

UVS HOSPITALITY AND SERVICES LIMITED

(FORMERLY KNOWN AS THIRDWAVE FINANCIAL INTERMEDIARIES LTD)

Date: 26th February, 2026

To,
The BSE Limited
The Deputy General Manager,
Listing Compliance Monitoring Cell,
24th Floor, P.J. Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code: 531652

ISIN: INE528C01018

Subject: Notice of the Extra-Ordinary General Meeting ("EGM") schedule to be held on 20th March, 2026

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A of Schedule III and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we enclose herewith a copy of the Notice of the EGM of the members of the Company schedule to be held on **Friday, 20th March, 2026 at 01:00 P.M. (IST)**.

The EGM will be conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and the Ministry of Corporate Affairs' General Circular No. 03/2025 dated September 22, 2025, read with General Circular No. 09/2024 dated September 19, 2024; General Circular No. 09/2023 dated September 25, 2023; General Circular No. 10/2022 dated December 28, 2022; General Circular No. 02/2022 dated May 5, 2022; General Circular No. 02/2021 dated January 13, 2021; General Circular No. 20/2020 dated May 5, 2020; General Circular No. 17/2020 dated April 13, 2020; and General Circular No. 14/2020 dated April 8, 2020, and the Listing Regulations.

In accordance with the applicable laws and circulars issued by Ministry of Corporate Affairs, the said notice is being sent electronically to all the members whose names appear in the Register of Members / list of Beneficial Owners and whose email id is registered with depositories / depository participants as on cut-off date i.e. Friday, 20th February, 2026.

The Notice of the EGM is also available on the website of the Company at www.uvshospitality.com.

Regd. Office : Plot No. 62, Tower - II, 12th Floor, Salt Lake, Millennium City Information Technology Park, Sector- V, Block DN, Bidhannagar, Kolkata, West Bengal, 700064.

Corp. Office : Office No 1205 Plot No 14 REMI Commercio, Near Yash Raj Studio Off Versova Road Andheri West, Andheri, Mumbai, Mumbai, Maharashtra, India, 400058

Tel : 9867344706 Website: uvshospitality.com Email id: investor.thirdwave@gmail.com

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We request you to disseminate the above information on your website as you may deem appropriate.

Thanking you,

Yours Faithfully,

**For UVS Hospitality and Services Limited
(Formerly known as Thirdwave Financial Intermediaries Ltd)**

**Preeti Goyal
Company Secretary and Compliance Officer
Membership No: A58762**

Enclosure: as above

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the members of UVS Hospitality and Services Limited (Formerly known as Thirdwave Financial Intermediaries Ltd) will be held on **Friday, 20th March, 2026** at **01:00 PM** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) in compliance with applicable provisions of the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs, to transact the following businesses:

SPECIAL BUSINESSES:

1. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- each to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT Clause 5(iii) of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

5(iii). The Share Capital of the Company is Rs. 50,00,00,000/- divided into 5,00,00,000 Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Board of Directors (‘the Board’), which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.

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2. ACQUISITION OF UPTO 51% STAKE IN CALCIO RESTAURANTS PRIVATE LIMITED ("TARGET COMPANY") AGAINST ISSUE OF 35,02,671 EQUITY SHARES OF UVS HOSPITALITY AND SERVICES LIMITED BY WAY OF SWAP OF EQUITY SHARES THROUGH PREFERENTIAL ALLOTMENT TO NON-PROMOTERS:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to provisions of Section 23(1)(b), 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 as amended (The "SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot upto 35,02,671 (Thirty Five Lakh Two Thousand Six Hundred and Seventy One) equity shares of the Company of face value of Rs. 10/- (Rupees Ten) per Equity Share at an issue price of Rs. 100/- (Rupees One Hundred Only) each including a premium of Rs. 90/- (Rupees Ninety Only) per share, amounting to Rs. 35,02,67,100/- (Thirty-Five Crore Two Lakhs Sixty-Seven Thousand One Hundred Only) on a preferential basis at a price determined as per the provisions of Regulation 164 & 166A of SEBI (ICDR) Regulations, 2018 on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the below mentioned persons, on preferential basis for consideration other than cash.

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The below mentioned persons under the category of Non-Promoter:

Sr. No.	Name of proposed Allottee(s)	No. of shares of the Company proposed to be allotted for the acquisition of Shares by way of swap	Category
1	NAVIN GOVIND AGRAWAL	4,08,285	Non-promoter
2	NILAY JAGDISH PATEL	2,70,490	Non-promoter
3	MANOJ PRABHUDAYAL AGRAWAL	1,12,274	Non-promoter
4	MANTHAN MUKUND PATEL	76,554	Non-promoter
5	RUTUL ASHOKBHAI PATEL	76,554	Non-promoter
6	NITIN AGRAWAL	68,897	Non-promoter
7	ATUL MOHANSHARAN AGRAWAL	7,650	Non-promoter
8	UDAY KASHINATH PATIL	4,39,552	Non-promoter
9	MOHAN ANAND CHANDAVARKAR	1,85,238	Non-promoter
10	AMIR HASANALI LALANI	1,78,554	Non-promoter
11	ROHAN N AGRAWAL	54,944	Non-promoter
12	J CHARAN	54,944	Non-promoter
13	DEVINENI YASWANTH RAJA	54,944	Non-promoter
14	SEJAL SAURABH MEHTA	54,944	Non-promoter
15	NILESH JUGALKISHORE CHOUDHARY	54,944	Non-promoter
16	DIXESH HASMUKHLAL DOSHI	54,944	Non-promoter
17	KETAN P RANGA	54,944	Non-promoter
18	MAMATHA SANDEEP RATHOD	54,944	Non-promoter
19	BABULAL MUKESH KUMAR	54,944	Non-promoter
20	ADHIKARI SUDHARANI	54,944	Non-promoter
21	NAVARATANMAL M	54,944	Non-promoter
22	RISHABH RAJESH KUMAR RATHOD	54,944	Non-promoter
23	AMIRALI RAHEMTULA HAMID	41,208	Non-promoter
24	URVASHI PRAVIN SETH	38,447	Non-promoter
25	JYOTHIRMAYI KUNAM	34,000	Non-promoter
26	DAMODAR KRISHAN AGGARWAL	27,472	Non-promoter
27	SRUTHI KODE .	27,472	Non-promoter
28	PATEL JYOTI MAHENDRAKUMAR	27,472	Non-promoter
29	SHANTI SHRIGOPAL KHETAN	27,472	Non-promoter
30	NNT TRADE ZONE LLP	27,472	Non-promoter
31	SHOBHA BHUPESH GUPTA	27,472	Non-promoter
32	ARVIND KUMAR GUPTA	27,472	Non-promoter
33	HAMID ALLAUDDIN PANJWANI	27,472	Non-promoter
34	VIKRAM KUMAR	27,472	Non-promoter
35	ASHRAF AMIR LALANI	27,472	Non-promoter

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36	SHAMSHU BADRUDDIN GAZIYANI	27,472	Non-promoter
37	PRADEEP .	27,472	Non-promoter
38	AVANI CHIRAG PATEL	27,472	Non-promoter
39	PRASHANT A KAPADIA	27,472	Non-promoter
40	P SUNDER RAJAN	27,472	Non-promoter
41	REDDY SRINIVASA REDDY	27,472	Non-promoter
42	INDU AMEET CHAUDHAREE	27,472	Non-promoter
43	RAGHU KIRAN ATLURI	27,472	Non-promoter
44	NIZAR NADIRALI DAYANI	27,472	Non-promoter
45	PRITI BHAVESHBHAI TANNA	27,472	Non-promoter
46	JIGAR PRAVINBHAI PATEL	27,472	Non-promoter
47	RUSHI HASMUKHLAL THAKKER	27,472	Non-promoter
48	SUNNYBHAI PRAVINCHANDRA THAKKER	27,472	Non-promoter
49	GIRISH VASANTLAL BHATT	27,472	Non-promoter
50	APRA VAIDYA	21,970	Non-promoter
51	JAI PRAKASH THANVI	15,184	Non-promoter
52	SHITALBEN HARSHAD PATEL	13,736	Non-promoter
53	DUPAGUNTLA NAGA SAI SATYA SRI	13,736	Non-promoter
54	LOKESH REDDY	13,736	Non-promoter
55	PAWAN KUMAR D MALANI .	13,736	Non-promoter
56	REDDY MANIKANTA	13,736	Non-promoter
57	ANJANI DANCHAND MALANI HUF	13,736	Non-promoter
58	KARROTI SRINIVAS	13,736	Non-promoter
59	JITENDRA DAULAL PUROHIT	13,600	Non-promoter
60	KAILASH B KABRA	13,600	Non-promoter
61	ROHIT KUMAR GUPTA	10,988	Non-promoter
62	VINAY LADDHA	10,988	Non-promoter
63	ANAMIKA AJMERA	10,988	Non-promoter
64	ANANT KABRA HUF.	10,982	Non-promoter
65	SUMIT GOENKA	10,982	Non-promoter
66	MAHESH GOVINDAN KUTTY	10,982	Non-promoter
67	VIJAY RADHAKANT PANDEY	8,785	Non-promoter
68	AMIT KUMAR SOMANI	5,603	Non-promoter
69	PURVA MANOJ AJMERA	5,508	Non-promoter
	TOTAL	35,02,671	

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“RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is **Wednesday, 18th February, 2026** being the date 30 (Thirty) days prior to the date of EGM.”

“RESOLVED FURTHER THAT:

- (i) The Equity Shares as may be offered, issued and allotted in accordance with the terms of the relevant offering, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;
- (ii) The Equity Shares shall be issued and allotted by the Company to the subscribers in dematerialized form within a period of 15 days from the date of passing of the Special resolution by the member of the Company ,provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval.
- (iii) The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the SEBI (ICDR) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed on stock exchange where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- (iv) The Equity shares so offered, issued and allotted to the above-mentioned persons are being issued for consideration other than cash; and
- (v) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove.
- (vi) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

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“RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT the Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 (as amended) and will be listed on the stock exchanges subject to receipt of necessary permissions and approvals.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board and KMP be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable including without limitation to vary modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to listed allottees and to provide any clarifications related to issue and allotment of equity shares listing of equity shares on Stock Exchange and authorized for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorized all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e., BSE Limited within the timelines prescribed under the applicable laws.

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"RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to appoint any professional, advisors, bankers, consultants, advocates, Company Secretary in Practice and advisors to represent the Company before any governmental, SEBI, SE, MCA, ROC or any regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

"RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the MCA and Registrar of Companies."

3. TO CONSIDER AND APPROVE ISSUANCE OF UPTO 15,83,000 EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER OF THE COMPANY:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person authorized

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by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, up to 15,83,000 (Fifteen Lakhs Eighty Three Thousand) equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) per share, at an issue price of Rs. 100/- (Rupees One Hundred Only) each including a premium of Rs. 90/- (Rupees Ninety Only) per share, amounting to Rs. 15,83,00,000/- (Rupees Fifteen Crore Eighty-Three Lakhs only) on a preferential basis for the consideration in cash to the non-promoter category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws."

Sr. No.	Name of the proposed allottees	No of equity shares proposed to be allotted	Category
1	MURLIDHAR MOHANLAL LAKHIANI HUF	1,25,000	Non-promoter
2	REDDY SRINIVASA REDDY	1,00,000	Non-promoter
3	SUDHAKAR NARAYAN SANKU	2,00,000	Non-promoter
4	ANKIT KAJARIA	25,000	Non-promoter
5	ARNIKA NAVEEN AGARWAL	25,000	Non-promoter
6	NAVEEN RAMESH AGRAWAL	25,000	Non-promoter
7	RAMESH KEDARMAL AGRAWAL	28,000	Non-promoter
8	SUMESH SAJJANKUMAR PARASRAMPURIA	1,00,000	Non-promoter
9	BIJAYA KETAN SAHOO	25,000	Non-promoter
10	MITA JIGNESH GANDHI	25,000	Non-promoter
11	MADHUR BANSAL	20,000	Non-promoter
12	SUNNY MURLI CHUGH	25,000	Non-promoter
13	KALPESH RASIKLAL SHAH	25,000	Non-promoter
14	JEETENDRA TIRTHDAS CHANDAN	25,000	Non-promoter
15	SIDDHANTH RAJMOHAN GUPTA	25,000	Non-promoter
16	BHAVIN M SHAH	25,000	Non-promoter
17	PRATHIK CHATRABHUJ	25,000	Non-promoter
18	POONAM ALMAL	5,000	Non-promoter
19	POONAM RAJMOHAN GUPTA	25,000	Non-promoter
20	RENU BRIJMOHAN GUPTA	25,000	Non-promoter
21	KAVAN BRIJMOHAN GUPTA	25,000	Non-promoter
22	NISHI ABHISHEK GUPTA	25,000	Non-promoter
23	VAISHALI KAVAN GUPTA	25,000	Non-promoter
24	KRISHANG AJAY GUPTA	25,000	Non-promoter
25	VYAUM AMIT GUPTA	25,000	Non-promoter

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26	VANDANA BALMUKUND GATTANI	25,000	Non-promoter
27	ALOK ARVIND KABRA	25,000	Non-promoter
28	SANJAY MAHINDRU	25,000	Non-promoter
29	RAJEEV MAHINDRU	25,000	Non-promoter
30	SANDEEP MAHINDRU	25,000	Non-promoter
31	SANJEEV MAHINDRU	25,000	Non-promoter
32	VISHAL VIMAL GUPTA	25,000	Non-promoter
33	KUSHBOO VIJAY KUMAR AGARWAL	25,000	Non-promoter
34	ASHA KALRA	15,000	Non-promoter
35	KOMAL SUNIL BUDHWANI	15,000	Non-promoter
36	DISHA JAYKARAN GUPTA	25,000	Non-promoter
37	JITENDRA NENSHI BORICHA	20,000	Non-promoter
38	AMIT R CHHEDA HUF	20,000	Non-promoter
39	MONIKA SAURABH JAIN	25,000	Non-promoter
40	BHANUMATI RASIKLAL SHAH	50,000	Non-promoter
41	AMIT TANDON	25,000	Non-promoter
42	VANSH ARVIND JAIN	20,000	Non-promoter
43	JIGISHA VAIDH	25,000	Non-promoter
44	SHAUKAT SATTAR HAJIYANI	25,000	Non-promoter
45	RANE SULBHA KISHORE	30,000	Non-promoter
46	PUSHPA MALHOTRA	20,000	Non-promoter
47	ARUN KUMAR SURESHLAL JAIN	40,000	Non-promoter
	TOTAL	15,83,000	

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respect including the payment of dividend and voting rights or any other corporate action/benefits, from the date of allotment if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of the Equity Shares, shall be 18th February, 2026 being the date 30 (Thirty) days prior to the Date of EGM.

“RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid 15,83,000 Equity Shares to the proposed allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

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Corp. Office : Office No 1205 Plot No 14 REMI Commercio, Near Yash Raj Studio Off Versova Road Andheri West, Andheri, Mumbai, Mumbai, Maharashtra, India, 400058

Tel : 9867344706 Website: uvshospitality.com Email id: investor.thirdwave@gmail.com

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- a) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of this Special Resolution by the Members, provided that if the allotment requires any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- c) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove
- e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- g) The Proposed Equity Allottees shall bring 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- h) The issuance and allotment of Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- i) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

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“RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized either severally and/or jointly to issue private placement offer cum application letter, in the Form PAS-4, to the proposed allottees, immediately after the passing of this Special resolution, with a stipulation that the allotment of Equity Shares shall be made only upon receipt of in-principle approval from the Stock Exchange.”

“RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, Any Directors of the Company be and is hereby authorized either severally and/or jointly to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without obtaining any further consent or approval of the Members and further, Any Directors of the Company be and is hereby authorized either severally and/or jointly to record the name and details of the Proposed Equity Allottees in form PAS-5.”

“RESOLVED FURTHER THAT the Members of the Company here by take note of the certificate issued by a Practicing Company Secretary certifying that the proposed preferential issue is being made in compliance with the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Any Directors of the Company be and is hereby authorized either severally and/or jointly to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.”

“RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized either severally and/or jointly to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.”

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4. TO CONSIDER AND APPROVE PREFERENTIAL ISSUE AND ALLOTMENT OF 31,65,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH OF THE COMPANY TO NON-PROMOTER(S):

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“Listing Regulations”), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/ or any other competent authorities (hereinafter collectively referred to as “Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis, 31,65,000 convertible warrants into equity shares of face value of Rs. 10/- each and on conversion to be fully paid up, for cash, at issue price 100 /- per convertible warrants (at premium of Rs. 90/-) the price as determined in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 on a preferential basis to non-promoters on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.”

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The details of the proposed allottees and the maximum number of convertible warrants of the Company proposed to be allotted is set forth in the below table:

Sr. No.	Name of the proposed allottees	No of convertible warrants proposed to be allotted	Category
1	BHAVESH DHIRAJLAL TANNA	6,00,000	Non-promoter
2	SHRADDHA RITESH RATHI	40,000	Non-promoter
3	MALLINATH MADINENI HUF	10,00,000	Non-promoter
4	BABULAL AGARWAL HUF	25,000	Non-promoter
5	DEEPAK KHARWAD HUF	2,50,000	Non-promoter
6	NALINY KHARWAD	2,50,000	Non-promoter
7	BABULAL KHARWAD HUF	2,50,000	Non-promoter
8	SKYBRIDGE VENTURES LLP	7,50,000	Non-promoter
	TOTAL	31,65,000	

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the floor price of the convertible warrants into 31,65,000 equity shares of face value of Rs 10/- to be issued and allotted as above as per ICDR Regulations and other applicable laws is Wednesday, 18th February, 2026 being 30 days prior to the date of EGM.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company will raise 31,65,000 convertible warrants into 31,65,000 equity shares of face value of Rs 10/- each, fully paid up, for cash, at a price 100/- per share (including premium of Rs. 90/-) as recomputed under the said Regulation to the person belonging to the non-promoter group.

RESOLVED FURTHER THAT the Convertible Warrants shall not be listed on any Stock Exchange. The Equity Shares to be issued and allotted upon exercise of the option of conversion of the Convertible Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend and voting rights, and shall be listed and admitted to trading on the Stock Exchange(s) where the existing Equity Shares of the Company are listed, subject to receipt of in-principle and final listing approvals from the Stock Exchange(s).

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RESOLVED FURTHER THAT (on the conversion of warrants into Equity Shares)

- (i) An amount equivalent to 25% of the warrant issue price shall be payable at the time of allotment of warrants and the balance 75% shall be payable at the time of exercise of the option for conversion into equity shares within a period of 18 months from the date of allotment, in accordance with Regulation 169 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (ii) The Equity Shares as may be offered, issued and allotted in accordance with the terms of the relevant offering, shall rank paripassu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;
- (iii) The Equity Shares shall be issued and allotted by the Company to the subscribers in dematerialized form within a period of 15 days from the date of passing of this Special resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval;
- (iv) The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- (v) The Equity shares so offered, issued and allotted to the above-mentioned persons are being issued for cash; and
- (vi) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove.

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RESOLVED FURTHER THAT subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned convertible warrants in to equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient."

- Subject to regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board or the Securities Issue Committee constituted there under shall allot not more than 31,65,000 convertible warrants into equity share of face value Rs. 10/- each at an issue price of Rs. 100/- each (including premium of Rs. 90/). per share.
- the convertible warrants into equity shares to be issued and allotted by the Company to the person mentioned herein above shall be in dematerialized form and within a period of 15 days from the date of passing of this resolution or in receipt of the in-principle approval from the Stock Exchanges or any other statutory permission, whichever is later.
- Where the issue and allotment of the said convertible warrants into equity shares be pending on account of pendency of any approval for such issue and allotment by any regulatory authority, Stock Exchange or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of convertible warrants into equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted there under be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid convertible warrants into equity

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shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said convertible warrants into Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the , issue and allotment of the above convertible warrants into equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

5. TO CONSIDER AND APPROVE THE REGULARIZATION OF MRS. PRATHIMA MADINENI (DIN: 06365444), AS A DIRECTOR OF THE COMPANY (IN THE EXECUTIVE CATEGORY):

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mrs. Prathima Madineni (DIN: 06365444), who was appointed by the Board of Directors as an Additional Director (Executive Category) of the Company with effect from 30th January, 2026 and who holds office up to the date of this General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director (Executive Category) of the Company, liable to retire by rotation.

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

6. **TO CONSIDER AND APPROVE THE CHANGE IN CATEGORY OF MRS. PRATHIMA MADINENI (DIN: 06365444), FROM DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY:**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.*

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for the change in the Designation of Mrs. Prathima Madineni (DIN: 06365444) from Director to Managing Director of the Company for a period of five (5) years with effect from 30th January, 2026 up to 29th January, 2031, liable to retire by rotation, on the terms and conditions including remuneration as approved by the Board of Directors and the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Prathima Madineni shall be 12,00,000 per annum within the limits prescribed under Section 197 read with Schedule V of the Act and Regulation 17(6) of SEBI LODR, with authority to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment, including remuneration, in such manner as may be agreed between the Board and Mrs. Prathima Madineni, subject to applicable laws.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to file necessary forms with the Registrar of Companies, Stock Exchanges and other authorities as may be required to give effect to this resolution.”

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7. TO CONSIDER AND APPROVE THE INVESTMENT LIMITS BY THE FOREIGN INVESTORS OF UPTO 100% OF THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.*

“RESOLVED THAT pursuant to (i) the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), (ii) the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, (iii) the Foreign Exchange Management (Debt Instruments) Regulations, 2019, (iv) the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019, (v) the extant Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion (vi) the Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations, 2019, as amended and (vii) all other applicable Rules, Schedules, Regulations, Circulars, Directions, Notifications, Press Notes, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to increase the limit of foreign investment by Foreign Investors as defined and registered under the relevant regulations of the Securities and Exchange Board of India (“SEBI”), on their own account and on behalf of each of their SEBI approved sub-accounts, by whatever name called, to acquire and hold equity shares of the Company, by acquisition through secondary market route for an aggregate limit of up to 100% of the paid-up equity share capital of the Company, provided however that the shareholding of the Foreign Investors on its own account and on behalf of each of their SEBI approved sub-accounts in the Company, shall not exceed such limits as may be prescribed, from time to time, under applicable laws, rules and regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

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8. APPROVAL OF RELATED PARTY TRANSACTIONS:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution***

“RESOLVED THAT pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of UVS Hospitality and Services Limited (‘Company’), the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company (‘Board’) to enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s), (whether by way of individual or multiple transaction(s) taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules with Calcio Restaurants Private Limited on such terms and conditions as may be agreed between the Company and Calcio Restaurants Private Limited, for an aggregate value up to ₹ 100 crore (Rupees Hundred Crores only) for availing and rendering services, purchase / sale, inter-corporate deposits, loans other business transactions to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and Calcio Restaurants Private Limited.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For **UVS Hospitality and Services Limited**
(Formerly known as Thirdwave Financial Intermediaries Ltd)

Sd/-

Preeti Goyal
Company Secretary and Compliance Officer
Membership No: A58762

Place: Mumbai

Date: 21st February, 2026

Regd. Office : Plot No. 62, Tower - II, 12th Floor, Salt Lake, Millennium City Information Technology Park, Sector-V, Block DN, Bidhannagar, Kolkata, West Bengal, 700064.

Corp. Office : Office No 1205 Plot No 14 REMI Commercio, Near Yash Raj Studio Off Versova Road Andheri West, Andheri, Mumbai, Maharashtra, India, 400058

Tel : 9867344706 Website: uvshospitality.com Email id: investor.thirdwave@gmail.com

CIN : L15100WB1989PLC046886

UVS HOSPITALITY AND SERVICES LIMITED

(FORMERLY KNOWN AS THIRDWAVE FINANCIAL INTERMEDIARIES LTD)

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 03/2025 dated September 22, 2025, General Circular No. 09/2024 dated September 19, 2024 read with General Circular No. 09/2023 dated September 25, 2023 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, (collectively referred to as 'MCA Circulars') permitted the holding of the Extra-Ordinary General Meeting ('EGM') through VC/OAVM without physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with para 5.1 and 5.2 of section VI-J of chapter VI of the SEBI Master Circular dated July 11, 2023 (collectively referred to as 'SEBI Circulars') has also granted relaxation from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have permitted the holding of EGM through VC/OAVM without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the MCA Circulars, the EGM of the Company is being held through VC/OAVM.
2. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. As per the MCA Circulars, Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since the EGM will be held through VC/OAVM, the Route Map does not form part of the Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorisation etc. authorising its representative to attend the EGM through VC / OAVM on its behalf and to vote either through remote e-voting or during EGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution / Authorisation shall be sent electronically through registered email address to the Scrutiniser at hemangsatra99@gmail.com.
4. In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail addresses for receiving the Notice. Members who have not registered their e-mail addresses are requested to register the same as per the process mentioned in the Notes.

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5. In compliance with the aforesaid MCA Circulars and SEBI Circular No SEBI/HO/CFD/CFD-PoD- 2/P/ CIR/2023/167 dated October 07, 2023, and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar/Depositories. Members may note that the Notice has been disclosed on the website of the Company at www.uvshospitality.com and also available on the website of the Stock Exchange at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
7. For this purpose, the Company has appointed Mr. Hemang Satra, Company Secretaries, having Membership No. ACS-54476 & Certificate of Practice No. 24235 as the Scrutinizer for conducting the e- voting process in a fair and transparent manner.
8. The Company has engaged Central Depository Services Limited ("CDSL") as the agency to provide the remote e-voting and in EGM e-voting facility and the instructions for e-voting are provided as part of this Notice.
9. The voting rights of Members shall be in proportion to their shares in the paid- up equity share capital of the Company as on the cut-off date i.e., Friday, 13th March, 2026.
10. Corporate Members intending to authorise their representatives to attend the EGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
11. The Members of the Company can join the EGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the EGM. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 Members of the Company on first come first served basis. This will not include large Members (Members holding 2% or more shares of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of various Committees of the Company, Auditors etc. who are allowed to attend the EGM without any restriction.

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12. The attendance of the Members at the EGM through VC/OAVM will be counted for the purpose of determining the quorum under Section 103 of the Act.
13. Members are requested to submit their queries/requests for clarification, if any, on the Notice via e-mail at compliance.thirdwave@gmail.com latest by Monday, 09th March, 2026 to enable the Company to furnish the replies at the EGM.
14. The Company's equity shares are listed on BSE. The Company has paid the annual listing fees for the financial year 2025-2026.
15. In terms of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her securities of the Company shall vest in the event of his/her death. Members, who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to Niche Technologies Private Limited.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.uvshospitality.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
18. The documents referred to in the Notice of the EGM are available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to compliance.thirdwave@gmail.com.
19. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
20. As per Regulation 40 of the Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from 1st April 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form.

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Members can contact the Company or Niche Technologies Private Limited (RTA) for assistance in this regard.

21. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members holding shares in physical form are requested to provide Form ISR1, ISR2 and Nomination Form duly filled and signed along with the hard copy the following self-attested documents to Niche Technologies Private Limited for registration against their respective folio(s):

- Identity Proof: Copy of PAN card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months' old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
- Contact Details: Mobile no., e-mail id
- Nomination: Please provide Form SH13 duly filled and signed.
- In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.
- Form ISR1, ISR2 and Nomination forms are available on the website of Company www.uvshospitality.com and on the website of our Registrar and Transfer Agent at www.nichetechpl.com.

22. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, had enabled e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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23. Members holding shares under multiple folios are requested to submit their applications to Niche Technologies Private Limited for consolidation of folios into a single folio.
25. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Tuesday, 17th March, 2026 at 9.00 a.m. and ends on Thursday, 19th March, 2026 at 5.00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 13th March, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 13th March, 2026. The e-voting module shall be disabled by CDSL for voting thereafter.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.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 & My Easi New (Token) 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

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	<p>the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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.4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No.,

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	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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 abovementioned website.

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

Login type	Helpdesk details
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
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

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- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant "UVS Hospitality and Services Limited" on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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

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their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance.thirdwave@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**For UVS Hospitality and Services Limited
(Formerly known as Thirdwave Financial Intermediaries Ltd)**

Sd/-

**Preeti Goyal
Company Secretary and Compliance Officer
Membership No: A58762**

Place: Mumbai

Date: 21st February, 2026

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EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 163 UNDER CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

ITEM NO. 1: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

The present authorised share capital of the Company is 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.10/- each. Considering the increased fund requirements of the Company and above stated plan in item No. 2,3 and 4, the Board at its Meeting held on 21st February, 2026 had accorded its approval for increasing the authorised share capital from Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) to 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten Only) each, subject to the approval of the members of the Company.

It is therefore proposed to increase the authorised share capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) to 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, clause 5(iii) (capital clause) of the Memorandum of Association of the Company would also require alteration so as to reflect the increased authorised share capital. Pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, any increase in authorised share capital and consequential amendment to the Capital Clause of the Memorandum of Association requires approval of the Members of the Company by way of a special resolution at a General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution as set out at Item No. 1 for approval of the members as a Special resolution.

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ITEM NO 2, 3 AND 4:

ITEM NO. 2: ACQUISITION OF UPTO 51% STAKE IN CALCIO RESTAURANTS PRIVATE LIMITED ("TARGET COMPANY") AGAINST ISSUE OF 35,02,671 EQUITY SHARES OF UVS HOSPITALITY AND SERVICES LIMITED BY WAY OF SWAP OF EQUITY SHARES THROUGH PREFERENTIAL ALLOTMENT TO NON-PROMOTERS:

(Pursuant to Section 102 of the Companies Act, 2013, read with Sections 23(1)(b), 42, 62(1)(c), 186 and other applicable provisions of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Regulation 163 and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

The Board of Directors of the Company ("Board"), at its meeting held on 21st February, 2026, subject to approval of the Members and such other approvals as may be required, approved the proposal for acquisition of up to 51% stake in Calcio Restaurants Private Limited ("Target Company") as against issuance of up to 35,02,671 equity shares of UVS Hospitality and Services Limited having face value of Rs. 10/- each on a preferential basis by way of swap of equity shares to the non-promoter shareholders of the Target Company for consideration other than cash. Pursuant to the completion of the said transaction, Calcio Restaurants Private Limited ("Target Company") will become subsidiary Company of UVS Hospitality and Services Limited.

The said preferential issue is proposed to be undertaken in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, the SEBI ICDR Regulations and the SEBI LODR Regulations and other applicable laws.

The Company proposes to allot equity shares on preferential basis by way of Swap to shareholders of target company Calcio Restaurants Private Limited as specified below:

Sr. No.	Name of proposed Allottee(s)	No. of shares of the Company proposed to be allotted for the acquisition of Shares by way of swap	Category
1	NAVIN GOVIND AGRAWAL	4,08,285	Non-promoter
2	NILAY JAGDISH PATEL	2,70,490	Non-promoter
3	MANOJ PRABHUDAYAL AGRAWAL	1,12,274	Non-promoter
4	MANTHAN MUKUND PATEL	76,554	Non-promoter

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5	RUTUL ASHOKBHAI PATEL	76,554	Non-promoter
6	NITIN AGRAWAL	68,897	Non-promoter
7	ATUL MOHANSHARAN AGRAWAL	7,650	Non-promoter
8	UDAY KASHINATH PATIL	4,39,552	Non-promoter
9	MOHAN ANAND CHANDAVARKAR	1,85,238	Non-promoter
10	AMIR HASANALI LALANI	1,78,554	Non-promoter
11	ROHAN N AGRAWAL	54,944	Non-promoter
12	J CHARAN	54,944	Non-promoter
13	DEVINENI YASWANTH RAJA	54,944	Non-promoter
14	SEJAL SAURABH MEHTA	54,944	Non-promoter
15	NILESH JUGALKISHORE CHOUDHARY	54,944	Non-promoter
16	DIXESH HASMUKHLAL DOSHI	54,944	Non-promoter
17	KETAN P RANGA	54,944	Non-promoter
18	MAMATHA SANDEEP RATHOD	54,944	Non-promoter
19	BABULAL MUKESH KUMAR	54,944	Non-promoter
20	ADHIKARI SUDHARANI	54,944	Non-promoter
21	NAVARATANMAL M	54,944	Non-promoter
22	RISHABH RAJESH KUMAR RATHOD	54,944	Non-promoter
23	AMIRALI RAHEMTULA HAMID	41,208	Non-promoter
24	URVASHI PRAVIN SETH	38,447	Non-promoter
25	JYOTHIRMAYI KUNAM	34,000	Non-promoter
26	DAMODAR KRISHAN AGGARWAL	27,472	Non-promoter
27	SRUTHI KODE .	27,472	Non-promoter
28	PATEL JYOTI MAHENDRAKUMAR	27,472	Non-promoter
29	SHANTI SHRIGOPAL KHETAN	27,472	Non-promoter
30	NNT TRADE ZONE LLP	27,472	Non-promoter
31	SHOBHA BHUPESH GUPTA	27,472	Non-promoter
32	ARVIND KUMAR GUPTA	27,472	Non-promoter
33	HAMID ALLAUDDIN PANJWANI	27,472	Non-promoter
34	VIKRAM KUMAR	27,472	Non-promoter
35	ASHRAF AMIR LALANI	27,472	Non-promoter
36	SHAMSHU BADRUDDIN GAZIYANI	27,472	Non-promoter
37	PRADEEP .	27,472	Non-promoter
38	AVANI CHIRAG PATEL	27,472	Non-promoter
39	PRASHANT A KAPADIA	27,472	Non-promoter
40	P SUNDER RAJAN	27,472	Non-promoter
41	REDDY SRINIVASA REDDY	27,472	Non-promoter
42	INDU AMEET CHAUDHAREE	27,472	Non-promoter

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43	RAGHU KIRAN ATLURI	27,472	Non-promoter
44	NIZAR NADIRALI DAYANI	27,472	Non-promoter
45	PRITI BHAVESH BHA I TANNA	27,472	Non-promoter
46	JIGAR PRAVINBHAI PATEL	27,472	Non-promoter
47	RUSHI HASMUKHLAL THAKKER	27,472	Non-promoter
48	SUNNYBHAI PRAVINCHANDRA THAKKER	27,472	Non-promoter
49	GIRISH VASANTLAL BHATT	27,472	Non-promoter
50	APRA VAIDYA	21,970	Non-promoter
51	JAI PRAKASH THANVI	15,184	Non-promoter
52	SHITALBEN HARSHAD PATEL	13,736	Non-promoter
53	DUPAGUNTLA NAGA SAI SATYA SRI	13,736	Non-promoter
54	LOKESH REDDY	13,736	Non-promoter
55	PAWAN KUMAR D MALANI .	13,736	Non-promoter
56	REDDY MANIKANTA	13,736	Non-promoter
57	ANJANI DANCHAND MALANI HUF	13,736	Non-promoter
58	KARROTI SRINIVAS	13,736	Non-promoter
59	JITENDRA DAULAL PUROHIT	13,600	Non-promoter
60	KAILASH B KABRA	13,600	Non-promoter
61	ROHIT KUMAR GUPTA	10,988	Non-promoter
62	VINAY LADDHA	10,988	Non-promoter
63	ANAMIKA AJMERA	10,988	Non-promoter
64	ANANT KABRA HUF	10,982	Non-promoter
65	SUMIT GOENKA	10,982	Non-promoter
66	MAHESH GOVINDAN KUTTY	10,982	Non-promoter
67	VIJAY RADHAKANT PANDEY	8,785	Non-promoter
68	AMIT KUMAR SOMANI	5,603	Non-promoter
69	PURVA MANOJ AJMERA	5,508	Non-promoter
	TOTAL	35,02,671	

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members as Special resolution.

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ITEM NO. 3: TO CONSIDER AND APPROVE ISSUANCE OF UPTO 15,83,000 EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER OF THE COMPANY:

The Board of Directors of the Company ("Board") at its meeting held on 21st February, 2026 subject to approval of the Members and such other approvals as may be required, approved the proposal for issuance and allotment of up to 15,83,000 (Fifteen Lakhs Eighty-Three Thousand) equity shares of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 100/- (including a premium of Rs. 90/-) per equity shares each aggregating up to Rs. 15,83,00,000/- (Rupees Fifteen Crores Eighty-Three Lakhs Only) payable in cash, on preferential basis.

The special resolution as set out in Item No. 3 is proposed to be passed in terms of Sections 23, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 160 of the SEBI ICDR Regulations.

The said preferential issue is proposed to be undertaken in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, the SEBI ICDR Regulations and the SEBI LODR Regulations and other applicable laws.

Following are the list of Propose allottee:

Sr. No.	Name of the proposed allottees	No of equity shares proposed to be allotted	Category
1	MURLIDHAR MOHANLAL LAKHIANI HUF	1,25,000	Non-promoter
2	REDDY SRINIVASA REDDY	1,00,000	Non-promoter
3	SUDHAKAR NARAYAN SANKU	2,00,000	Non-promoter
4	ANKIT KAJARIA	25,000	Non-promoter
5	ARNIKA NAVEEN AGARWAL	25,000	Non-promoter
6	NAVEEN RAMESH AGRAWAL	25,000	Non-promoter
7	RAMESH KEDARMAL AGRAWAL	28,000	Non-promoter
8	SUMESH SAJJANKUMAR PARASRAMPURIA	1,00,000	Non-promoter
9	BIJAYA KETAN SAHOO	25,000	Non-promoter
10	MITA JIGNESH GANDHI	25,000	Non-promoter
11	MADHUR BANSAL	20,000	Non-promoter
12	SUNNY MURLI CHUGH	25,000	Non-promoter
13	KALPESH RASIKLAL SHAH	25,000	Non-promoter

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14	JEETENDRA TIRTHDAS CHANDAN	25,000	Non-promoter
15	SIDDHANTH RAJMOHAN GUPTA	25,000	Non-promoter
16	BHAVIN M SHAH	25,000	Non-promoter
17	PRATHIK CHATRABHUJ	25,000	Non-promoter
18	POONAM ALMAL	5,000	Non-promoter
19	POONAM RAJMOHAN GUPTA	25,000	Non-promoter
20	RENU BRIJMOHAN GUPTA	25,000	Non-promoter
21	KAVAN BRIJMOHAN GUPTA	25,000	Non-promoter
22	NISHI ABHISHEK GUPTA	25,000	Non-promoter
23	VAISHALI KAVAN GUPTA	25,000	Non-promoter
24	KRISHANG AJAY GUPTA	25,000	Non-promoter
25	VYAUM AMIT GUPTA	25,000	Non-promoter
26	VANDANA BALMUKUND GATTANI	25,000	Non-promoter
27	ALOK ARVIND KABRA	25,000	Non-promoter
28	SANJAY MAHINDRU	25,000	Non-promoter
29	RAJEEV MAHINDRU	25,000	Non-promoter
30	SANDEEP MAHINDRU	25,000	Non-promoter
31	SANJEEV MAHINDRU	25,000	Non-promoter
32	VISHAL VIMAL GUPTA	25,000	Non-promoter
33	KUSHBOO VIJAY KUMAR AGARWAL	25,000	Non-promoter
34	ASHA KALRA	15,000	Non-promoter
35	KOMAL SUNIL BUDHWANI	15,000	Non-promoter
36	DISHA JAYKARAN GUPTA	25,000	Non-promoter
37	JITENDRA NENSHI BORICHA	20,000	Non-promoter
38	AMIT R CHHEDA HUF	20,000	Non-promoter
39	MONIKA SAURABH JAIN	25,000	Non-promoter
40	BHANUMATI RASIKLAL SHAH	50,000	Non-promoter
41	AMIT TANDON	25,000	Non-promoter
42	VANSH ARVIND JAIN	20,000	Non-promoter
43	JIGISHA VAIDH	25,000	Non-promoter
44	SHAUKAT SATTAR HAJIYANI	25,000	Non-promoter
45	RANE SULBHA KISHORE	30,000	Non-promoter
46	PUSHPA MALHOTRA	20,000	Non-promoter
47	ARUN KUMAR SURESHLAL JAIN	40,000	Non-promoter
	TOTAL	15,83,000	

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None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution as set out at Item No. 3 for approval of the members as Special resolution.

ITEM NO. 4: TO CONSIDER AND APPROVE PREFERENTIAL ISSUE AND ALLOTMENT OF 31,65,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH OF THE COMPANY TO NON-PROMOTER(S):

The Board of Directors of the Company ("Board") at its meeting held on 21st February, 2026 subject to approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 31,65,000 (Thirty-One Lakhs Sixty-Five Thousand) convertible warrants of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 100/- (including a premium of Rs. 90/-) per equity shares each aggregating upto Rs. 31,65,00,000/- (Rupees Thirty-One Crores Sixty-Five Lakhs Only) on preferential basis, to persons belonging to the Non-Promoter Category, for cash consideration, in accordance with Chapter V of SEBI ICDR Regulations.

An amount equivalent to 25% of the warrant issue price shall be payable at the time of allotment of warrants and the balance 75% shall be payable at the time of exercise of the option for conversion into equity shares within a period of 18 months from the date of allotment, in accordance with Regulation 169 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 Further If warrant holder fails to exercise option within 18 months, 25% amount forfeited.

Each warrant shall entitle the holder to subscribe to one (1) Equity Share of face value Rs. 10/- each at an exercise price of Rs. 100/- (Rupees One Hundred only) per Equity Share (including a premium of Rs. 90/- per equity share), aggregating up to Rs. 31,65,00,000/- (Rupees Thirty-One Crores Sixty-Five Lakhs only), payable in cash, and determined in accordance with Regulation 164 of the SEBI (ICDR) Regulations, 2018.

Each Warrant shall be convertible into one (1) Equity Share within a period of 18 months from the date of allotment. In the event the warrant holder does not exercise the option within the prescribed period, the Warrants shall lapse and the amount paid thereon shall stand forfeited.

The said preferential issue is proposed to be undertaken in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, the SEBI ICDR Regulations and the SEBI LODR Regulations and other applicable laws.

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Following are the list of Propose allottee:

Sr. No.	Name of the proposed allottees	No of convertible warrants proposed to be allotted	Category
1	BHAVESH DHIRAJLAL TANNA	6,00,000	Non-promoter
2	SHRADDHA RITESH RATHI	40,000	Non-promoter
3	MALLINATH MADINENI HUF	10,00,000	Non-promoter
4	BABULAL AGARWAL HUF	25,000	Non-promoter
5	DEEPAK KHARWAD HUF	2,50,000	Non-promoter
6	NALINY KHARWAD	2,50,000	Non-promoter
7	BABULAL KHARWAD HUF	2,50,000	Non-promoter
8	SKYBRIDGE VENTURES LLP	7,50,000	Non-promoter
	TOTAL	31,65,000	

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution as set out at Item No. 4 for approval of the members as Special resolution.

The disclosures required under the provisions of the Companies Act, 2013 read with the applicable Rules framed thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, in respect of the resolutions set out in Item Nos. 2 to 4 of this Notice have been provided in a consolidated manner for the sake of brevity and to avoid repetition, wherever the disclosures are common in nature.

Members are requested to read the explanatory statements carefully, as the relevant disclosures form an integral part of the respective resolutions.

Each resolution proposed in this Notice is independent of the others and shall be considered separately for approval. The approval or non-approval of one resolution shall not affect the validity or implementation of any other resolution, unless otherwise specifically stated.

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Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI(ICDR) Regulations 2018 have been provided in a consolidated format for Item for the item 2,3 &4:

i. Particulars of the offer including date of passing of Board resolution;

a) Preferential allotment for Other than Cash: Swap of Equity Share on preferential basis:

The Target Company i.e Calcio Restaurants Private Limited, is engaged in the business of Hotels and Restaurants and UVS Hospitality and Services Limited is acquiring upto 51% of paid-up equity share capital.

The Board, pursuant to its resolution dated 21st February, 2026 has approved the proposed preferential issue of up to 35,02,671 (Thirty-Five Lakhs Two Thousand and Sixty-Seven hundred and One) Equity shares of face value of Rs. 10 (Rupees Ten Only) each at an issue price of Rs. 100/- (Rupees One Hundred) each including premium of Rs. 90 per share (Rupees Ninety Only) on preferential basis for other than cash aggregating to Rs. 35,02,67,100/- (Rupees Thirty-Five Crore Two Lakhs Sixty-Seven Thousand One Hundred only) which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis. Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a Special Resolution.

b) Preferential allotment for cash: Issue of Equity Share on preferential basis:

The Company proposes to raise funds by way of issue of upto 15,83,000 equity shares of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 100/- (including a premium of Rs. 90/-) per equity shares each aggregating upto Rs. 15,83,00,000/- (Rupees Fifteen Crores Eighty-Three Lakhs Only) payable in cash, on preferential basis to non-promoter category with respect to the same the Board the resolution dated 21st February, 2026.

c) Preferential allotment for cash: Issue of Convertible Warrant on preferential basis:

The Company will raise funds by way of issue of upto 31,65,000 convertible warrants of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 100/- (including a premium of Rs. 90/-) per equity shares each aggregating upto Rs. 31,65,00,000/- (Rupees Thirty-One

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Crores Sixty-Five Lakhs Only) payable in cash, on preferential basis to non-promoter category with respect to the same the Board the resolution dated 21st February, 2026.

ii. Kinds of securities offered and the price at which security is being offered:

a) Preferential allotment for Other than Cash: Swap of Equity Share on preferential basis:

The Company will issue up to 35,02,671 (Thirty-Five Lakhs Two Thousand and Sixty-Seven hundred and One) Equity shares of face value of Rs. 10 (Rupees Ten Only) each at an issue price of Rs. 100/- (Rupees One Hundred) each including premium of Rs. 90 per share (Rupees Ninety Only) on preferential basis for other than cash aggregating to 35,02,67,100/- (Rupees Thirty-Five Crore Two Lakhs Sixty-Seven Thousand One Hundred only).

b) Preferential allotment for cash: Issue of Equity Share on preferential basis:

The Company will issue upto 15,83,000 equity shares of face value of Rs.10/ (Rupees Ten only) each at an issue price of Rs. 100/- (including a premium of Rs. 90/-) per equity shares each aggregating upto Rs. 15,83,00,000/- (Rupees Fifteen Crores Eighty-Three Lakhs).

c) Preferential allotment for cash: Issue of Convertible Warrant on preferential basis:

The Company will issue 31,65,000 convertible warrants of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 100/- (including a premium of Rs. 90/-) per equity shares each aggregating upto Rs. 31,65,00,000/- (Rupees Thirty-One Crores Sixty-Five Lakhs Only) payable in cash, on preferential basis to non-promoter category.

iii. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

As the shares of the company are in not-frequently traded, the Valuation of per share was determined by the company taking into account the valuation parameters prescribed under Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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iv. Name and address of valuer who performed valuation:

a. Valuation report of UVS Hospitality and Services Limited (Formerly known as Thirdwave Financial Intermediaries Limited):

The issue price has been determined based on the Valuation report dated 21st February, 2026, issued by CA Bhavesh M Rathod, Independent registered valuer (IBBI Registration (Reg. No. IBBI/RV/06/2019/10708) in accordance with Regulation 163(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").

The price for preferential issue, in accordance with Regulation 166A has been determined by independent valuer CA Bhavesh M Rathod, a Registered Valuer (IBBI Registration No. - IBBI/RV/06/2019/10708) having Office address at 12D, White Spring, A Wing Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066, the valuation per equity share as determined by the said valuer is Rs. 100/- (Rupees One Hundred only).

The copy of the Valuation Report shall be available for inspection by the members on all working days between Monday to Friday upto the date of the EGM, and the same may be accessed on the Company's website at www.uvshospitality.com.

The offer price is Rs. 100/- which consists of Rs. 10/- as face value and Rs. 90/- as premium per equity share.

b. Valuation report of Calcio Restaurants Private Limited:

As per the valuation report dated 21st February, 2026, issued by CA Karan Chetan Shah (Reg. No. IBBI/RV/06/2024/15561) having office at C, 413, Satyam Apartment Link Road, Near Don Bosco School, Borivali West, Mumbai - 400091, the valuation per equity share determined by the said valuer is Rs. 680/- per equity share.

Based on the Valuations provided by the above said valuer, the Board has approved the price of equity shares to be issued at Rs. 100/- including a premium of Rs. 90/- per equity share of face value of Rs. 10/- each in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 i.e. for every one 10 shares held by the shareholders of Calcio Restaurants Private Limited, 68 equity shares of UVS Hospitality and Services Limited will be issued to the said shareholders.

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v. Amount which the company intends to raise by way of such securities;

- a. Preferential allotment for Other than Cash: Swap of Equity Share on preferential basis:** Not applicable. The issue of Subscription Shares is for non-cash consideration as mentioned above.
- b. Preferential allotment for cash: Issue of Equity Share on preferential basis:** The Company will raise upto 15,83,00,000 (Fifteen Crore Eighty-Three Lakhs Only) by way of issue of equity shares of face value of Rs.10/ (Rupees Ten only) each at an issue price of Rs. 100/- (including a premium of Rs. 90/-) per equity shares each.
- c. Preferential allotment for cash: Issue of Convertible Warrant on preferential basis:** The Company will raise upto Rs. 31,65,00,000/- (Rupees Thirty-One Crores Sixty-Five Lakhs Only) by way of issue of convertible warrants.

vi. The price or price band at/within which the allotment is proposed:

The price per equity share to be issued is fixed at Rs. 100/- which consists of Rs. 10/- as face value and Rs. 90/- as premium per equity share. Kindly refer to the above-mentioned point no. iii for the basis of the determination of the price.

vii. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.

Material terms:

a) Preferential allotment for Other than Cash: Swap of Equity Share on preferential basis:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 100/- (Rupees One Hundred) each including premium of Rs. 90 per Share in accordance with Regulation 164 of SEBI ICDR Regulations, 2018 to the Proposed Allottees, towards full payment of total consideration payable by the Company for the acquisition of the entire issued and Paid-Up Share Capital of the Target Company.

b) Preferential allotment for cash: Issue of Equity Share and Convertible warrants on preferential basis

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 100/- (Rupees One Hundred) each including premium of Rs. 90 per equity share in accordance with Regulation 164 of SEBI ICDR Regulations, 2018 to the Proposed Allottees, towards full payment of total consideration payable by the Company for the acquisition of the entire issued and Paid-Up Share Capital of the Target Company.

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The proposed shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects.

Principle terms of assets charged as securities: NIL

viii. Objects of the issue:

(i) Preferential allotment for Other than Cash: Swap of Equity Share on preferential basis

- a) The primary objective of the proposed issue is to facilitate the strategic acquisition and obtain management control of **Calcio Restaurants Private Limited**, thereby enabling business expansion, operational consolidation, and long-term value creation for **UVS Hospitality and Services Limited**.
- b) The proposed acquisition is expected to generate operational and financial synergies, diversify revenue streams, strengthen the Company's market position, and enhance overall shareholder value. The transaction will be executed through a share swap mechanism, without any cash outflow, and is based on an independent valuation conducted in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018.
- c) The acquisition of the business and management control of **Calcio Restaurants Private Limited** will enable the Company to expand its existing hospitality operations, as both entities operate in the same line of business. **UVS Hospitality and Services Limited** is presently engaged in similar hospitality and restaurant activities, and the proposed transaction will lead to strategic alignment and integration of operations.
- d) Post-acquisition, the Company will be able to focus on a unified and streamlined line of business, resulting in operational efficiencies and cost optimization. The expected benefits include:
 - Strengthening of the net worth of the Company
 - Expansion of business opportunities within a focused business vertical
 - Reduction in fixed overhead and administrative costs
 - Improvement in turnover, sales, and profitability
 - Enhanced Return on Capital Employed (ROCE)
 - Creation and enhancement of brand value and expansion of market presence

The proposed acquisition will not involve any cash outflow from **UVS Hospitality and Services Limited**, as consideration shall be discharged through issuance of equity shares on a swap basis to the shareholders of **Calcio Restaurants Private Limited**. The share exchange ratio has been determined based on an independent valuation report and is considered fair and beneficial to the listed entity and its public shareholders.

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Overall, the proposed transaction is expected to create a stronger, integrated hospitality entity with improved financial stability, operational efficiency, and enhanced shareholder value.

(ii) Preferential allotment for cash: Issue of Equity Share and Warrant on preferential basis

- a. To fund expansion of the Company's food and beverage and hospitality business, including setting up of new outlets such as restaurants, cloud kitchens, catering units, hospitality service centers, cafes, bars, quick-service outlets, fine-dining establishments, hotels, resorts, banquet halls and allied services across India, with a view to strengthening the Company's presence in the premium hospitality and nightlife segment at strategic locations.
- b. To augment the Company's working capital requirements, including procurement of raw materials, inventory management, manpower expenses, lease rentals, utility payments, and other operational expenses.
- c. To strengthen brand positioning, marketing initiatives, promotional campaigns, digital marketing, and customer engagement programs.
- d. To meet general corporate purposes including strategic initiatives, business development, administrative expenses, and other permissible purposes as may be approved by the Board.
- e. To meet capital expenditure and business development requirements, including renovation and refurbishment of outlets, interior fit-outs, kitchen equipment and furniture, investment in technology infrastructure (POS, CRM, automation and digital platforms), and brand-building and marketing initiatives.

ix. The total number of shares or other securities to be issued:

a. Preferential allotment for Other than Cash: Swap of Equity Share on preferential basis:

35,02,671 equity shares of the Company at an issue price of Rs. 100/- (including premium of Rs. 90/-) having a face value of Rs. 10/- each, for consideration other than cash are being issued on a preferential basis.

b. Preferential allotment for cash: Issue of Equity Share on preferential basis: 15,83,000 Equity shares are being issued on a preferential basis for a cash at an issue price of Rs.100 /- per share at a premium of Rs. 90/- per equity shares.

c. Preferential allotment for cash: Issue of Convertible warrant on preferential basis: 31,65,000 convertible warrants of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 100/- (including a premium of Rs. 90/-) per equity shares.

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x. Relevant date with reference to which the price has been arrived at

The relevant date in terms of Regulation 161(a) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determining the price of Equity share with reference to the proposed allotment is 18th February, 2026 i.e. 30 days prior to the last date of EGM.

xi. The class or classes of persons to whom the allotment is proposed to be made

The Company is offering existing class of equity shares of face value Rs. 10/- each to subscribe through preferential allotment to non-promoters of the Company.

xii. Intention of promoters, directors or key managerial personnel to subscribe to the offer

None of the Directors, Key Managerial Personnel or Promoters of the Company intend to subscribe through this preferential allotment along with their relatives.

The allotment of Equity Shares is subject to the Proposed Allottee not having sold any Equity Shares of the Company during the 90 Trading Days preceding the relevant date. The Proposed Allottee has represented that he has not sold any Equity Shares of the Company during 90 Trading Days preceding the Relevant Date.

xiii. The proposed time within which the allotment shall be completed

As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and Allotment of Shares by way of swap of shares or in the event of Allotment of Shares by way of swap of shares would require any approval(s) from any regulatory authority including Competition Commission of India or the Central Government within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchange or other concerned authorities as the case may be.

xiv. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.

As per point xix.

xv. The change in control, if any, in the company that would occur consequent to the preferential offer

Consequent to the proposed preferential issue of equity shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for Equity Shares of the Company under SEBI Takeover Regulations

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- xvi. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: NA
- xvii. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

The Company is issuing equity shares to identified persons on preferential basis for consideration other than cash, and in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Considering the valuation reports and mutual consultation with the Company and potential investors, the Board of directors of the Company has approved and passed the resolution for issue of 35,02,671 (Thirty-Five Lakhs Two Thousand Six Hundred and Seventy-One) Equity shares valued at Rs. 100/- (Rupees Hundred) each for issue of one equity shares of face value of Rs.10/- each of the company for other than cash and by way of swap to non-promoter.

- xviii. The pre issue and post issue shareholding pattern of the company in the following format-

Sr. No.	Category	Pre-Issue		Post- Issue	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoters Holding				
1	Indian				
	Individual	1,39,00,000	36.45	1,39,00,000	29.97
	Bodies Corporate	1475689	3.87	1475689	3.18
	Sub-Total	Nil	0	Nil	0
2	Foreign Promoters	Nil	0	Nil	0
	Sub-Total (A)	15375689	40.32	15375689	33.15
B	Non-Promoters Holding				
1	Institutional Investors	1,36,200	0.36	1,36,200	0.29
2	Non-Institution				
	Private Corporate Bodies	1002557	2.63	1780029	3.84
	Indian Public & HUF	1,03,67,215	27.19	1,78,40,414	38.46
	Other (including NRIs, Clearing Members)	11250939	29.5	11250939	24.26
	Sub-Total (B)	34,19,794	59.68	31007582	66.85
C	Non-Promoter & Non-Public (C)	Nil	0	Nil	0
	Grant Total (D) = (A) + (B) + (C)	3,81,32,600	100	4,63,83,271	100

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xix. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

a) Ultimate beneficial owners of the Body Corporates complied as per Regulation 163(1)(f) of ICDR Regulations, 2018 and SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013.

Sr.no.	Name of the proposed allottee	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottee	Category	Pre-Issue Holding & (%)		*No of equity shares proposed to be allotted	Post-Issue Holding & (%)			
				Shareholding	% of Holding		Swap	Equity	*Warrants	% of Holding
1	MURLIDHAR MOHANLAL LAKHIANI HUF	MURLIDHAR MOHANLAL LAKHIANI	NON-PROMOTER			1,25,000		1,25,000		0.27%
2	REDDY SRINIVASA REDDY		NON-PROMOTER			1,27,472		1,27,472		0.27%
3	SUDHAKAR NARAYAN SANKU		NON-PROMOTER			2,00,000		2,00,000		0.43%
4	ANKIT KAJARIA		NON-PROMOTER			25,000		25,000		0.05%
5	ARNIKA NAVEEN AGARWAL		NON-PROMOTER			25,000		25,000		0.05%
6	NAVEEN RAMESH AGRAWAL		NON-PROMOTER	188	0.00%	25,000		25,188		0.05%
7	RAMESH KEDARMAL AGRAWAL		NON-PROMOTER	2,314	0.01%	28,000		30,314		0.07%
8	SUMESH SAJJANKUMAR PARASRAMPURIA		NON-PROMOTER			1,00,000		1,00,000		0.22%
9	BIJAYA KETAN SAHOO		NON-PROMOTER			25,000		25,000		0.05%
10	MITA JIGNESH GANDHI		NON-PROMOTER	200	0.00%	25,000		25,200		0.05%
11	MADHUR BANSAL		NON-PROMOTER			20,000		20,000		0.04%
12	SUNNY MURLI CHUGH		NON-PROMOTER			25,000		25,000		0.05%
13	KALPESH RASIKLAL SHAH		NON-PROMOTER			25,000		25,000		0.05%
14	JEETENDRA TIRTHDAS CHANDAN		NON-PROMOTER			25,000		25,000		0.05%
15	SIDDHANTH RAJMOHAN GUPTA		NON-PROMOTER	2,000	0.01%	25,000		27,000		0.06%
16	BHAVIN M SHAH		NON-PROMOTER			25,000		25,000		0.05%
17	PRATHIK CHATRABHUJ		NON-PROMOTER			25,000		25,000		0.05%
18	POONAM ALMAL		NON-PROMOTER			5,000		5,000		0.01%
19	POONAM RAJMOHAN GUPTA		NON-PROMOTER	2,000	0.01%	25,000		27,000		0.06%
20	RENU BRIJMOHAN GUPTA		NON-PROMOTER	2,000	0.01%	25,000		27,000		0.06%
21	KAVAN BRIJMOHAN GUPTA		NON-PROMOTER	2,000	0.01%	25,000		27,000		0.06%

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22	NISHI ABHISHEK GUPTA		NON-PROMOTER	2,000	0.01%	25,000		27,000		0.06%
23	VAISHALI KAVAN GUPTA		NON-PROMOTER	1,52,000	0.40%	25,000		1,77,000		0.38%
24	KRISHANG AJAY GUPTA		NON-PROMOTER			25,000		25,000		0.05%
25	VYAUM AMIT GUPTA		NON-PROMOTER			25,000		25,000		0.05%
26	VANDANA BALMUKUND GATTANI		NON-PROMOTER			25,000		25,000		0.05%
27	ALOK ARVIND KABRA		NON-PROMOTER			25,000		25,000		0.05%
28	SANJAY MAHINDRU		NON-PROMOTER	3,651	0.01%	25,000		28,651		0.06%
29	RAJEEV MAHINDRU		NON-PROMOTER			25,000		25,000		0.05%
30	SANDEEP MAHINDRU		NON-PROMOTER			25,000		25,000		0.05%
31	SANJEEV MAHINDRU		NON-PROMOTER			25,000		25,000		0.05%
32	VISHAL VIMAL GUPTA		NON-PROMOTER			25,000		25,000		0.05%
33	KUSHBOO VIJAY KUMAR AGARWAL		NON-PROMOTER			25,000		25,000		0.05%
34	ASHA KALRA		NON-PROMOTER			15,000		15,000		0.03%
35	KOMAL SUNIL BUDHWANI		NON-PROMOTER			15,000		15,000		0.03%
36	DISHA JAYKARAN GUPTA		NON-PROMOTER			25,000		25,000		0.05%
37	JITENDRA NENSHI BORICHA		NON-PROMOTER			20,000		20,000		0.04%
38	AMIT R CHHEDA HUF	AMIT CHHEDA	NON-PROMOTER			20,000		20,000		0.04%
39	MONIKA SAURABH JAIN		NON-PROMOTER			25,000		25,000		0.05%
40	BHANUMATI RASIKLAL SHAH		NON-PROMOTER			50,000		50,000		0.11%
41	AMIT TANDON		NON-PROMOTER			25,000		25,000		0.05%
42	VANSH ARVIND JAIN		NON-PROMOTER			20,000		20,000		0.04%
43	JIGISHA VAIDH		NON-PROMOTER			25,000		25,000		0.05%
44	SHAUKAT SATTAR HAJIYANI		NON-PROMOTER			25,000		25,000		0.05%
45	RANE SULBHA KISHORE		NON-PROMOTER			30,000		30,000		0.06%
46	PUSHPA MALHOTRA		NON-PROMOTER			20,000		20,000		0.04%
47	ARUN KUMAR SURESHLAL JAIN		NON-PROMOTER			40,000		40,000		0.09%
48	BHAVESH DHIRAJLAL TANNA		NON-PROMOTER	64,803	0.17%	6,00,000		6,64,803		1.43%
49	SHRADDHA RITESH RATHI		NON-PROMOTER			40,000		40,000		0.09%
50	MALLINATH MADINENI HUF	MALLINATH MADINENI	NON-PROMOTER			10,00,000		10,00,000		2.16%
51	BABULAL AGARWAL HUF	BABULAL AGARWAL	NON-PROMOTER			25,000		25,000		0.05%
52	DEEPAK KHARWAD HUF	DEEPAK KHARWAD	NON-PROMOTER			2,50,000		2,50,000		0.54%
53	NALINY KHARWAD		NON-PROMOTER			2,50,000		2,50,000		0.54%
54	BABULAL KHARWAD HUF	BABULAL KHARWAD	NON-PROMOTER			2,50,000		2,50,000		0.54%
55	SKYBRIDGE VENTURES LLP	DEVANG MASTER	NON-PROMOTER			7,50,000		7,50,000		1.62%

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56	NAVIN GOVIND AGRAWAL		NON-PROMOTER			4,08,285	4,08,285			0.88%
57	NILAY JAGDISH PATEL		NON-PROMOTER			2,70,490	2,70,490			0.58%
58	MANOJ PRABHUDAYAL AGRAWAL		NON-PROMOTER			1,12,274	1,12,274			0.24%
59	MANTHAN MUKUND PATEL		NON-PROMOTER			76,554	76,554			0.17%
60	RUTUL ASHOKBHAI PATEL		NON-PROMOTER			76,554	76,554			0.17%
61	NITIN AGRAWAL		NON-PROMOTER			68,897	68,897			0.15%
62	ATUL MOHANSHARAN AGRAWAL		NON-PROMOTER			7,650	7,650			0.02%
63	UDAY KASHINATH PATIL		NON-PROMOTER	21,355	0.06%	4,39,552	4,60,907			0.99%
64	MOHAN ANAND CHANDAVARKAR		NON-PROMOTER	4,61,379	1.21%	1,85,238	6,46,617			1.39%
65	AMIR HASANALI LALANI		NON-PROMOTER			1,78,554	1,78,554			0.38%
66	ROHAN N AGRAWAL		NON-PROMOTER	500	0.00%	54,944	55,444			0.12%
67	J CHARAN		NON-PROMOTER			54,944	54,944			0.12%
68	DEVINENI YASWANTH RAJA		NON-PROMOTER			54,944	54,944			0.12%
69	SEJAL SAURABH MEHTA		NON-PROMOTER			54,944	54,944			0.12%
70	NILESH JUGALKISHORE CHOUDHARY		NON-PROMOTER			54,944	54,944			0.12%
71	DIXESH HASMUKHLAL DOSHI		NON-PROMOTER	88	0.00%	54,944	55,032			0.12%
72	KETAN P RANGA		NON-PROMOTER	75,000	0.20%	54,944	1,29,944			0.28%
73	MAMATHA SANDEEP RATHOD		NON-PROMOTER	1,750	0.00%	54,944	56,694			0.12%
74	BABULAL MUKESH KUMAR		NON-PROMOTER	1,500	0.00%	54,944	56,444			0.12%
75	ADHIKARI SUDHARANI		NON-PROMOTER			54,944	54,944			0.12%
76	NAVARATANMAL M		NON-PROMOTER			54,944	54,944			0.12%
77	RISHABH RAJESH KUMAR RATHOD		NON-PROMOTER			54,944	54,944			0.12%
78	AMIRALI RAHEMTULA HAMID		NON-PROMOTER			41,208	41,208			0.09%
79	URVASHI PRAVIN SETH		NON-PROMOTER			38,447	38,447			0.08%
80	JYOTHIRMAYI KUNAM		NON-PROMOTER			34,000	34,000			0.07%
81	DAMODAR KRISHAN AGGARWAL		NON-PROMOTER			27,472	27,472			0.06%
82	SRUTHI KODE .		NON-PROMOTER	145	0.00%	27,472	27,617			0.06%
83	PATEL JYOTI MAHENDRAKUMAR		NON-PROMOTER			27,472	27,472			0.06%
84	SHANTI SHRIGOPAL KHETAN		NON-PROMOTER			27,472	27,472			0.06%
85	NNT TRADE ZONE LLP	NARESH SHANKARLAL THAKKAR	NON-PROMOTER			27,472	27,472			0.06%
86	SHOBHA BHUPESH GUPTA		NON-PROMOTER			27,472	27,472			0.06%
87	ARVIND KUMAR GUPTA		NON-PROMOTER			27,472	27,472			0.06%
88	HAMID ALLAUDDIN PANJWANI		NON-PROMOTER			27,472	27,472			0.06%

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89	VIKRAM KUMAR		NON-PROMOTER			27,472	27,472			0.06%
90	ASHRAF AMIR LALANI		NON-PROMOTER			27,472	27,472			0.06%
91	SHAMSHU BADRUDDIN GAZIYANI		NON-PROMOTER			27,472	27,472			0.06%
92	PRADEEP .		NON-PROMOTER			27,472	27,472			0.06%
93	AVANI CHIRAG PATEL		NON-PROMOTER			27,472	27,472			0.06%
94	PRASHANT A KAPADIA		NON-PROMOTER			27,472	27,472			0.06%
95	P SUNDER RAJAN		NON-PROMOTER			27,472	27,472			0.06%
96	INDU AMEET CHAUDHAREE		NON-PROMOTER			27,472	27,472			0.06%
97	RAGHU KIRAN ATLURI		NON-PROMOTER			27,472	27,472			0.06%
98	NIZAR NADIRALI DAYANI		NON-PROMOTER			27,472	27,472			0.06%
99	PRIITI BHAVESHBHAI TANNA		NON-PROMOTER			27,472	27,472			0.06%
100	JIGAR PRAVINBHAI PATEL		NON-PROMOTER			27,472	27,472			0.06%
101	RUSHI HASMUKHLAL THAKKER		NON-PROMOTER			27,472	27,472			0.06%
102	SUNNYBHAI PRAVINCHANDRA THAKKER		NON-PROMOTER			27,472	27,472			0.06%
103	GIRISH VASANTLAL BHATT		NON-PROMOTER			27,472	27,472			0.06%
104	APRA VAIDYA		NON-PROMOTER			21,970	21,970			0.05%
105	Jai Prakash Thanvi		NON-PROMOTER			15,184	15,184			0.03%
106	SHITALBEN HARSHAD PATEL		NON-PROMOTER			13,736	13,736			0.03%
107	DUPAGUNTLA NAGA SAI SATYA SRI		NON-PROMOTER			13,736	13,736			0.03%
108	LOKESH REDDY		NON-PROMOTER			13,736	13,736			0.03%
109	PAWAN KUMAR D MALANI .		NON-PROMOTER			13,736	13,736			0.03%
110	Reddy Manikanta		NON-PROMOTER			13,736	13,736			0.03%
111	ANJANI DANCHAND MALANI HUF	ANJANI DANCHAND MALANI	NON-PROMOTER			13,736	13,736			0.03%
112	KARROTI SRINIVAS		NON-PROMOTER			13,736	13,736			0.03%
113	JITENDRA DAULAL PUROHIT		NON-PROMOTER	400	0.00%	13,600	14,000			0.03%
114	KAILASH B KABRA		NON-PROMOTER	1,000	0.00%	13,600	14,600			0.03%
115	ROHIT KUMAR GUPTA		NON-PROMOTER			10,988	10,988			0.02%
116	VINAY LADDHA		NON-PROMOTER			10,988	10,988			0.02%
117	Anamika Ajmera		NON-PROMOTER			10,988	10,988			0.02%
118	ANANT KABRA HUF	ANANT KABRA	NON-PROMOTER			10,982	10,982			0.02%
119	SUMIT GOENKA		NON-PROMOTER			10,982	10,982			0.02%
120	MAHESH GOVINDAN KUTTY		NON-PROMOTER			10,982	10,982			0.02%
121	VIJAY RADHAKANT PANDEY		NON-PROMOTER			8,785	8,785			0.02%
122	AMIT KUMAR SOMANI		NON-PROMOTER			5,603	5,603			0.01%

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123	PURVA MANOJ AJMERA		NON- PROMOTER			5,508	5,508			0.01%
	TOTAL			7,96,273		82,50,671	40,38,316	17,78,825	32,29,803	

*assuming warrants are converted into equity shares.

b) As on date the acquirer /allottees has the following pre-holdings:*

Sr. No.	Name	Category	No. of shares
1	UDAY KASHINATH PATIL	Non-Promoter	21355
2	MOHAN ANAND CHANDAVARKAR	Non-Promoter	461379
3	ROHAN N AGRAWAL	Non-Promoter	500
4	DIXESH HASMUKHLAL DOSHI	Non-Promoter	88
5	KETAN P RANGA	Non-Promoter	75000
6	MAMATHA SANDEEP RATHOD	Non-Promoter	1750
7	BABULAL MUKESH KUMAR	Non-Promoter	1500
8	SRUTHI KODE	Non-Promoter	145
9	JITENDRA DAULAL PUROHIT	Non-Promoter	400
10	KAILASH B KABRA	Non-Promoter	1000

*The pre-holdings of the above shareholders shall be put under lock-in.

xx. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

All the above allottees were forming part of the public category in the target company. The proposed status of the proposed allottees is mentioned above.

xxi. Disclosure as specified under Regulation 163(1)(i) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The said disclosure is not applicable in the present case as neither the company nor its promoters / directors are wilful defaulters.

xxii. Pari Passu terms of Issue of the Equity Shares if any:

The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

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xxiii. Payment of Consideration:

- a) **Preferential allotment for Other than Cash: Swap of Equity Share on preferential basis:**
Item: The issue of Subscription Shares is by way of consideration other than cash.
- b) **Preferential allotment for cash: Issue of Equity Share on preferential basis:** The issue of Subscription Shares is by way of cash.
- c) **Preferential allotment for cash: Issue of Convertible warrant on preferential basis:** The issue of Subscription Shares is by way of cash.

xxiv. Monitoring Agency:

Not applicable. However, the Board is authorized to appoint the monitoring agency if required by any relevant authorities.

xxv. Lock-in period and restrictions on transferability Regulation 167 of SEBI (ICDR) Regulation, 2018:

The Equity Shares issued on preferential basis will be subject to lock-in as provided in Regulation 167 of the SEBI ICDR Regulations.

Further, the entire pre-Preferential Issue shareholding of the Proposed Allottee, shall be locked-in from Relevant Date up to a period of 90 trading days from the date of trading approval of proposed Preferential Issue, as per the SEBI ICDR Regulations.

xxvi. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

xxvii. Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

xxviii. Practicing Company Secretary's Certificate:

A certificate from Hemang Satra & Associates, Company Secretaries certifying that the issue of shares on a preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of the EGM.

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The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e., www.uvshospitality.com from the date of circulation of this Notice up to the last date of e-Voting.

xxix. Undertaking:

- As the equity shares of the Company have been listed on BSE for a period of more than 90 trading days as on the relevant date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the subscription shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of ICDR Regulations, if required.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked in till the time such amount is paid.
- None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange, where the Equity Shares of the Company are listed and the SEBI LODR Regulations, as amended, and any circular or notification issued by SEBI.
- None of the proposed allottees have been debarred by SEBI from accessing the Capital Market.

xxx. Other Disclosures:

- None of the Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- The Company shall make an application to BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares.

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- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations, 2018 and shall be made in a dematerialized form only.
- The proposed allottee has confirmed that he has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- All the entire pre-preferential shareholding of the allottees shall be locked-in from the relevant date up to a period of 90 Trading days from the grant of trading approval by the stock exchange, as per the requirement of Regulation 167(6) of SEBI (ICDR) Regulations 2018.
- The Board, in its meeting held on Saturday, 21st February, 2026 has approved the issue of Equity Shares on preferential basis to the proposed Allottee in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
- There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

xxxi. The Company further confirms that even after this allotment the Company is in compliance with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).

xxxii. The company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts. The Pre-holdings of all the proposed allottees are in demat mode.

After acquisition of upto 51% stake of Calcio Restaurants Private Limited, the said Company will become subsidiary of the Company. In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Shares to proposed allottees are being sought by way of a Special Resolution as set out in the said item of the Notice.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

The Board of Directors recommends the resolution as set out at Item No.2, 3 and 4 for approval of the members as Special resolution.

The following documents would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of EGM of the members:

1. Valuation Report under regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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2. Balance Sheet/ Annual report of Calcio Restaurants Private Limited for the financial year ended 31st March, 2025.
3. Practicing Company Secretary's Certificate as per Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

ITEM NO. 5 AND 6:

TO CONSIDER AND APPROVE THE REGULARIZATION OF MRS. PRATHIMA MADINENI (DIN: 06365444), AS A DIRECTOR OF THE COMPANY (IN THE EXECUTIVE CATEGORY):

TO CONSIDER AND APPROVE THE CHANGE IN CATEGORY OF MRS. PRATHIMA MADINENI (DIN: 06365444), FROM DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY:

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 30th January, 2026, appointed Mrs. Prathima Madineni (DIN: 06365444) as an Additional Director (Executive Category) of the Company with effect from 30th January, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of Section 161 of the Companies Act, 2013, Mrs. Prathima Madineni holds office only up to the date of this General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for appointment as a Director of the Company.

The Board is of the opinion that considering her experience, competence, leadership qualities and contribution to the Company, her appointment as a Director (Executive Category) is desirable and in the best interest of the Company.

Further, based on the recommendation of the NRC and subject to approval of the Members, the Board at its meeting held on 30th January, 2026 also approved the change in designation of Mrs. Prathima Madineni from Director (Executive Category) to Managing Director of the Company for a period of five (5) years, commencing from 30th January, 2026 up to 29th January, 2031, pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of her appointment, including remuneration, have been approved by the NRC and the Board and are in conformity with the provisions of the Companies Act, 2013 and SEBI LODR Regulations. The remuneration payable shall be within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17(6) of SEBI LODR Regulations.

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The Board shall have the authority to alter or vary the terms and conditions of appointment, including remuneration, as may be agreed between the Board and Mrs. Prathima Madineni, subject to compliance with applicable statutory provisions.

The Company has received all statutory disclosures / declarations, including:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”).
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- iv. A notice in writing by a member proposing her candidature under Section 160(1) of the Act.

Except Mrs. Prathima Madineni and her relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 and 6.

The Board of Directors recommends the resolutions as set out at Item Nos. 5 and 6 of the Notice for approval of the Members.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

1	Nature of Industry: Hospitality Sector			
2	Date or expected date of commencement of commercial: 16/05/1989			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications: Rs. In Lakhs			
	Particulars	2024-25	2023-24	2022-23
	Turnover	10136.97	122.70	136.89

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	Net profit after Tax	1,598.894	4.04	(8.65)
5	Foreign investments or collaborations, if any: No such Collaborations			

II. INFORMATION ABOUT THE APPOINTEE:

1.	Background Details: Mrs. Prathima Madineni is an accomplished pharmaceutical marketing leader with over two decades of experience driving portfolio growth, strategic marketing, team leadership, and differentiated brand GTM launches across top Indian pharma companies. Known for strong execution excellence, therapy shaping frameworks, and building high impact brands and divisions across acute and sub-chronic therapies (Dermatology, Gynaecology, GI, Pain Management, Nutrition). She consistently delivers revenue growth, market-share gains, brand leadership, and successful new product development and commercialization. She is among the early leaders to leverage social and digital platforms for patient engagement and physician activation.
2.	Past Remuneration: Not Applicable
3.	Recognition or awards: Not Applicable
4.	Job Profile and his suitability: She is responsible for the overall management, strategic planning, and day-to-day operations of the Company. Considering her experience, leadership skills, and industry knowledge, she is well-suited to serve as Managing Director and effectively lead the Company's growth and performance.
5.	Remuneration proposed: Rs. 12,00,000 per annum apart from other perquisites and allowances.
6.	Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mrs. Prathima Madineni and the responsibilities shouldered on her, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Not Applicable
8.	Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years:

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<u>Directorship:</u>
None
<u>Membership:</u>
None

III. OTHER INFORMATION:

1.	Reasons for inadequate profits: The Company is facing stiff competition in the business
2.	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. The company is planning to recruit new talent to meet the market demands of new technology solutions.
3.	Expected increase in productivity and profit in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

Brief Profile of Mrs. Prathima Madineni:-

Mrs. Prathima Madineni is an accomplished pharmaceutical marketing leader with over two decades of experience driving portfolio growth, strategic marketing, team leadership, and differentiated brand GTM launches across top Indian pharma companies. Known for strong execution excellence, therapy shaping frameworks, and building high impact brands and divisions across acute and

sub-chronic therapies (Dermatology, Gynaecology, GI, Pain Management, Nutrition). She consistently delivers revenue growth, market-share gains, brand leadership, and successful new product development and commercialization. She is among the early leaders to leverage social and digital platforms for patient engagement and physician activation.

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Annexure- 1

Details of Directors seeking Appointment/Re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mrs. Prathima Madineni
DIN	06365444
Nature of appointment (appointment/re-appointment)	Appointment (Change in Designation)
Terms and Conditions of appointment / re-appointment	Appointment as the Managing Director of the Company (Change in Designation)
Age	52 years
Date of first appointment on the Board	30 th January, 2026
Qualifications	Brief Profile is given in the Explanatory Statement forming part of Notice.
Brief Profile	Brief Profile is given in the Explanatory Statement forming part of Notice.
Expertise in specific functional areas	As per Brief Profile given in the Explanatory Statement forming part of Notice
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board (Other than Listed Entity)	Nil
Names of listed entities from which the person has resigned in the past three years	Nil
Shareholding of Non Executive directors	NA
Shareholding in the Company.	22,876 equity shares
Details of remuneration sought to be paid	12,00,000/- per annum
Remuneration last drawn	NA

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Number of meetings of Board attended during the year (since her appointment)	2/2
Inter se relationship with any Director	Nil

ITEM NO. 7: TO CONSIDER AND APPROVE THE INVESTMENT LIMITS BY THE FOREIGN INVESTORS OF UPTO 100% OF THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY:

The members are informed that pursuant to the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the SEBI (Foreign Portfolio Investors) Regulations, 2019, a listed Indian company may increase the aggregate limit of investment by Foreign Portfolio Investors ("FPIs") up to the sectoral cap/statutory ceiling, subject to approval of its members by way of a Special Resolution.

The aggregate FPI holding shall not exceed the sectoral cap or statutory limit prescribed under FEMA and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019.

The increase in limit shall not result in change in control of the company.

The Company is engaged in the business of Bars and Restaurants / Food Services, where 100% Foreign Direct Investment is permitted under the Automatic Route, subject to applicable laws and sectoral conditions.

In order to:

- Broaden the investor base,
- Enhance liquidity of the Company's shares,
- Attract foreign portfolio investments,
- Improve market capitalization and global participation,

the Board of Directors at its meeting held on 21st February, 2026 approved the proposal to increase the aggregate investment limit for FPIs up to 100% of the paid-up equity share capital of the Company, subject to:

- Applicable sectoral caps under the extant FDI Policy,
- FEMA Regulations and RBI directions,
- SEBI (FPI) Regulations,
- All other applicable laws,
- Individual FPI/sub-account limits as prescribed from time to time.

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The increase in limit shall apply to acquisition of equity shares through permissible routes including secondary market purchases and shall not, by itself, result in change in control of the Company. Any acquisition leading to change in control shall require separate compliance under applicable laws.

The Board is of the opinion that the proposed increase is in the best interest of the Company and its stakeholders.

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

The Board recommends the Special Resolution set out at Item No. 7 for approval of the Members

ITEM NO. 8: APPROVAL OF RELATED PARTY TRANSACTIONS

Pursuant to Section 188(1) of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the members by resolution in case related party transactions exceed such sum as is specified in the rules.

The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on an arm's length basis.

Further, pursuant to regulation 23(4) of SEBI Listing Regulations, approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, related party transactions will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Your Company has on 21st February, 2026 has propose to acquire upto 51% stake in Calcio Restaurants Private Limited is a related party of your company within the meaning of sub-section (76) of section 2 of the Act and Regulation 2 (1) (zb) of Listing Regulations.

The Company may enter into contracts, arrangements with Calcio Restaurants Private Limited for sale, purchase, rendering of services, inter-corporate deposits in the ordinary course of business which may exceed the limits as set out under 23(4) of SEBI Listing Regulations and Section 188 of the Companies Act, 2013.

Therefore, the Board recommends the enabling Resolution as set out in Item No. 8 for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel or the irrespective relatives are in any way concerned or interested in the resolution mentioned as Item No. 8.

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Disclosure of Information pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 read with BSE Circular dated 14th October, 2025 or approval of Related Party Transactions:

Sr. No	Particular	Details
1.	Name of the Related Party	Calcio Restaurants Private Limited
2.	Name of the director or key managerial personnel who is related, if any;	None
3.	Nature of relationship;	Pursuant to the proposed acquisition of upto 51% of the equity share capital of Calcio Restaurants Private Limited, the said company shall become a Subsidiary of the Company in accordance with the provisions of the Companies Act, 2013. Accordingly, the relationship shall be that of Holding Company and Subsidiary Company.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	The Company proposes to enter into related party transaction(s) with Calcio Restaurants Private Limited during FY 2026-27 for an aggregate amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore only). The transactions may include purchase and sale of goods, rendering and/or availing of services, inter-corporate deposits, loans, advances, or any other business transactions, in the ordinary course of business and on an arm's length basis. The exact terms and conditions shall be determined based on business requirements from time to time.
5.	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section	The proposed transaction has not yet commenced; therefore, the detailed information specified under Paragraph 4 has not been placed before the Audit Committee. The same will be submitted for review and approval prior to execution of the transaction, in compliance with applicable legal and regulatory requirements.

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6.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed transactions are intended to facilitate operational efficiency, business synergy, and seamless functioning between the Holding Company and its Subsidiary. These arrangements will support business expansion, continuity of operations, and optimum utilization of resources in the ordinary course of business.
7.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above	In the event the Company enters into loans, inter-corporate deposits, advances, or investments, the same shall comply with applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The terms including tenure, interest rate, and repayment schedule shall be determined at the time of entering into such transactions and shall be on arm's length basis
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	NA
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	To be determined based on the latest available audited financial statements of Calcio Restaurants Private Limited.
10.	Any other information that may be relevant.	NA

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