC, he led the India Tax and Regulatory practice and Asset Management Sector, served on the Core India Leadership Team and stewarded global strategic client relationships. He has advised multiple funds invested in India and worked with multinational corporations, leading Indian business groups and families on investments, business transformation, acquisitions, set ups and succession planning. Mr. Mehra has been a consistent voice in advocacy on India's regulatory and tax landscape through engagement with regulators, industry bodies, and professional institutions. He is currently a member on two Committees constituted by the Securities and Exchange Board of India and has served on the Boards and Committees of leading industry organizations, including APREA, CII, Amcham India, and the ICAI.

<table>
<tr><td>Terms & Conditions relating to appointment and re-appointment including proposed Remuneration</td><td colspan="3">Director liable to retire by rotation and shall be entitled to Sitting Fees for attending Board / Committee Meetings.</td><td colspan="3">Independent Director, not liable to retire by rotation, proposed to be appointed for a term of five years and shall be entitled to Sitting Fees for attending Board / Committee Meetings and Commission, if any, as may be decided by the Board of Directors.</td></tr>
<tr><td>Remuneration for the year 2025-26</td><td colspan="3">Rs.11,00,000 (Sitting Fees)</td><td colspan="3">N.A.</td></tr>
<tr><td>Number of Board Meetings attended during the year 2025-26</td><td colspan="3">Eight</td><td colspan="3">N.A.</td></tr>
<tr><td>Directorships of other Boards</td><td colspan="3">1. Shoppers Stop Limited
2. K Raheja Corp Investment Managers Private Limited, Manager of Mindspace Business Parks REIT
3. Genext Hardware & Parks Private Limited
4. Inorbit Malls (India) Private Limited
5. Ivory Properties and Hotels Private Limited
6. K Raheja Corp Private Limited
7. K.Raheja Private Limited
8. K Raheja Corporate Services Private Limited
9. K Raheja Corp Real Estate Private Limited</td><td colspan="3">1. Indigrid Investment Managers Limited
2. Kalpataru Projects International Limited</td></tr>
<tr><td rowspan="7">Membership / Chairpersonship of Committees of other Boards/ LLPs</td><td rowspan="4">Shoppers Stop Limited</td><td>Audit Committee</td><td>Member</td><td rowspan="7">Kalpataru Projects International Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Stakeholders' Relationship Committee</td><td>Chairperson</td><td rowspan="6">Risk Management Committee</td><td rowspan="6">Member</td></tr>
<tr><td>Corporate Social Responsibility & Environmental, Social & Governance Committee</td><td>Member</td></tr>
<tr><td>Risk Management Committee</td><td>Member</td></tr>
<tr><td>Inorbit Malls (India) Private Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
<tr><td>Ivory Properties and Hotels Private Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
<tr><td>Genext Hardware & Parks Private Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
</table>

	K. Raheja Corp Private Limited	Corporate Social Responsibility Committee	Member			
	K Raheja Corp Investment Managers Private Limited	Stakeholders' Relationship Committee	Member			
		Nomination and Remuneration Committee	Member			
Listed entities from which the Director resigned in the past 3 years	None			None		
Shareholding in the Company	51,79,159 (2.36%) Equity Shares as on March 31, 2026			Nil		
Significant Beneficial Ownership	3.75%, excluding his direct holding in the Company			Nil		
Relationship with other Directors / Key Managerial Personnel	Brother of Mr. Neel C. Raheja (Non-Independent, Non-Executive Director and Promoter of the Company). Not related to any Key Managerial Personnel of the Company.			Not related to any other Directors / Key Managerial Personnel		

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('THE ACT')

The Explanatory Statement sets out all material facts relating to the items under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

ITEM NO. 5

Pursuant to the provisions of Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice and the Members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. The Audit Committee and the Board of Directors at their respective meetings held on May 14, 2026, approved the appointment of M/s. Chirag Trilok Shah & Co., Practicing Cost Accountants (Membership Number 23277, Firm Registration Number 004442) as Cost Auditor of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2026-27, at a remuneration of Rs.2,00,000 plus applicable taxes and out-of-pocket expenses.

The Company has received a certificate confirming eligibility for appointment from the Cost Auditor. The firm possesses relevant experience and expertise in the field of cost audit and has conducted the audit of the cost records of the Company in the past.

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. 5 of the accompanying Notice.

The Board recommends passing of the resolution as set out in Item No. 5 of the accompanying Notice as an Ordinary Resolution.

ITEM NO. 6

The Company is considering raising of funds by way of issue of Cumulative / Non-Cumulative, Listed or Unlisted, Secured or Unsecured, Redeemable, Non-Convertible Debentures or Commercial Paper other Debt securities ('Debt Instruments'), in one or more tranches on a Private Placement basis, pursuant to the provisions of Sections 23, 42 and 71 of the Act and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, read with applicable Rules and Regulations made thereunder.

The Board of Directors of the Company at its Meeting held on May 14, 2026 accorded its approval for issue of Debt Instruments upto an amount not exceeding Rs.1,000 crore in the aggregate, at any given point of time issued during the validity of this resolution, on a Private Placement basis, in such manner that the outstanding Debt instruments shall not exceed Rs.1,000 crore at any given point of time. The said Debt Instruments will be issued to identified persons as may be decided by the Board to be utilised, inter-alia, towards general corporate purposes, construction expenses of the Company and its subsidiaries, expansion plans including direct or indirect acquisitions, operational liquidity and working capital requirements, payment of fees and expenses in connection with the issue and refinancing high-cost debt. The net proceeds may also be utilized in the interim in cash equivalent investments, fixed deposits or mutual funds.

The borrowing limits under Section 180(1)(c) of the Act as approved by the Members of the Company at its Annual General Meeting held on June 13, 2018 is Rs.5,000 Crore. As on March 31, 2026, the total debt of the Company is Rs.2061 crore excluding the borrowing of its subsidiaries.

The said Debt Instruments are proposed to be issued to such person or persons, including one or more companies, bodies corporate, statutory corporations, commercial banks, lending agencies, domestic / international financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board / Committee of Directors may decide so, for cash either at par, premium or discount to face value and on such other terms and conditions as the Board/Committee may, from time to time, determine and consider proper and most beneficial to the Company.

Approval of the Members is being sought by way of a Special Resolution to enable the Company to offer or invite subscriptions of Debt Instruments on a Private Placement basis, in one or more tranches, during the period of one year from the date of passing of the resolution at Item No. 6, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Promoters, members of the Promoter Group, Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the aforesaid resolution as set out in Item No. 6 of the accompanying Notice as a Special Resolution.

ITEM NO. 7

The Board of Directors of the Company on the basis of the recommendation of the Compensation, Nomination and Remuneration Committee had appointed Mr. Gautam Mehra (DIN: 11700652) as an Additional Director and Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Sections 149, 150, 152 and 160 of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations 16(1)(b), 17b and 25 of the Listing Regulations for a term of five years from July 17, 2026 upto July 16, 2031 and who holds office upto the ensuing Annual General Meeting of the Company.

The Compensation, Nomination and Remuneration Committee, taking into consideration the background, acumen and experience, had recommended to the Board, the appointment of Mr. Mehra as an Independent Director, subject to approval of the Members of the Company, as the same would be in the interest of the Company.

The Board of Directors and the Compensation, Nomination and Remuneration Committee have shortlisted the core skills/expertise/competencies required to be collectively possessed by the Board of Directors in the context of the business of the Company for it to function effectively and the core skills/expertise/competencies possessed by Mr. Mehra have been enumerated below.

Sr. No.	Particulars	Mr. Gautam Mehra
1	Industry Knowledge / Expertise	-
2	Operational Knowledge / Expertise	-
3	Leadership Attributes	✓
4	Strategic Planning	✓
5	Risk Management	✓
6	Financial Acumen	✓
7	Stakeholder Engagement	✓
8	Legal / Regulatory Expertise	✓
9	Mergers & Acquisitions / Business Development	✓

Mr. Gautam Mehra has submitted and the Company has received:

(i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,

(ii) intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,

(iii) Notice / Disclosure of Interest in Form MBP-1 in terms of Rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014, and

(iv) declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Mr. Mehra has confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. Further, in the opinion of the Board of Directors of the Company, he fulfils the conditions for independence specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge. Further, he has registered his name in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs and is exempt from the online self-assessment proficiency test.

As per the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director requires passing of a Special Resolution. Accordingly, approval of the Members by way of Special Resolution is being sought for the appointment of Mr. Gautam Mehra as an Independent Director for a term of five years.

A brief profile of Mr. Mehra with his experience and expertise in specific functional areas is enumerated below and also given separately as a part of the Annexure to this Notice.

Mr. Gautam Mehra is a business advisor with four decades of experience, spanning over a decade of entrepreneurship of building a boutique professional services practice, followed by over two decades of partnership at PwC.

At PwC, he led the India Tax and Regulatory practice and Asset Management Sector, served on the Core India Leadership Team and stewarded global strategic client relationships.

He has advised multiple funds invested in India and worked with multinational corporations, leading Indian business groups and families on investments, business transformation, acquisitions, set-ups and succession planning.

Mr. Mehra has been a consistent voice in advocacy on India's regulatory and tax landscape through engagement with regulators, industry bodies, and professional institutions. He is currently a member on two Committees constituted by the Securities and Exchange Board of India and has served on the Boards and Committees of leading industry organizations, including APREA, CII, Amcham India, and the ICAI.

A qualified Chartered Accountant and Lawyer, Mr. Mehra is also a Certified Coach and has completed executive education programs at Harvard Business School and INSEAD.

A draft of the letter of appointment of Mr. Gautam Mehra, setting out the terms and conditions of appointment would be made available for inspection to the Members on sending a request along with their DP/Client ID from their registered e-mail address to the Company at companysecretary@chalethotels.com.

Except Mr. Gautam Mehra and his respective relatives, none of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the resolution set out in Item No. 7.

The Board recommends passing of the resolution as set out in Item No. 7 of the accompanying Notice as a Special Resolution.

By Order of the Board of Directors
For Chalet Hotels Limited

Christabelle Baptista
Company Secretary
Membership No.: A17817

Place: Mumbai
Date: July 29, 2026

NOTES FOR MEMBERS

1.	The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business under Item Numbers 5 to 7, to be transacted at the Annual General Meeting ('AGM' / 'Meeting') is annexed hereto.
2.	Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India ('ICSI'), the relevant information in respect of the Directors seeking appointment or re-appointment at the AGM is attached as an Annexure and forms an integral part of this Notice.
3.	The Ministry of Corporate Affairs ('MCA') had vide its Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 03/2025 dated September 22, 2025 (collectively 'MCA Circulars'), permitted holding of the AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'). Accordingly, the 41st AGM of the Company will be held through VC / OAVM in compliance with the provisions of the Act. Further, in accordance with SS-2 issued by ICSI read with Clarification / Guidance on applicability of Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) dated April 15, 2020, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4.	**Procedure for obtaining the AGM Notice, e-Voting instructions and Annual Report by Members whose email addresses are not registered with the Depositories:** Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the "Green Initiative" announced by the Government of India; read with the Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively 'SEBI Circulars'), the Company is sending the Notice of the AGM, e-Voting instructions and Annual Report only in electronic form to the registered email addresses of the Members. Members who have not registered their email address are requested to get their email addresses registered by following the procedure given below: i. Members who have not registered their email address, mobile numbers, address and bank details (including any changes thereof) may please contact and validate/update their details with their respective Depository Participant(s) for shares held in electronic form. ii. Members who have not registered their email address as a consequence of which the Notice of AGM, e-Voting instructions and Annual Report could not be serviced, may send an email to companysecretary@chalethotels.com to receive the same. However, Members are requested to get their email address and mobile number registered / updated with their respective Depository Participant(s) ('DPs'). iii. Alternatively, Members may send an email request at the email address einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested copy of PAN and Client Master data for sending the Notice of AGM, e-Voting instructions and the Annual Report by email.

	iv. Members only desiring to download the Notice of the AGM and Annual Report, may visit the website of the Company www.chalethotels.com/annual-reports/ or the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, or the website of National Securities Depository Limited ('NSDL') - E-voting Service Provider viz. www.evoting.nsdl.com, for the same.
5.	**Record Date:** The Company has fixed Friday, September 11, 2026 as the "Record Date" for determining entitlement of Members to Final Dividend for the Financial Year ended March 31, 2026, if approved at the AGM.
6.	**Dividend:** If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made through permitted mode within 30 days of the AGM, to all the shareholders as per the data made available by NSDL and the Central Depository Services (India) Limited ('CDSL'), collectively 'Depositories'. Members may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in dematerialised mode for any change of bank particulars or bank mandates. Hence, such changes in bank details, ECS mandate, address or e-mail id are to be furnished by the Members to their Depository Participant only. **Pursuant to the amendment to Regulation 12 of the Listing Regulations, effective from November 19, 2025, payment of dividend shall be processed in electronic mode only. Payment through dividend warrant or cheque has been discontinued.**
7.	Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 2025 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs, in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate and provide exemption, if applicable. Further, Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividends as per the applicable regulations and the Company will not entertain any direct request for change/ addition/ deletion of such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs.
8.	Dividends, if not encashed for a period of seven consecutive years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF Account. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline.
9.	As this AGM is being held through VC / OAVM pursuant to the MCA Circulars and physical attendance of Members has been dispensed with, the facility for appointment of proxies by the

	Members has not been made available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.
10.	Corporate Members are requested to send duly certified scanned copy of the resolution of the Board or governing body, authorizing their representative(s) to attend the Meeting through VC / OAVM, as required under Section 113 of the Act and vote through remote e-Voting on their behalf at the Meeting. The said resolution / authorization shall be sent to the Scrutinizer by email through registered email address to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com.
11.	Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12.	Members seeking or requiring any clarification or information in respect of accounts or any other matter to be placed at the AGM may send their requests to the Company on or before September 19, 2026 at companysecretary@chalethotels.com.
13.	In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
14.	Pursuant to the provisions of Section 72 of the Act, Members can avail themselves of the facility of nomination in respect of shares held by them. Members desiring to avail of this facility may contact their respective Depository Participant(s).
15.	SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat Account.
16.	SEBI has made available an online resolution of disputes in the Indian securities market. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through SCORES platform, Members can initiate dispute resolution through the Online Dispute Resolution Portal (ODR Portal) viz., https://smartodr.in/login.
17.	**Inspection of Documents:** Certificate from M/s. KDA & Associates, Secretarial Auditors of the Company with respect to implementation of Employee Stock Option Scheme, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also 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 documents can send an email to companysecretary@chalethotels.com.
18.	**General Instructions for Members:** i. In case of any query in respect of (i) attending the AGM through VC / OAVM, and (ii) voting by electronic means, Members may refer to the Frequently Asked Questions

		(FAQs) for Shareholders and e-Voting User Manual for Shareholders available at the Downloads section at www.evoting.nsdl.com (NSDL's Website) or contact Ms. Rimpa Bag, Assistant Manager of NSDL (Unit: Chalet Hotels Limited), 301, 3rd Floor, Naman Chambers, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 or email at evoting@nsdl.com or call 022 - 4886 7000 for any further clarifications.
	ii.	The voting rights of Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on the close of business hours on the cut-off date i.e. Tuesday, September 15, 2026.
	iii.	As the AGM will be conducted through VC / OAVM, a route map to the AGM venue is not being annexed to this Notice.
18.	i.	The Company has appointed MMJB & Associates LLP, Company Secretaries, to act as the Scrutiniser to scrutinise the remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose.
	ii.	The Scrutiniser shall, immediately after the conclusion of remote e-Voting at the AGM, first count the votes cast through remote e-Voting during the Meeting and thereafter unblock the votes cast through remote e-Voting before the AGM in presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.
	iii.	The results on resolutions shall be declared not later than 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.
	iv.	The results of e-Voting along with the Scrutiniser's Report will be made available on the website of the Company (www.chalethotels.com) and on Service Provider's website (www.evoting.nsdl.com) and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited within 48 hours from the conclusion of the Meeting.

Instructions for Voting through electronic means (Remote e-Voting)

1. In compliance with the provisions of Section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means i.e. remote e-Voting either before or at the AGM. Resolution(s) passed by Members through e-Voting will be deemed as if they have been passed at the AGM.

2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, September 15, 2026 ('the cut-off date'), shall be entitled to vote in respect of the shares held, by availing the facility of remote e-Voting. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holds shares as of the cut-off date, may obtain the 'User ID' and 'Password' by following the procedure mentioned in the Notice.

3. The Members can opt for only one mode of voting i.e. either by remote e-Voting before the AGM or at the AGM. The Members who have not already cast their vote by remote e-Voting before the AGM shall be able to exercise their right at the AGM through remote e-Voting. The Members who have cast their vote by remote e-Voting before the AGM are eligible to attend the AGM through VC / OAVM but shall not be entitled to cast their vote again through remote e-Voting at the AGM.

4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', 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 e-Voting process.

5. 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.

6. The period of remote e-Voting before the AGM commences on Friday, September 18, 2026 (9:00 a.m. IST) and ends on Sunday, September 20, 2026 (5:00 p.m. IST). The remote e-Voting module shall thereafter be disabled by National Securities Depository Limited ('NSDL') for voting; and subsequently enabled for remote e-Voting, at the AGM for 15 minutes, post the conclusion of proceedings. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

7. The details of the process and manner for remote e-Voting and attending the AGM are explained herein below:

   Option 1: Access Depositories e-Voting system in case of **individual shareholders** holding shares in demat mode.

   Option 2: Access NSDL e-Voting system in case of **non-individual shareholders** holding shares demat mode.

   Option 3: Join virtual meeting of the Company on **NSDL system** to participate and vote at the AGM.

Details for Option 1 are mentioned below:

Login method for remote e-Voting for INDIVIDUAL SHAREHOLDERS holding securities in demat mode.

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	**1. Member already registered for IDeAS (Internet Based Demat Account Statement) facility of NSDL:** - Visit URL: https://eservices.nsdl.com - Under 'IDeAS' section, click on the "Beneficial Owner" icon under "Login". - Enter User ID and Password and post successful authentication, click on "Access to e-Voting". - Click on the name of the Company or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. Members not registered for IDeAS e-Services:** - To register, click on link https://eservices.nsdl.com - Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. - Follow steps given in Point 1. **3. Alternatively by directly accessing the e-Voting website of NSDL:** - Visit URL: https://www.evoting.nsdl.com/ - 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 held with NSDL), Password / OTP and a Verification Code as shown on the screen. - Post successful authentication, you would be requested to select the name of the Company and the e-Voting Service Provider's name, i.e. NSDL. - On successful selection, you will be redirected to NSDL's e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest:** - Visit URL: www.cdslindia.com or www.cdslindia.com and click on "New System Myeasi". - Login with your registered User ID and Password. - The Member will see the e-Voting menu. The menu will have links of ESP i.e. NSDL's e-Voting portal. - Click on e-Voting service provider's name to cast your vote. **2. Members not registered for Easi / Easiest:** - Option to register is available at www.cdslindia.com - Proceed with completing the required fields. - Follow the steps given in Point 1 above. **3. Alternatively, by directly accessing the e-Voting website of CDSL:** - Visit URL: www.cdslindia.com - Provide your Demat Account Number and PAN. - System will authenticate the details of the Member by sending OTP on registered mobile and email address, as recorded in the Demat Account.

	- After successful authentication, the Member will be provided links for the respective ESP, i.e **NSDL** where the e- Voting is in progress.
Individual Shareholder login through their Demat Accounts / website of Depository Participant	1. You can also login using the login credentials of your Demat Account through your DP registered with NSDL / CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Click on e-Voting option and you would be redirected to NSDL / CDSL Depository website after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against Company's name or e-Voting service provider **NSDL** and you will be redirected to e-Voting website of **NSDL** for casting your vote during the remote e-Voting period without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password options available at respective websites.

The details of the helpdesk for **Individual Shareholders** for any technical issues related to login through Depository i.e. NSDL and CDSL are mentioned below:

Login type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800-21-09911.

Details for Option 2 are mentioned below:

Login method for e-Voting for shareholders OTHER THAN INDIVIDUAL (NON-INDIVIDUAL) SHAREHOLDERS holding securities in demat mode.

A. Members whose Email IDs are registered with the Company / DPs, will receive an email from NSDL which will include details of E-Voting Event Number (EVEN), User ID and Password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://www.evoting.nsdl.com/.

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

iii. 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.

iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	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**************

v. 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'?
      - 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'.
      - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

vi. 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 option available on www.evoting.nsdl.com.
   b. If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.
   c. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, Home page of e-Voting will open.

x. After successful login, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

xi. Select "EVEN" of the company i.e. 141487 to cast your vote during the remote e-Voting period and cast your vote.

xii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as on the cut-off date, i.e. Tuesday, September 15, 2026. You may also choose the option 'ABSTAIN'. If the Member does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either heads.

xiii. Members holding multiple Demat Accounts shall carry out the e-Voting process separately for each Demat Account.

xiv. Voting has to be done for each Resolution of the Notice of the 41st AGM separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

xv. You may then cast your vote by selecting an appropriate option and clicking on 'SUBMIT'.

xvi. Once you submit, you will not be allowed to modify or change the votes cast. However, Members can login any number of times inspite of having voted on all the resolutions.

xvii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (pdf format) of the Board Resolution / Authority Letter etc., certified to be true, to the Scrutiniser at e-mail ID: scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com. The scanned copy of the aforementioned documents should be named in the format "CHALET HOTELS LIMITED_EVEN 141487".

xviii. Members who have already voted through remote e-Voting before the AGM are also eligible to attend the AGM.

B. Members whose Email IDs are not registered with the Company / DPs and consequently have not received the Notice of AGM, e-Voting instructions and Annual Report will have to follow the following process:

i. Members who have not registered their email address and consequently have not received the Notice of AGM, e-Voting instructions and Annual Report may send an email to companysecretary@chalethotels.com for the soft copy of the Notice of the AGM, e-Voting instructions and Annual Report along with the User ID and Password. In case of any queries, Members may write to evoting@nsdl.com.

ii. Alternatively, Members may send an e-mail request at evoting@nsdl.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested copy of PAN and copy of Client Master Data for sending the Notice of AGM, e-Voting instructions and the Annual Report.

iii. After receiving the e-Voting instructions, please follow all the steps mentioned in Point A above to cast your vote by electronic means.

Details for Option 3 are mentioned below:

Instructions for all the Shareholders for attending the AGM of the Company through VC / OAVM and voting by electronic means at the Meeting.

i. Members are being provided the facility to attend the AGM through VC / OAVM platform of NSDL. Members are requested to participate in the AGM through VC / OAVM by visiting the link www.evoting.nsdl.com and logging in by using their e-Voting credentials. After successful login, you are requested to click on the link of "VC/OAVM" placed under "Join meeting" menu against the name of the Company. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that 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.

ii. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM (i.e. at 3.30 p.m. (IST) on Monday, September 21, 2026) and will be available for Members on first-come-first-served basis.

iii. For a better experience, Members are encouraged to join the AGM through their computers with Google Chrome, Safari, Microsoft Edge, Mozilla Firefox 22 browser.

iv. Further, Members wishing to speak at the AGM may be required to turn camera on/enable video and are requested to use internet with good speed to avoid any disturbance during the Meeting.

v. Please note that participants connecting from mobile devices / tablets / computers via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

vi. Members who would like to express their views or ask questions during the AGM and who continue to hold shares as on the cut-off date may register themselves as a speaker shareholder by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID, PAN and mobile number at companysecretary@chalethotels.com from Wednesday, September 16, 2026, 9.00 a.m. (IST) to Sunday, September 20, 2026, 5.00 p.m. (IST). Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM and may have to allow camera access during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

vii. The Members who have not cast their vote through remote e-Voting before the AGM shall be eligible to cast their vote through e-Voting system at the AGM. E-Voting at the AGM is integrated with the VC / OAVM platform.

viii. A Member can opt for only single mode of voting i.e., either through Remote e-Voting before or at the AGM.

ix. Facility of joining the AGM through VC / OAVM shall be available for at least 1,000 Members on first come first served basis.

Institutional Members are encouraged to cast their vote through e-Voting and attend the AGM which is being convened through VC / OAVM.

Other Instructions:

Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holds shares as of the cut-off date, may obtain the 'User ID' and 'Password' in the manner mentioned below:

i. where the mobile number of the Member is registered against DP ID and Client ID, the Member may send an SMS: MYEPWD (E-Voting Event Number) + DP ID and Client ID to 9212993399. For example
   - NSDL: MYEPWD IN12345612345678
   - CDSL: MYEPWD 1402345612345678

ii. where e-mail address or mobile number of the Member is registered against DP ID and Client ID, then on the home page of www.evoting.nsdl.com, the Member may click "Forgot Password" to generate a Password.

In case the Member is already registered with NSDL for remote e-Voting then they can use their existing User ID and Password for logging in and casting their vote.

NSDL shall endeavour to send User ID and Password to those new Members whose e-mail address is available.

Members can also reach out to NSDL's on 022 - 4886 7000 OR send an e-mail request to evoting@nsdl.com.