

## NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First Annual General Meeting of the Members of Fortune Park Hotels Limited will be held on Friday, the 3<sup>rd</sup> day of July, 2026, at 5:00 p.m. at the Registered Office of the Company, ITC Green Centre, 10 Institutional Area, Sector 32, Gurugram 122 001 for the transaction of the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend for the financial year ended 31<sup>st</sup> March, 2026.
3. To appoint a Director in place of Mr. Anil Chadha (DIN:08073567) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, in accordance with the provisions of Section 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the remuneration of ₹750,000/- (Rupees Seven Lakh Fifty Thousand Only) to Messrs. S R B C & CO., LLP, Chartered

Accountants (Registration No. 324982E/E300003), Statutory Auditors of the Company, for conduct of audit for the financial year 2026-27, plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

### SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT**, in accordance with the provisions to Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), including any amendment thereto or modification thereof, consent of the members be and is hereby accorded for variation in the terms of remuneration of Mr. Arindam Kunar, Manager, with effect from 1<sup>st</sup> October, 2025, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

**By Order of the Board  
Fortune Park Hotels Limited**

**Anil Chadha  
Chairman**

**DIN: 08073567**

**Place: Gurugram  
Date: 14<sup>th</sup> April, 2026**



A wholly owned subsidiary of

**ITC HOTELS LIMITED**

Fortune Park Hotels Ltd., ITC Green Centre, 10, Institutional Area, Sector-32, Gurugram - 122001, Haryana  
Ph: +91-124-417 1717 | Email: [contactus@fortunehotels.in](mailto:contactus@fortunehotels.in) | Website: [www.itchotels.com/fortunehotels](http://www.itchotels.com/fortunehotels)  
Corporate Identity Number: U55101HR1995PLC052281

## **NOTES:**

- 1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a Member of the Company.**

Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company, ITC Green Centre, 10 Institutional Area, Sector 32, Gurugram 122 001, not less than forty-eight hours before the commencement of the AGM i.e., by 5:00p.m., Wednesday, 1<sup>st</sup> July, 2026.

2. Corporate Members are required to send to the Registered Office of the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 ('the Act'), authorising their representative to attend and vote at the AGM.
3. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Business to be transacted at this AGM, is annexed.
4. Members are requested to bring the attendance slips, duly filled in, for attending the Meeting.
5. The Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the

Act and the Register of Contracts with related party, and contracts and bodies etc. in which directors are interested under Section 189 of the Act, will be available for inspection during the meeting.

## **EXPLANATORY STATEMENT**

Annexed to the Notice convening the 31<sup>st</sup> Annual General Meeting to be held on Friday, the 3<sup>rd</sup> day of July, 2026 at 5:00 p.m.

### **Item No. 4**

The Board of Directors of the Company ('the Board') at the meeting held on 4<sup>th</sup> June, 2025, subject to the approval of the Members of the Company, approved the appointment and terms of remuneration of Mr. Arindam Kunar as the Manager of the Company, for a period of two years with effect from 6<sup>th</sup> June, 2025. The Members of the Company at the 30<sup>th</sup> Annual General Meeting held on 18<sup>th</sup> July, 2025, approved the said appointment.

Keeping in view the performance of Mr. Kunar, the Board at its meeting held on 13<sup>th</sup> January, 2026, subject to the approval of the Members, approved variation in the terms of his remuneration, with effect from 1<sup>st</sup> October, 2025.

The revised remuneration of Mr. Kunar with effect from 1<sup>st</sup> October, 2025 is provided hereunder:

(₹ in lakhs)

| Particulars                              | Remuneration                                       |
|------------------------------------------|----------------------------------------------------|
| Consolidated Monthly Salary              | ₹ 2,31,087/-                                       |
| Consolidated Monthly Allowances          | ₹ 4,55,117/-                                       |
| Annual Performance Bonus (Not Exceeding) | ₹ 19,21,300/-                                      |
| Other Perquisites & Benefits             | As applicable to his Grade in the holding company. |

The other terms of appointment of Mr. Kunar as approved by the Members earlier remain unchanged.

Notwithstanding absence or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration shall be paid as minimum remuneration in accordance with the provision of Schedule V to the Companies Act, 2013.

**The additional information as required under Schedule V to the Act and the Secretarial Standard on General Meetings is provided as follows:**

### **I. General Information**

The Company, which caters to the 'Upscale to Mid-market' hotels segment under the brand 'Fortune', remains a front-runner in its operating segment and is well positioned to sustain its leadership position in the industry.

The Company commenced its commercial operations in July, 1995.

The key financial performance indicators of the Company for the last three financial years are given below:

| Particulars             | FY<br>2024-25 | FY<br>2023-24 | FY<br>2022-23 |
|-------------------------|---------------|---------------|---------------|
| Revenue from Operations | 6211.01       | 5248.44       | 4360.17       |
| Profit before Tax       | 2316.55       | 1345.94       | 784.29        |
| Profit for the year     | 1730.45       | 1121.87       | 534.40        |
| Earnings per Share (₹)  | 384.54        | 249.30        | 118.75        |

The Company does not have any foreign investment or collaboration.

### **II. Information about Mr. Kunar**

Mr. A. Kunar (56) joined ITC in 2018 and currently Vice President- Operations at Fortune Park Hotels Limited, is responsible for optimum operational performance, compelling guest experiences, people and process development and ownership engagement at Fortune Park Hotels Limited. Hotels and Leisure Hotels as a General Manager.

An alumnus of the Institute of Hotel Management, PUSA, New Delhi, Arindam's career spans over 33 years with organizations like Choice Hotels, Hyatt, Taj Hotels and IHG. He was awarded as the General Manager of the Year Award 2014 for Crowne Plaza brand across Asia Middle East and Africa.

Besides the remuneration proposed as above, Mr. Kunar does not have any direct or indirect pecuniary relationship with the Company. He neither holds any share in the Company nor is he related to any other

Director or Key Managerial Personnel of the Company.

During the financial year 2025-26, the remuneration of Mr. Kunar was ₹ 91.81 lakhs.

He has attended all the seven Board Meetings during the year.

#### **Other Directorships – Nil**

#### **Board Committee Membership of other Companies – Nil**

### **III. Other Information**

The proposed remuneration of Mr. Kunar as stated above may exceed the statutory limit specified under Section 197 read with Schedule V to the Act in any financial year due to inadequacy or absence of profits. Accordingly, approval of the Members by way of Special Resolution is being sought pursuant to Section II of Part II of Schedule V to the Act.

However, considering the size and financial position of the Company, the industry trend, the profile and the experience of Mr. Kunar

and the responsibilities shouldered by him, the revised remuneration is fair and reasonable in the opinion of the Board in

terms of Section II of Part II of Schedule V to the Act.

The Board is looking at various options to further increase the Company's future revenues and profits.

Mr. Kunar and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financial or otherwise, in this Special Resolution.

The Board recommends this Resolution for your approval.

**By Order of the Board  
Fortune Park Hotels Limited**

**Place: Gurugram  
Date: 14<sup>th</sup> April, 2026**

**Anil Chadha  
Chairman  
DIN: 08073567**

**FORTUNE PARK HOTELS LIMITED**

**CIN:** U55101HR1995PLC052281

**Registered Office:** ITC Green Centre, 10 Institutional Area, Sector-32, Gurugram 122 001

**Tel:** +91-124-4171717 **Fax:** +91-124-4051734 **Email:** [secretarial@fortunehotels.in](mailto:secretarial@fortunehotels.in)

**Website:** [www.fortunehotels.in](http://www.fortunehotels.in)

**31<sup>ST</sup> ANNUAL GENERAL MEETING**

**ATTENDANCE SLIP**

**DATE**

3<sup>rd</sup> July, 2026

**VENUE**

ITC Green Centre,  
10 Institutional Area, Sector - 32,  
Gurugram - 122 001

**TIME**

5:00 pm

1. Folio No. \_\_\_\_\_
2. Name of the Member: \_\_\_\_\_

I certify that I am a Member / Proxy for the Member holding \_\_\_\_\_ shares.

Please ✓ in the box.

☐

Member

☐

Proxy

\_\_\_\_\_  
Name of the Proxy in Block Letters

\_\_\_\_\_  
Signature of Member / Proxy attending

**FORTUNE PARK HOTELS LIMITED**

**CIN:** U55101HR1995PLC052281

**Registered Office:** ITC Green Centre, 10 Institutional Area, Sector-32, Gurugram 122 001

**Tel:** +91-124-4171717 **Fax:** +91-124-4051734 **Email:** [secretarial@fortunehotels.in](mailto:secretarial@fortunehotels.in)

**Website:** [www.fortunehotels.in](http://www.fortunehotels.in)

**31<sup>st</sup> ANNUAL GENERAL MEETING**

**PROXY FORM**

1. Name(s) of Member(s)  
(including joint holders, if any) :
2. Registered address of the  
sole / first named Member:
3. E-mail ID:
4. Registered Folio No. :

I / We, being the Member(s) holding \_\_\_\_\_ shares of Fortune Park Hotels Limited, hereby appoint

(1) Name : \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

(2) Name : \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf, at the 31<sup>st</sup> Annual General Meeting ('AGM') of the Company to be held on Friday, 3<sup>rd</sup> July, 2026 at 5:00 P.M. at ITC Green Centre, 10 Institutional Area, Sector - 32, Gurugram - 122 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Description                                                                                                                                                                       | Optional (✓) |         |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------|
|                   |                                                                                                                                                                                   | For          | Against |
| Ordinary Business |                                                                                                                                                                                   |              |         |
| 1                 | Adoption of the Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2026 and the Reports of the Board of Directors and the Auditors thereon. |              |         |
| 2                 | Declaration of Final Dividend for the financial year ended 31 <sup>st</sup> March, 2026.                                                                                          |              |         |
| 3                 | Appointment of Mr. Anil Chadha (DIN: 08073567), who retires by rotation and offers himself for re-appointment.                                                                    |              |         |
| 4                 | Remuneration of Messrs. S R B C & Co., LLP, Chartered Accountants, Statutory Auditors of the Company to conduct the audit for the financial year 2026-27.                         |              |         |
| Special Business  |                                                                                                                                                                                   |              |         |
| 5                 | Variation in remuneration of Mr. Arindam Kunar, Manager of the Company                                                                                                            |              |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

Signature of Member: \_\_\_\_\_

Signature of Proxy holder(s)

Affix  
Revenue Stamp