H S INDIA LIMITED

CIN - L55100MH1989PLC053417

NOTICE OF THE 37TH ANNUAL GENERAL MEETING AND E-VOTING INFORMATION

NOTICE IS HEREBY GIVEN that the 37th Annual General Meeting (AGM) of the Company will be held on Friday, 11th September, 2026 at 10.30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the businesses as set out in the Notice of AGM.

Electronic copies of the Notice of AGM and Annual Report for the year 2025-26 have been sent to the shareholders whose email IDs are registered with the Company/Registrar/DP. The same is also posted on the Company's website - http://www.hsindia.in/wp-content/uploads/2026/08/Annual-Report-2025-26.pdf

Further, in terms of Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to the shareholders whose email Ids are not registered with the Company/Registrar/DP providing the weblink and QR from where Notice of AGM and Annual Report for the year 2025-26 can be accessed on the Company's website.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' to cast his/her vote electronically in respect of the business set forth in the Notice and the following details are given below:

(a) The remote e-voting shall commence at 9.00 a.m. (IST) on 8th September, 2026;
(b) The remote e-voting shall end at 5.00 p.m. (IST) on 10th September, 2026;
(c) the cut-off date is 4th September, 2026 i.e. the date for determining the eligibility to vote by electronic means or in the AGM;
(d) Any person who acquires shares of the company after dispatch of the Notice and holding shares as of the cut-off date, may obtain login ID & password by sending an email to evoting@nsdl.co.in and if already registered with NSDL, then existing user ID & password can be used for remote e-voting;
(e) (i) Remote e-voting shall not be allowed beyond 05.00 p.m. on 10th September, 2026;
  (ii) The facility for voting by remote e-voting shall be made available at the AGM for all those members who are present during the meeting through VC/OAVM but not cast their votes by availing the remote e-voting facility. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting;
  (iii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the above cut-off date, only shall be entitled to avail the facility of remote e-voting or voting during the AGM;
(f) The Notice of AGM is also available on the Company's website www.hsindia.in and website of NSDL www.evoting.nsdl.com; and
(g) Contact details of the person responsible to address the grievances connected with the remote e-voting: Ms. Pallavi Mhatre, Asst. Manager, NSDL Mumbai, E-mail: pallavid@nsdl.co.in, Tel: 022-48867000.

For e-voting instructions in detail, please go through the Notes to the AGM Notice sent to you.

For H S India Limited
Sd/-
Hitesh Limbani
Company Secretary
FCS-12568

Place: Surat
Date: 13th August, 2026

Lords Plaza
Exhilarating Hospitality

REGD. OFF : UNIT NO. 202, MORYA BLUE MOON, OFF NEW LINK ROAD, ANDHERI WEST, MUMBAI – 400053, MAHARASHTRA.
TEL. :022-69027777 E-MAIL: hsindialimited@gmail.com,
Website: www.hsindia.in

LOCATION : DELHI GATE, OPP. LINEAR BUS STAND, RING ROAD, SURAT - 395 003.
TEL. : 0261-2418300, E-MAIL : accountslps@lordshotels.com

NOTICE

NOTICE is hereby given that the **37TH ANNUAL GENERAL MEETING ("AGM")** of **H S INDIA LIMITED** (CIN:L55100MH1989PLC053417) will be held on Friday, the 11th day of September, 2026 at 10:30 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 Financial Statements of the Company for the financial year ended on 31st March, 2026 together with the Report of the Board of Directors and the Auditors thereon.

2. **Appointment of Director:**

   To appoint a Director in the place of Mr. Ramesh Radheyshyam Bansal (DIN–00086256), who retires by rotation and being eligible, offers himself for re-appointment.

3. **Appointment of Statutory Auditor:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, the consent of the members, be and is hereby accorded for the appointment of M/s. R. M. Hariyani & Co., Chartered Accountants (Firm Reg. No. 147657W) at Bharuch in place of M/s. K. K. Haryani & Co., Chartered Accountants (Firm Reg. No. 121950W) at Bharuch, the retiring Auditors of the Company, to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this 37th AGM till the conclusion of the 42nd AGM of the Company to be held in year 2031 on such remuneration as may be mutually agreed between the Audit Committee/Board of Directors and Auditors of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company including its committee thereof, be and are, hereby authorized to finalize the terms and conditions of the appointment including the remuneration and to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. **To approve material related party transactions with related party:**

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

   "RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) in the ordinary course of business and at arm's length basis (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Lords Ishwar Hotels Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27, for an aggregate value not exceeding Rs. 395 Lakhs, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

NOTES:

(a) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, read with other relevant circulars including General Circular No. 03/2025 dated 22nd September, 2025 ("MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions these Circulars, the Companies Act, 2013 ("Act"), the 37th AGM of the Company will be held through VC / OAVM. The deemed venue for the 37th AGM shall be the registered office of the Company.

(b) Since this 37th AGM is being held through VC / OAVM, pursuant to these MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

(c) In compliance with the aforesaid MCA Circulars and relevant SEBI Circulars, Notice of the 37th AGM along with the Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. In accordance with the provisions of the Listing Regulations, the Company is being sent a letter to those members who have not registered their email addresses with Company/RTA/Depositories, containing a weblink alongwith exact path to access the complete Annual Report including notice of AGM. Members are requested to access the Annual Report electronically to support the green initiative. Members may note that the Notice and Annual Report will also be available on the Company's website www.hsindia.in, website of stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

(d) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(e) Pursuant to Regulation 36(3) of the SEBI Listing Regulation and Secretarial Standard -2 of the General Meetings, the particulars of Directors seeking appointment and re-appointment at the meeting are annexed.

(f) Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during working hours upto the date of the AGM. Members are requested to write to the Company on hsindialimited@gmail.com for inspection of said documents.

(g) In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.

(h) Members are requested to intimate to the Company's Registrar & Share Transfer Agent M/s. Bigshare Services Pvt. Ltd., S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra their Depository Participant ("DP"), changes, if any, in their registered addresses and their E-mail ID at an early date.

(i) a) Members holding shares in electronic form should notify any changes in their residential address or bank details directly to their respective Depository Participants.

b) Members holding shares in physical form are advised to submit details of PAN and bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent "Bigshare Services Pvt. Ltd.".

(j) Non-Resident Indian Shareholders are requested to inform the Registrar & Share Transfer Agent/ Company/respective Depository Participant:

a) Particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not already intimated.

b) Change, if any, in their Residential status.

(k) As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 and if a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company's Share Transfer Agent, Bigshare Services Pvt. Ltd., S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra.

(l) Pursuant to SEBI Circular dated 3rd November, 2021 and 14th December, 2021, the Physical Securities holders has mandated to provide PAN, KYC details and Nomination Forms through Form ISR-1, Form ISR-2 and ISR-3 (as applicable). The Company has sent individual letters to all members holding shares in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares in physical form are requested to submit PAN, KYC details and Nomination to the Company's Share Transfer Agent, Bigshare Services Pvt. Ltd., S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra.

(m) Pursuant to Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to get inherent benefits of dematerialisation, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialised form. Members can contact the Company's RTA at Bigshare Services Pvt. Ltd. for assistance in this regard.

(n) SEBI vide its Circulars dated 31.07.2023 and 04.08.2023 read with Master Circular dated 31.07.2023 (updated as on 11.08.2023), has established a common online dispute resolution (ODR) portal for resolution of disputes arising in the Indian securities market.

(o) Pursuant to SEBI Circulars dated 2nd July, 2025 and 30th January, 2026, members who had submitted transfer deeds for physical shares before 1st April, 2019 and whose requests rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till 4th February, 2027, to re-lodge the transfer requests.

(p) Instructions for Members for attending the AGM through VC / OAVM:

(i) Members will be able to attend the AGM through VC / OAVM provided by NSDL at https://eservices.nsdl.com by using their remote e-voting login credentials for Company's AGM.

(ii) 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 this Notice. Further, members can also use OTP based login for logging into e-voting system of National Securities Depository Limited (NSDL).

(iii) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of its Board Resolution / Authority letter etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf. The said Resolution/Authority letter shall be send through its registered Email id to the Scrutinizer at csmanishpatel@gmail.com with a copy marked to evoting@nsdl.com.

(iv) Mr. Manish R Patel, Company Secretary in Practice at Surat has been appointed as the Scrutiniser by the Board of Directors of the Company to scrutinise the remote e-voting process before and during the AGM in a fair and transparent manner.

(v) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

(vi) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at hsindialimited@gmail.com from 31st August, 2026 to 2nd September, 2026. Those Members who have registered themselves as a speaker will only 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.

(q) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the Company is pleased to provide members facility of casting votes using an electronic voting system ("remote e-voting"), through the e-voting services provided by NSDL on all the resolutions set forth in this Notice.

(r) The remote e-voting period commences on Tuesday, 08th September, 2026 (9:00 am) and ends on Thursday, 10th September, 2026 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Friday, 04th September, 2026, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(s) The instructions for e-voting before / during the AGM are as under:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to

in demat mode with NSDL.	enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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. 

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 login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility upon logging in, you will be able to see e-Voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

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

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 use your existing password to login and cast your vote.

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

c) How to retrieve your 'initial password'?

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

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

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

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

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

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hsindialimited@gmail.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

hsindialimited@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for E-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system 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. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

General instructions to Shareholders:

(a)It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(b) The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

(c)The Scrutinizer shall, immediately after the conclusion of voting at the AGM will count the votes cast at the meeting and after unlocking the votes in presence of at least two (2) witnesses not in the employment of the Company, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson of the meeting or a person authorized by him in writing, who shall countersign the same. The Chairperson or a person authorized by him shall declare the result of the voting forthwith within forty eight hours of the conclusion of the AGM.

(d) The Results declared along with the consolidated Scrutinizer's report shall be placed on the Company's website www.hsindia.in and will be forwarded to the NSDL & BSE Ltd. for its placing on their websites. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.

EXPLANATORY STATEMENT

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

ITEM NO. 3

The Members of the Company had, at the 32nd AGM, appointed M/s. K. K. Haryani & Co., Chartered Accountants (Firm Reg. No. 121950W) at Bharuch, Statutory Auditors of the Company for a period of five consecutive years commencing from the conclusion of 32nd AGM of the Company until the conclusion of 37th AGM of the Company.

On the expiry of the term of M/s. K. K. Haryani & Co., Chartered Accountants (Firm Reg. No. 121950W) at Bharuch, existing statutory auditor of the Company, at the conclusion of ensuing 37th AGM, the Audit Committee and Board of Directors of the Company in its meeting held on 6th August, 2026 has recommended the appointment of M/s. R. M. Hariyani & Co., Chartered Accountants (Firm Reg. No. 147657W) at Bharuch, as the statutory Auditors of the Company for a period of five consecutive years commencing from the conclusion of the 37th AGM of the Company till the conclusion of the 42nd AGM of the Company subject to the approval of shareholders of the Company in this ensuing 37th AGM.

M/s. R. M. Hariyani & Co., Chartered Accountants (Firm Reg. No. 147657W) at Bharuch confirmed that their appointment, if made, will be within the limit specified under Section 144 of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The details required to be disclosed under the provisions of Regulation 36(5) of the SEBI Listing Regulations are as under:

Sr. No.	Particulars	Details
1.	Brief Profile of Proposed Statutory Auditor	M/s. R. M. Hariyani & Co., Chartered Accountants (Firm Reg. No. 147657W) at Bharuch is a sole proprietorship firm of Chartered Accountants registered with Institute of Chartered Accountants of India. The firm was established in the year 2018. CA Rajiv M. Hariyani, proprietor of the firm having more than five years of extensive experience in the field of Statutory Audit, Tax Audit, filing of Income Tax and GST Returns, Income tax and GST matters, etc. It has a valid peer reviewed certificate and audits various companies listed on stock exchanges in India.
2.	Basis of recommendations of appointment	The Audit Committee and Board of Directors in their meeting held on 06th August, 2026 has recommended the appointment of M/s. R. M. Hariyani & Co., Chartered Accountants (Firm Reg. No. 147657W) at Bharuch as the Statutory Auditor of the Company on the basis of the vide experience in the field of Income Tax and GST in accordance with the governance and industrial standards.
3.	Credentials of Proposed Statutory Auditor	M/s. R. M. Hariyani & Co., Chartered Accountants (Firm Reg. No. 147657W) at Bharuch is a sole proprietorship firm of Chartered Accountants registered with Institute of Chartered Accountants of India and having peer reviewed certificate no. 014640 issued by the Peer Review Board of the Institute of Chartered Accountants of India.
4.	Terms of Appointment	5 (Five) consecutive years commencing from the conclusion of the 37th AGM of the Company till the conclusion of the 42nd AGM of the Company.

5.	Proposed Fees payable to the Statutory Auditor	Rs. 1,75,000/- per annum plus actual out of pocket expenses. Any amendment in terms of appointment and fees may be mutually agreed between the Audit Committee/Board of Directors and the Statutory Auditor.
6.	Any material changes in the fees payable to the proposed auditor from that paid to the outgoing auditor alongwith rational for such change	There is no material changes in the fees payable to proposed Auditor from that paid to the outgoing auditor.

Accordingly, your Directors recommend the Ordinary Resolution mentioned in Item No. 3 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the above resolution.

ITEM NO. 4

The provisions of Regulation 23 of the SEBI Listing Regulations, as amended from time to time, mandates prior approval of Members of the Company by way of an ordinary resolution, for all material related party transactions and subsequent material modifications as defined by the Audit Committee even if such transactions are in the ordinary course of the business of the concerned Company and at an arm's length basis and transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company provided the annual consolidated turnover of the Company is up to Rs. 20,000 Crore. The annual Standalone turnover of the Company as on 31st March, 2026 is Rs. 2609.00 Lakhs.

In the ordinary course of its business operations, the Company enters into transactions relating to purchase of liquor products with its related parties (Lords Ishwar Hotels Limited). The proposed transactions with Lords Ishwar Hotels Limited are intended to ensure operational efficiencies, optimize procurement and distribution channels, achieve economies of scale and facilitate business growth.

Based on the recommendation of the Audit Committee and Board of Directors, at its meeting held on 6th August, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company. The transaction has been approved unanimously by all the Independent Directors of the Audit Committee. The Audit Committee and Board of Directors of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approvals.

The values of related party transactions specified in the Table below exclude duties and taxes. Any subsequent material modification in the transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations. The value of transactions (for which the approval is being sought) for the period commencing from 1st April, 2026 till the date of this Notice has not exceeded the materiality threshold and is not likely to exceed the materiality threshold till the approval of these transactions by the members but are likely to exceed the materiality threshold. The details of transactions as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") dated 26th June, 2025 are set forth below:

<table>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A. Minimum information of the proposed Related Party Transaction</td></tr>
<tr><td colspan="3">A(1) Basic details of the Related Party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td>Lords Ishwar Hotels Limited (LIHL)</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>1. Hospitality Business.
2. Wholesale and Retail Trade of Foreign Liquor.</td></tr>
<tr><td colspan="3">A(2) Relationship and ownership of the related party</td></tr>
<tr><td>4.</td><td>Relationship between the Company/subsidiary (in case of transaction involving the subsidiary) and the related party</td><td>LIHL is a group entity under common control with company through its promoters.</td></tr>
<tr><td>5.</td><td>Shareholding of the Company/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>Not Applicable</td></tr>
<tr><td>6.</td><td>Shareholding of the related party, whether direct or indirect, in the Company/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>7</td><td>Total amount of all the transactions undertaken by the Company or subsidiary with the related party during the last financial year.</td><td><table><tr><th>Year</th><th>Nature of Transactions</th><th>Amount (Rs. In Lakhs)</th></tr><tr><td>2025-26</td><td>Purchase of foreign liquor</td><td>127.08</td></tr></table></td></tr>
<tr><td>8</td><td>Total amount of all the transactions undertaken by the Company or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 72.48 Lakhs</td></tr>
<tr><td>9</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.</td><td>During the last financial year, there was no default made by the related party (LIHL).</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions</td></tr>
<tr><td>10</td><td>Amount of the proposed transactions being placed for</td><td>Rs. 395.00 Lakhs</td></tr>
</table>

	approval in the meeting of the Audit Committee/ shareholders.	
11	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
12	Value of the proposed transactions as a percentage of the Company's annual consolidated / standalone turnover for the immediately preceding financial year.	15.14%
13	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable
14	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	53.63%
15	Financial performance of the related party for the immediately preceding financial year (FY 2025-26)	Details of LIHL **Particulars** — **Amount (Rs.In Lakhs)** Turnover — Rs. 736.49 Net Worth — Rs. 619.48 Profit/(Loss) after Tax — Rs. (8.19)
A(5) Basic details of the Proposed Transaction		
16	Specific type of the proposed transaction.	Purchase of Goods
17	Details of each type of the proposed transaction.	Purchase of foreign liquor and wine.
18	Tenure of the proposed transaction (tenure in number of years or months to be specified).	2026-27
19	Whether omnibus approval is being sought?	Yes
20	Value of the proposed transaction during a financial year.	Rs. 395.00 Lakhs
21	Justification as to why the RPTs proposed to be entered	The Company is engaged in the hospitality business and operates a hotel at Surat, Gujarat

	into are in the interest of the Company.	classified as a 3-Star classified hotel approved by the Ministry of Tourism and also is engaged in the retail trade of foreign liquor under licences granted by the Department of Prohibition and Excise in accordance with the provisions of the Gujarat Prohibition Act, 1949 within the State of Gujarat. The proposed transaction is in the best interest of the Company, as the related party, LIHL, is also engaged in the hospitality business and operates a 3-Star classified hotel approved by the Ministry of Tourism and also in the wholesale and retail trade of foreign liquor located at Vadodara, Gujarat. The proposed transaction will enable the Company to purchase foreign liquor from LIHL in the ordinary course of its business operations. The transaction is proposed to be undertaken on an arm's length basis and in the ordinary course of business of the Company, thereby ensuring commercial rationale and compliance with applicable regulatory requirements.
22	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly. (a) Name of the director. (b) Shareholding of the director / KMP, whether direct or indirect, in the related party.	(a) Mr. Pushpendra Bansal – 1.30% (b) Mrs. Sangita Bansal – 16.74% both being the Promoter / Director of the Company and in related party (LIHL), are considered to be interested in the transaction.
23	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
24	Other information relevant for decision making.	None
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other processes are applied to choose a party.
2	Basis of determination of price.	No bidding processes were conducted.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the	Not Applicable

	following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	

The Audit Committee in their meeting held on 6th August, 2026 has reviewed the certificates provided by the Managing Director and CFO of the Company as required under the RPT Industry Standards.

As per the SEBI Listing Regulations, all related parties of the listed entity, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Accordingly, your Directors recommend the Ordinary Resolution mentioned in Item No. 4 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Pushpendra Radheshyam Bansal, Mr. Ramesh Radheyshyam Bansal and Mrs. Sangita Pushpendra Bansal are considered to be interested or concerned in the above resolution.

By Order of the Board of Directors
FOR H S INDIA LIMITED

Sd/-
HITESH LIMBANI
Company Secretary
FCS-12568

Place: Mumbai
Date: 06th August, 2026

Registered Office:
Unit No.202, Morya Blue Moon,
Off New Link Road, Andheri West,
Mumbai – 400 053, Maharashtra.

ANNEXURE TO NOTICE OF 37TH ANNUAL GENERAL MEETING

Details of Directors seeking appointment/re-appointment at the 37TH Annual General Meeting

[In pursuance of Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 of the General Meetings]

Name of Director	Mr. Ramesh Radheyshyam Bansal
DIN	00086256
Designation	Managing Director / CFO
Date of Birth	04/10/1950
Date of appointment	29/09/2005
Terms and conditions of appointment/reappointment	Director liable to retire by rotation
Qualifications	B.Sc.
Expertise in specific functional area	Export-Import and Hospitality Business
No. of Equity Shares held	151520
Remuneration last drawn	Rs. 2,00,000/- per month
Directorship in other Companies	1. Abhishek Tour Operators Pvt. Ltd.
Membership of committee in other Public Limited Company	--
No. of Board Meetings attended during the financial year 2025-26	4
Relation	Mr. Pushpendra Radheshyam Bansal and Mrs. Sangita Pushpendra Bansal are relatives of Mr. Ramesh Radheyshyam Bansal.
Listed entities from which resigned in past 3 years	--