

NOTICE OF 38TH ANNUAL GENERAL MEETING

**LORDS ISHWAR HOTELS
LIMITED**

NOTICE

NOTICE is hereby given that the **38th ANNUAL GENERAL MEETING** of **LORDS ISHWAR HOTELS LIMITED** will be held on Tuesday, the 03rd day of September, 2024 at 11:00 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Audited Standalone Financial Statements:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Report of the Board of Directors and Auditors thereon.

2. Appointment of Mr. Mehinder Sharma (DIN: 00036252) as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Mehinder Sharma (DIN: 00036252), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**3. Re-appointment of Mr. Tikam Panchal (DIN: 08620257) as an Independent Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Tikam Panchal (DIN: 08620257), who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 30th November, 2024 up to 29th November, 2029, (both days inclusive), in accordance with the Company’s Governance Guidelines on retirement age of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, appropriate, expedient and desirable to give effect to this resolution.”

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, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the AGM (“Annual General Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA and SEBI Circulars, the Annual General Meeting of the Company will be held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- (b) Since this Annual General Meeting is being held through VC / OAVM, pursuant to MCA Circulars and SEBI 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 Annual General Meeting. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- (c) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the Annual General Meeting along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website www.lordsishwar.com, 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 Annual General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (e) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard -2 of the General Meetings, the particulars of Directors seeking 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 up to the date of the Annual General Meeting. Members are requested to write to the Company on info@lordsishwar.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) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 28th August, 2024 to Tuesday, 03rd September, 2024 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
- (i) Members are requested to intimate to the Company's Registrar & Share Transfer Agent (R&TA), "Bigshare Services Pvt. Ltd, Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, 400093, Maharashtra, India their Depository Participants ("DPs"), for changes, if any, in their registered addresses and their E-mail ID at an early date.
- (j) a) Members holding shares in electronic form should notify any change 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."
- (k) 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 already not intimated.
b) Changes, if any, in their Residential status.
- (l) Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical mode are advised to file a Nomination Form in respect of their shareholding. Any member wishing to avail this facility may submit the prescribed statutory Form 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, at Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, 400093, Maharashtra
- (m) 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., Pinnacle Business Park, S6-2, 6th Floor, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra.
- (n) 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.
- (o) 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.

- (p) Instructions for Members for attending the Annual General Meeting through VC / OAVM:
- (i) Members will be able to attend the Annual General Meeting through VC / OAVM provided by National Securities Depository Limited (NSDL) at <https://eservices.nsdl.com> by using their remote e-voting login credentials for Company's Annual General Meeting.
 - (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 Annual General Meeting through VC/OAVM on its behalf. The said Resolution/Authority letter shall be send through its registered Email Id to the Scrutinizer at nandaniya.joshi@gmail.com with a copy marked to evoting@nsdl.com.
 - (iv) Facility of joining the Annual General Meeting through VC / OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available for Members on first come first served basis.
 - (v) Members who would like to express their views or ask questions during the Annual General Meeting 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 info@lordsishwar.com from 24th August, 2024 to 27th August, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Annual General Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
- (q) It is recommended to join the Annual General Meeting through laptop for better experience. You are requested to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their data network. It is therefore recommended to use stable wi-fi or wired connection to mitigate any kind of aforesaid glitches.
- (r) 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 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 (National Securities Depository Limited) on all the resolutions set forth in this Notice.
- (s) The remote e-voting period commences on Saturday, 31st August, 2024 (9:00 am) and ends on Monday, 02nd September, 2024 (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 Tuesday, 27th August, 2024, 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.
- (t) The instructions for e-voting before / during the Annual General Meeting 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 December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
Login Method	Login Method
<p>1) 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.</p> <p>2) 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/IdeasDirect Reg.jsp</p> <p>3) 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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>	<p>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 website http://www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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.</p> <p>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.</p> <p>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.</p>

<p>NSDL Mobile App is available on</p>   	
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Individual Members (holding securities in demat mode) login through their depository participant

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(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 ‘Shareholders/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.	Event Number followed by Folio Number registered with the Company as user id. For example if folio number is 001*** and Event is 101456 then user ID is 101456001***.
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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.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 the 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 (Company email id).
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 (Company email id). 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.

Instructions for Members for E-Voting on the Day of the Annual General Meeting are as under:

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

Instructions for Members for Attending the Annual General Meeting 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:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
2. The Chairman shall, at the Annual General Meeting, 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 Annual General Meeting through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the Annual General Meeting shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
3. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting 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 Chairman of the meeting or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him shall declare the result of the voting forthwith within forty-eight hours of the conclusion of the Annual General Meeting.
4. The Results declared along with the consolidated Scrutinizer's report shall be placed on the Company's website www.lordsishwar.com 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 for at least three days.

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

Item No. 3:

The Shareholders of the Company at their 34th Annual General Meeting held on 02nd December, 2020 has appointed Mr. Tikam Panchal (DIN: 08620257) as an Independent Director of the Company for a period of five years commencing from 30th November, 2019 to 29th November, 2024. Accordingly, their first term of 5 (Five) years as Independent Directors of the Company, is due to expire on 29th November, 2024.

The Nomination and Remuneration Committee and Board of Directors at their meetings held on 05th August, 2024 on the basis of the report of performance evaluation of Independent director, have recommended the re-appointment of Mr. Tikam Panchal (DIN: 08620257) as an Independent Director for a further period of 5 (Five) years and shall not retire by rotation from 30th November, 2024 to 29th November, 2029 (both days inclusive).

Mr. Tikam Panchal (DIN: 08620257) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In accordance with the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read Rules framed thereunder an Independent Director can hold office for a term up to five consecutive years on the Board of Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has in terms of Section 160(1) of the Act, received notices from Members proposing his candidature for the office of Director. The Company has also received a declaration from Mr. Tikam Panchal (DIN: 08620257) that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the Listing Regulations. Mr. Tikam Panchal (DIN: 08620257) possesses appropriate skills, experience and knowledge; inter alia, in Hotel Management. The information required pursuant to the Regulation 36(3) of the Listing Regulations, 2015 is attached with Notice of 38th Annual General Meeting.

In the opinion of the Board, Mr. Tikam Panchal (DIN: 08620257) fulfils the conditions of his re-appointment for further period of 5 (Five) years as an Independent Director as specified in the Companies Act, 2013 and the SEBI (listing Obligation and Disclosure Requirement) Regulation 2015. Mr. Tikam Panchal (DIN: 08620257) is an independent of the management.

Copy of the draft letter for appointment of Mr. Tikam Panchal (DIN: 08620257) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during the business hours between 10 am to 5 pm on any working day.

In light of the above, your Directors recommend the Special resolution as set out in Item No. 3 of the notice for the approval of Shareholders.

Mr. Tikam Panchal (DIN: 08620257) is not holding any equity shares of the Company and he is not related to any Director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Tikam Panchal (DIN: 08620257) is considered to be interested or concerned in the above resolution.

By Order of the Board of Directors
For LORDS ISHWAR HOTELS LIMITED

Place: Mumbai
Date: 05th August, 2024

Registered Office:
Hotel Revival, Near Sayaji Gardens, Kala
Ghoda Chowk, University Road Baroda,
Gujarat – 390 002
CIN: L55100GJ1985PLC008264

NEHA PRAJAPATI
Company Secretary
ACS-71206

ANNEXURE TO NOTICE OF 38TH ANNUAL GENERAL MEETING**Details of Directors seeking appointment/re-appointment at the 38th Annual General Meeting**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Mehinder Sharma	Mr. Tikam Panchal
DIN	00036252	08620257
Designation	Director	Independent Director
Date of Birth (Age)	04/02/1959 (65 years)	16/07/1980 (44 Years)
Date of appointment	30/04/2007	30/11/2019
Terms and conditions of appointment/re-appointment	Director liable to retire by rotation	Re-appointment as an Independent Director
Qualification:	MBA	Diploma in Hotel Management
Expertise in specific functional area	Construction and Industrial Projects	Hotel Management
No. of Shares held in the Company	NIL	NIL
Remuneration last drawn	NIL	NIL
Directorship in other Companies as on 31.03.2024	1. ANS Industries Ltd 2. Agile Developers Pvt. Ltd. 3. Shambunath Properties Pvt. Ltd. 4. Ans Constructions Pvt. Ltd. 5. Ans Infrastructure Pvt. Ltd. 6. Ans Autozone Pvt. Ltd. 7. Mountain Hotel and Resorts Chail Pvt. Ltd. 8. Sharma Farms Pvt. Ltd. 9. Banke Bihari Properties Pvt. Ltd. 10. Om Namah Shivay Estates Pvt. Ltd. 11. M - Tech Township and Projects Pvt. Ltd. 12. Omkareshwar Developers Pvt. Ltd. 13. MD Rental Pvt. Ltd. 14. Connoisseur Developers Pvt. Ltd 15. Amruth Biological and Clinical Service Pvt. Ltd	NIL
Membership of Committee in other Public Limited Company as on 31.03.2024	NIL	NIL
No. of Board Meetings attended during the financial year 2023-24	One (1)	Six (6)
Relationships between directors inter-se	None	None