



October 4, 2025

To,

BSE Limited

Corporate Compliance Department
Rotunda Building P. J. Towers,
Dalal Street, Fort Mumbai 400001
Scrip Code – **523269**

National Stock Exchange of India

Exchange Plaza, Bandra Kurla Complex
Bandra (East),
Mumbai 400051
Symbol- **ADVANIHOTR**

Dear Sir/Madam,

Sub: Proceedings of 38th Annual General Meeting (AGM) of the Company held on Monday, September 29, 2025 at 2:30 p.m.

With reference to the email dated October 3, 2025, received from the Listing Compliance Monitoring Team of BSE Limited seeking clarification on the delayed submission of the Company's AGM proceedings, we wish to inform you that the delay occurred inadvertently. The lapse was unintentional, and we assure you that due care will be taken to avoid such occurrences in the future.

Further, as directed, we are resubmitting the proceedings of the AGM.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For Advani Hotels & Resorts (India) Limited

Deepesh Joishar
Company Secretary & Compliance Officer
Membership No. A29203

Encl.: As above



PROCEEDINGS OF THE 38th ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON MONDAY, SEPTEMBER 29, 2025

Date and time of the meeting:

The 38th Annual General Meeting of the Company was held on Monday, September 29, 2025 at 2:30 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without physical presence of the Members at a common venue, in compliance with the various circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time in this regard.

The meeting commenced at 2:30 p.m. and concluded at 3:16 p.m.

The following persons were present at the meeting:

Directors and Key Managerial Personnel ('KMP'):

1. Mr. Sunder G. Advani – Chairman & Managing Director;
2. Mr. Haresh Advani – Executive Director;
3. Mr. Prahlad Advani – CEO & Whole Time Director;
4. Mr. Anil Harish – Independent Director and the Chairman of Audit Committee and Nomination & Remuneration Committee of the Company;
5. Mr. Satyan Israni – Independent Director;
6. Mr. Vinay Chauhan –Independent Director;
7. Mr. Nitin Kunkolienker –Independent Director;
8. Mrs. Menaka Advani – Non-Executive Director and Chairperson of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company;
9. Mrs. Nina Advani – Non-Executive Director;
10. Mr. Deepesh Joishar – Company Secretary & Compliance Officer; and
11. Mr. Ajay G. Vichare – Chief Financial Officer.

**Other Representatives:**

Mr. Arun Verma of M/s. J. G. Verma & Associates, Chartered Accountants, Statutory Auditors of the Company.

Mr. Avinash Bagul, Partner, M/s. BNP & Associates, Company Secretaries, Secretarial Auditors of the Company.

CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Scrutinizer for the meeting.

Quorum of the Meeting:

Required quorum was present at the AGM through VC / OAVM.

Brief Proceedings:

Mr. Sunder G. Advani, Chairman and Managing Director of the Company, Chaired the meeting and after ascertaining the quorum, called the meeting to order.

He welcomed the Board Members, KMPs, Auditors and Members participating in the meeting.

He informed the members present that:

- The Notice convening the 38th AGM and the Annual Report containing the Audited Financial Statements of the Company for the financial year ended March 31, 2025 along with Board of Directors' Report and Auditors' Report thereon and relevant annexures have been circulated to the members of the Company within the statutory time period;
- The meeting is being held through video conference in accordance with the circulars issued by the MCA and the participation of members through video conferencing system is reckoned for the purpose of ascertaining the quorum as per the circulars issued by the MCA and Section 103 of the Companies Act, 2013.



VARCA, GOA

- The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements as maintained under Sections 170 and 189 of the Companies Act, 2013 respectively and other documents are made available for inspection to the members, who had requested.
- Since the Statutory Auditors' Report do not contain any qualifications, reservations or adverse remarks or disclaimer, it is not required to be read in the meeting.
- The Secretarial Auditors have also not made any observations in their Report, so reading of Secretarial Auditors' Report in the meeting is also not required.

Mr. Sunder G. Advani, Chairman and Managing Director, briefed the members present at the meeting about the progress and achievements of the Company during the financial year 2024 - 2025. With the permission of the members present, the notice of the AGM was taken as read.

Mr. Sunder G. Advani, Chairman and Managing Director informed the meeting about the mode of voting:

As per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings (SS-2) issued by the ICSI, the Company had provided remote e-voting facility to its members to vote on the matters to be transacted at the 38th AGM through National Securities Depository Limited ('NSDL') and that remote e-voting was started from Friday, September 26, 2025 (9:00 hrs.) and ended on Sunday, September 28, 2025 (17:00 hrs.). Further, the members present in the AGM and who did not cast their vote through remote e- voting facility, will have an opportunity to cast their votes through the e-voting system provided by the NSDL as made available during the meeting and which will remain open till 15 minutes after the conclusion of the 38th AGM.

CS Manish Baldeva, proprietor of M/s. M Baldeva Associates, Company Secretaries, was appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



Brief details of items deliberated:

Thereafter, the following items of business as set out in the Notice of 38th AGM were transacted at the meeting:

Ordinary Business

1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Directors and Auditors thereon. This was an Ordinary Resolution.
2. Noting of Interim Dividends paid viz. 1st Interim Dividend of ₹ 1/- per Equity Share being 50% of the paid-up Equity Share Capital of the Company on February 7, 2025, and 2nd Interim Dividend of ₹ 0.90 per Equity Share being 45% of the paid-up Equity Share Capital of the Company on May 23, 2025 for the financial year ended March 31, 2025. This was an Ordinary Resolution.
3. Appointment of a Director in place of Mrs. Nina H. Advani (DIN: 06943762), who retired by rotation and being eligible, offered herself for re- appointment. This was an Ordinary Resolution.

Special Business

4. Appointment of M/s. BNP & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from financial year 2025-26 till financial year 2029-30. This was an Ordinary Resolution.

Since Mr. Sunder G Advani was interested in the next agenda item no. 5 of the Notice, he vacated the Chair and requested Mr. Anil Harish, Independent Director, to Chair and proceed with agenda item no. 5.

5. Approval of the remuneration payable to Mr. Prahlad S. Advani, Whole Time Director & CEO of the Company for a period of 1 (one) year commencing August 1, 2025 up to and inclusive of July 31, 2026. This was a Special Resolution.

Upon completion of 5th (fifth) Agenda, Mr. Sunder G. Advani, Chairman and Managing Director re-occupied the chair.



The Chairman then invited the Members to express their views, give suggestions and make enquiries. Some members spoke and raised certain queries regarding working of the Company. Mr. Sunder G. Advani, Chairman and Managing Director then responded to all the queries raised and clarifications sought by the Members during the meeting and queries received from them through e-mail.

Declaration of Voting Results:

Mr. Sunder G. Advani, Chairman and Managing Director thanked the Members and other dignitaries present in the meeting and informed the members present that the consolidated results of the remote e-voting and e-voting during the 38th AGM will be declared within 2 working days from the conclusion of the meeting and will be displayed at the Registered Office of the Company situated at 18A & 18B, Jolly Maker Chambers – II, Nariman Point, Mumbai - 400021. The same will also be available on the Company's website www.caravelabeachresortgoa.com and on the website of NSDL and will be communicated to the BSE Limited and the National Stock Exchanges of India Limited, where the shares of the Company are listed.

The meeting concluded with a vote of thanks to the Chair.

For Advani Hotels & Resorts (India) Limited

Deepesh Joishar
Company Secretary & Compliance Officer
Membership No. A29203