KAIZEN HOTELS & RESORTS LIMITED

CIN: U55101WB1987PLC042703
Registered Office: 12, J. L. Nehru Road, Kolkata – 700013
Tel: 91-33-44003900, Email: director@kaizenhotels.co.in, Website: www.peerlesshotels.com

NOTICE
OF THE 39th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting of Kaizen Hotels & Resorts Limited will be held on Thursday, 30th July 2026 at the Registered Office of the Company at 5.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026 and the Reports of the Board of Directors and the Auditors thereon.

2. To declare a dividend of 25% (Rs. 25 per equity share) for the financial year ended 31st March 2026.

3. To appoint a Director in place of Mrs. Shikha Roy (DIN:00022244), who retires by rotation and being eligible, offers herself for re-appointment.

4. To appoint a Director in place of Mr. Prabal Basu (DIN: 06414341), who retires by rotation and being eligible, offers himself for re-appointment.

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ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL AT THE MEETING ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

An instrument appointing a proxy, in order to be effective, must be deposited and received by the Company at the Registered Office of the Company not less than forty-eight hours before the commencement of 39th Annual General Meeting.

Place: Kolkata **By Order of the Board**

Dated: May 29, 2026 **FOR KAIZEN HOTELS & RESORTS LIMITED**

Debasree Roy

Debasree Roy

Director

(DIN:00022218)

Notes:

1. The Register of Members and Share Transfer Book of the Company will remain closed from 23rd July 2026 to 30th July 2026 (both days inclusive) for the purpose of payment of Dividend to the shareholders, if declared at this Annual General Meeting. The "Record Date" for the purpose of payment of Dividend for the Financial Year ended 31st March 2026, if declared at this Annual General Meeting , shall be 22nd July 2026.

2. To support the "Green Initiative", the Members who have not registered their email addresses are requestnd July ed to register the same with the Company's Registrar and Share Transfer Agent/ Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.

3. The Notice convening the AGM has been uploaded on the website of the Company at www.peerlesshotels.com.

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4. Information relating to Director seeking re-appointment at the Annual General Meeting forms an integral part of the Notice.

5. Shareholders are requested to update their Bank Account details (in case of any changes) for online payment of Dividend as and when declared.

6. The Members can send their communications to the Company at its Registered Office or through email at director@kaizenhotels.co.in. Members can also send their communications to the Registrar and Share Transfer Agent, M/s. CB Management Services Pvt. Ltd., Rasoi Court, 5th Floor, 20, Sir R. N. Mukherjee Road, Kolkata – 700001.

Place: Kolkata

Dated: May 29, 2026

By Order of the Board

FOR KAIZEN HOTELS & RESORTS LIMITED

Debasree Roy

KAIZEN HOTELS & RESORTS LTD. KOLKATA

Debasree Roy

Director

(DIN:00022218)

DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT, AS REQUIRED APPLICABLE SECRETARIAL STANDARD SS-2

Re-appointment of Ms. Shikha Roy as a Non-Executive Director (DIN: 00022244) (Item No. 3)

Ms. Shikha Roy is a graduate and has been associated with the Company as a Non-Executive Director for more than 34 years. She acts as a mentor for the overall growth of the Company.

Mrs. Roy holds 28,129 number of equity shares and 60,950 number of Preference Shares of the Company.

In pursuance of Section 152(5) of the Act, Mrs. Roy has filed with the Company her consent in writing to act as a Director in Form DIR-2. She has also filed with the Company Form DIR-8 as required under section 164(2) read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Besides Mrs. Shikha Roy, Mr. Jayanta Roy and Ms. Debasree Roy, Directors of the Company are in any way concerned or interested in the resolution set out at Item no.3.

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ITEM No. 4

Re-appointment of Mr. Prabal Basu as a Non-Executive Director (DIN: 06414341)

Mr. Prabal Basu is a qualified Chartered Accountant (ACA), a qualified Company Secretary (ACS) and a qualified Cost & Management Accountant (ACMA) with over 34 years of experience Accounts & Finance, Information Technology, ERP implementation and General Management. He started his career as a Group Manager in a premium Chartered Accountancy Firm, Chowdhury, Basu & Ray, in 1986, followed by a year's stint at Duncans Agro Industries Limited. He joined Balmer Lawrie & Co. Ltd., a Government of India Enterprise in April 1988 and was elevated to the Board as Director (Finance) & CFO on 1st December 2012. Then he was appointed as Chairman and Managing Director of the Company on 1st August 2015 and hold the position till 31st October 2020.

Mr. Basu is presently holding the Directorship in Peerless Hotels Limited, Balmer Lawrie – Van Leer Limited besides Kaizen Hotels & Resorts Limited.

In pursuance of Section 152(5) of the Act, Mr. Basu has filed with the Company his consent in writing to act as a Director in Form DIR-2. He has also filed with the Company Form DIR-8 as required under section 164(2) read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

He does not hold any equity or preference shares of Kaizen Hotels & Resorts Limited.

Except Mr. Prabal Basu , none of the Directors of the Company or their Relatives are in any way concerned or interested, financial or otherwise in the resolution set out at Item no.4.

This is also regarded as disclosure under Secretarial Standards on General Meetings (SS-2).

Place: Kolkata

By Order of the Board

Dated: May 29, 2026

FOR KAIZEN HOTELS & RESORTS LIMITED

KAIZEN HOTELS & RESORTS LTD. KOLKATA

Debasree Roy

Debasree Roy

Director (DIN: 00022218)

KAIZEN HOTELS & RESORTS LIMITED

Regd. Office: 12 J. L. Nehru Road, Kolkata – 700 013
(CIN: U55101WB1987PLC042703)

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING ROOM AT PEERLESS HOTEL KOLKATA, 12, J.L. NEHRU ROAD, KOLKATA - 700013

Name & Address of the Shareholder

FOLIO No.:

I hereby record my presence at the 39th ANNUAL GENERAL MEETING at Peerless Hotel Kolkata, 12, J. L. Nehru Road, Kolkata- 700013 on Thursday, 30th July 2026 at 5.00 P.M.

Signature of the Member or Proxy

No. of Shares held

Form No. MGT-11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	U55101WB1987PLC042703
Name of the Company	KAIZEN HOTELS & RESORTS LIMITED
Registered Office	12, J.L. NEHRU ROAD, KOLKATA - 700013

Name of the shareholder	
Registered address	
E-mail ID	
Folio No.	

I / we, being the shareholder(s) of ………… shares of the above named company, hereby appoint :

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

3	Name	
	Address	
	E-mail ID	
	Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th .Annual General Meeting of the Company, to be held on Thursday, 30th July 2026 at Peerless Hotel Kolkata, at 12, J. L. Nehru Road, Kolkata – 700013 at 5.00 P.M.. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution (s)

1	To consider and adopt Audited Financial Statements of the Company for the Financial ended 31st March 2026 together with the Report of the Board and Auditors thereon.	2	Declaration of a Dividend of 25% for the financial year ended 31st March 2026.
3	Appointment of a Director in place of Mrs. Shikha Roy (DIN: 00022244) who retires by rotation and being eligible offers herself for re-appointment.	4	Appointment of a Director in place of Mr. Prabal Basu (DIN: 06414341) who retires by rotation and being eligible offers himself for re-appointment.

Signed this .... day of .... 20.....

Signature of shareholder :

Affix
Revenue
Stamp

Signature of Proxy holder(s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting