



**Date:** August 7, 2025

To:

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

**The Manager - Listing**  
**National Stock Exchange of India**  
Exchange Plaza, 5<sup>th</sup> Floor, 'G' Block  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400051  
Symbol- **ADVANIHOTR**

Dear Sir/Madam,

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of 01/2025-26 Extra-Ordinary General Meeting of the Company scheduled to be held on August 29, 2025.**

Pursuant to the Regulations 30 read with Part 'A' of Schedule III of the Listing Regulations, we are enclosing the Notice of 01/2025-26 Extra-Ordinary General Meeting of the Company along with the Explanatory Statement, scheduled to be held on Friday, August 29, 2025 at 2:30 p.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Request you to take the above on record.

Thanking you,

Yours faithfully,

For **Advani Hotels & Resorts (India) Limited**,

**Deepesh Joishar**  
**Company Secretary**  
**ACS-29203**

**Encl:** As stated above

NOTICE IS HEREBY GIVEN THAT THE 1/2025-26 EXTRA-ORDINARY GENERAL MEETING (“EOGM”) OF THE MEMBERS OF ADVANI HOTELS & RESORTS (INDIA) LIMITED (“COMPANY”) WILL BE HELD ON FRIDAY, AUGUST 29, 2025 AT 2.30 PM (IST) THROUGH VIDEO CONFERENCE (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 18A & 18B, JOLLY MAKER CHAMBERS II, NARIMAN POINT, MUMBAI – 400021, MAHARASHTRA, INDIA.

**SPECIAL BUSINESS:**

**Item No. 1: Re-appointment of Mrs. Ragini Chopra as an Independent Director of the Company for a second term of 5 (five) consecutive years:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and Regulation 17, 17(1A), 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Ragini Chopra (DIN: 07654254), Non-Executive Independent Director of the Company, whose first term as Non-Executive Independent Director expires on August 29, 2025, and who being eligible for re-appointment as an Non-Executive Independent Director, has given her consent for re-appointment and has submitted a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a director, be and is hereby re-appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office as such for second term of 5 (five) consecutive years w.e.f. August 30, 2025 to August 29, 2030.

**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 to give effect to the above resolution.”

**For and on behalf of**

**Advani Hotels & Resorts (India) Limited**

SD/-

**Deepesh Joishar**

**Company Secretary & Compliance Officer**

Membership No. A29203

**Place:** Mumbai

**Date:** August 1, 2025

**REGISTERED OFFICE:**

Advani Hotels & Resorts (India) Ltd.  
18A & 18B, Jolly Maker Chambers II,  
Nariman Point, Mumbai 400021

**Notes:**

1. For the purpose of the Companies Act, 2013, the proceedings of the EOGM shall be deemed to take place at the Registered Office of the Company situated at 18A & 18B, Jolly Maker Chambers II, Nariman Point, Mumbai - 400021, Maharashtra, India.
2. This EOGM is being convened in compliance with applicable provisions of the Companies Act, 2013 and the rules made thereunder ('Act'); provisions of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'); read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 and subsequent circulars issued from time to time in this regard, the latest being 09/2024 dated 19<sup>th</sup> September, 2024 (collectively referred to as 'MCA Circulars')
3. The NSDL helpline number regarding any query/assistance for participation in the EOGM through VC/OAVM is Tel: 022-48867000.
4. Since the EOGM is being conducted through VC/OAVM mode; there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
5. Members are requested to participate on 'first come first serve basis', as participation through video conferencing is limited. However, this limit does not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come-first-served principle. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
6. Members can raise questions in advance via email up to 48 hours prior to the meeting. However, it is requested to raise the queries precisely and in short to enable to answer the same.
7. An Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the EOGM is annexed hereto. The details of director proposed to be re-appointed at the EOGM, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") is annexed to the Notice.

8. Institutional / Corporate Shareholders (i.e. other than individuals/NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution / authorization etc., authorizing its representative to attend the EOGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to the Scrutinizer ID [avinash.bagul1959@gmail.com](mailto:avinash.bagul1959@gmail.com) or [venkatk1960@gmail.com](mailto:venkatk1960@gmail.com).
9. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email address can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

**Registration of Email ID:**

- a) In case, the Shareholder's email ID is already registered with the Company / its Registrar & Share Transfer Agent / Depositories, login details for e-voting are being sent on the registered email address.
  - b) In case the Shareholder has not registered his/her/their email address with the Company / its RTA / Depositories and or not updated the Bank Account mandate, the following instructions are to be followed:
    - i. Kindly login to the website of the RTA, namely, Datamatics Business Solutions Limited, <https://www.datamaticsbpm.com/> under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.
- OR
- ii. In the case of Shares held in Demat mode: Please contact the your DP and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
  - iii. Alternatively, members may send an e-mail request to the email id: [sunny.abraham@datamaticsbpm.com](mailto:sunny.abraham@datamaticsbpm.com) or [investorsqry@datamaticsbpm.com](mailto:investorsqry@datamaticsbpm.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and client master copy in case of electronic folio, and copy of share certificate in the case of physical folio.
10. Members seeking any information with regard to matter to be placed at the EOGM are requested to write to the Company through an email on [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com).
  11. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EOGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for the smooth and professional conduct of

the EOGM. The Company has also provided the facility to the members to ask questions to the panelist via an active chat-board during the EOGM and the same would be responded by the Company appropriately.

12. To support the 'Green Initiative', the members who have not registered their email address are requested to register the same with the RTA / Depositories.
13. The business set out in the Notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by National Securities Depository Limited ('NSDL') are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the Registered Office address of the Company.
14. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e. Datamatics Business Solutions Limited, quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized (electronic) form may update such details with their respective Depository Participant. The Company or its RTA cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
15. Pursuant to MCA Circulars, a designated email address i.e. investorsqry@datamaticsbpm.com has been created by the Company so that the Members can convey their vote, when a poll is required to be taken during the Meeting on any resolution at such designated email address through their email addresses which are registered with the RTA / DP.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Amendment Rules, 2014, the Company is pleased to provide the members to exercise their right to vote at Extra-Ordinary General Meeting of the Company by electronic means through E-voting facility provided through NSDL.
17. Mr. Avinash Bagul (FCS-5578/COP-19862) failing him, Mr. K. Venkataraman (ACS-8897 /COP-12459), Partners of M/s. BNP and Associates, Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, within a period not exceeding working 2 days from the conclusion of the general meeting, unblock the votes in the presence of at least 2 (two) witnesses, not in the employment of the Company and make the Scrutinizer's Report of the votes cast in 'favour' or 'against', if any, and forward it to the Chairman of the EOGM.
18. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at <https://www.caravelabeachresortgoa.com> and of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of the results by the Chairman of the EOGM or any other person authorized by him in writing and shall be communicated to the BSE Ltd. and National Stock Exchange of India, where shares of the Company are listed.

**E- VOTING:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the EOGM by electronic means and the business may be transacted through e-voting only. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the EOGM, ("**remote e-voting**") will be provided by the National Securities Depository Limited ("**NSDL**").

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020; Circular No. 02/2021 dated January 13, 2021 General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the EOGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e- voting.
3. The Members can join the EOGM in the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
4. The attendance of the members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EOGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at <https://www.caravelabeachresortgoa.com/investor-relation.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EOGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, General Circular No. 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Tuesday, August 26, 2025 at 9.00 am and ends on Thursday, August 28, 2025 at 5.00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, August 22, 2025, 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.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

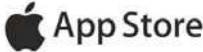



Step 1: Access to NSDL e-Voting system

**A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting</p>
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	<p>services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>. to visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see 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</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ Central Depository Services (India) Limited (<b>“CDSL”</b>) for e-Voting facility. upon logging in, you will be able to see e-</p>

mode) login through their depository participants	Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000.
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058640.

**B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode:**

**How to Log-in to NSDL E-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for Shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?” (If you are holding Shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding Shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding Shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of Shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Shareholders:**

1. Institutional Shareholders (i.e. other than individuals, HUF, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [avinash.bagul1959@gmail.com](mailto:avinash.bagul1959@gmail.com) or [venkatk1960@gmail.com](mailto:venkatk1960@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on them at 022-48867000 or send a request to Mr. Sanjeev Yadav at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Process for those Shareholders whose email IDs are not registered with the depositories for procuring user ID, password and registration of e mail IDs for e-voting for the resolution set out in this Notice:

1. In case Shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA at [investorsqry@datamatics.bpm.com](mailto:investorsqry@datamatics.bpm.com) and mark cc to the Company at [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com).
2. In case Shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to our RTA at [investorsqry@datamatics.bpm.com](mailto:investorsqry@datamatics.bpm.com) and mark cc to the Company at [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e- Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.
3. Alternatively, Shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:**

1. The procedure for e-voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.
3. Members who have voted through remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use an Internet with a good bandwidth speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs.ho@advanihotels.com. The same will be replied by the Company suitably.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF COMPANIES ACT, 2013****Item No. 1:****Re-appointment of Mrs. Ragini Chopra as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years**

Mrs. Ragini Chopra was appointed as an Independent Director of the Company by the members of the Company at their 33<sup>rd</sup> Annual General Meeting held on December 22, 2020, for a term of 5 (five) consecutive years w.e.f. August 30, 2020, accordingly, her current tenure expires on August 29, 2025.

The Nomination and Remuneration Committee ('NRC') and the Board of Directors ('Board') of the Company, after taking into account the performance evaluation report of Mrs. Ragini Chopra during her first term of 5 (five) consecutive years and considering her knowledge, expertise and time commitment, has recommended for her re-appointment for second term of 5 (five) consecutive years w.e.f. August 30, 2025.

Mrs. Ragini Chopra is a Hospitality, Tourism and Aviation Industry professional and serves on various committees of Tourism and Civil Aviation industry, including the World Travel and Tourism Council (WTTC) India initiative, CII National Committee for Civil Aviation and Tourism, FICCI's National Committee on Civil Aviation & Tourism and serves as an Executive Committee member on the Pacific Asia Travel Association (PATA). She has over four decades of experience in hospitality, aviation and tourism industries ranging from operations, sales and marketing, corporate affairs, media and communications. Currently, she is working as Executive Vice President – Corporate Affairs, Interglobe Enterprises. She has also worked with Jet Airways and Oberoi Hotels & Resorts. Further details and her current directorships have been given in the Annexure to this Notice.

As per the provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 ('Act'), an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a company, however he shall be eligible for re-appointment by passing a special resolution by the company for another term up to 5 (five) consecutive years on the Board of a company. Further, as per provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), no listed entity shall appoint a person, re-appoint or continue the directorship of any person who has attained the age of seventy-five years, unless a special resolution is passed to that effect.

As the proposed term of Mrs. Ragini Chopra would be second term and she will be attaining age of 75 (seventy-five) years during her second term, if re-appointed, in terms of Regulation 17(1A) of Listing Regulations, her re-appointment requires approval of the members of the Company by passing a special resolution, accordingly, the prior approval of the members of the Company is being sought by way of passing the special resolution for her re-appointment.

Mrs. Ragini Chopra has confirmed that she is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to continue to act as director in terms of Section 152 of the Act, subject to re-appointment by the members. She has further confirmed that she is in compliance with Rules 6(1)

and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and is not debarred from holding the office of director by virtue of any order from the SEBI or any such authority pursuant to circulars dated 20<sup>th</sup> June, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director.

The Company has also received declaration from Mrs. Ragini Chopra to the effect that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

The Company has received a notice in writing as required under Section 160 of the Act, proposing candidature of Mrs. Ragini Chopra for the office of the director of the Company.

The copy of the draft letter of appointment setting out the terms and conditions of her re-appointment is available electronically for inspection by the members.

In the opinion of the Board of Directors of the Company, Mrs. Ragini Chopra fulfils the conditions for re-appointment as an Independent Director as specified in the Act, rules thereunder and the Listing Regulations and is independent of Management. The terms and conditions of her re-appointment are uploaded on the website of the Company at [www.caravelabeachresort.com](http://www.caravelabeachresort.com) and will also be available for inspection by the members online. The members who wish to inspect the same can send a request at the e-mail address mentioned in the notes to the Notice.

The Board of Directors considers that given Mrs. Ragini Chopra's professional background, experience and valuable guidance to the management and strong Board performance during her first tenure, her continued association would be beneficial to the Company, and it is desirable to continue to avail her services as an Independent Director of the Company. Accordingly, it is proposed to re-appoint Mrs. Ragini Chopra as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. August 30, 2025 to August 29, 2030, not liable to retire by rotation, on the Board of the Company. Accordingly, the Board of Directors recommends passing of the special resolution as set out at Item No. 1 of the Notice for your approval.

Brief resume of Mrs. Ragini Chopra and other relevant details relating to her re-appointment, as required under the Act, Listing Regulations and SS – 2, are provided in the annexure to the Notice. Mrs. Ragini Chopra does not hold any shares in the Company.

Except, Mrs. Ragini Chopra, being appointee and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives, are directly or indirectly concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 1 of the accompanying notice of the EOGM.

**Particulars of director seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2**

<b>Name of Director</b>	<b>Mrs. Ragini Chopra</b>
Director Identification Number (DIN)	07654254
Date of Appointment / Re- appointment	August 30, 2020
Age	72 years
Date of Birth	December 25, 1952
Qualification	Bachelor of Arts Hotel Management from Oberoi School of Management and Hospitality Administration from Cornell University
Experience (including expertise in specific functional area)/ Brief Resume	Brief resume provided in the Explanatory Statement provided above.
List of other Directorships	Apeejay Surrendra Park Hotels Limited
Number of Listed Entities from which person has resigned in past three years	Nil
Chairmanship / Membership of Committees of other listed companies	I. Chairperson: Nil II. Member: a) Nomination & Remuneration Committee b) Corporate Social Responsibility Committee
No. of Equity Shares held in the Company	Nil
Inter-se relationship between the Board Members and other Key Managerial Personnel	She is not related <i>inter-se</i> to any Director(s) / Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013.
No. of Board meetings attended during the year	She attended 5 Board meetings during FY 2024-25.
Remuneration last drawn (including sitting fees, Commission, if any)	₹ 6.80 lacs as sitting fees for attending Board and other Committee meetings during FY 2024-25
Details of remuneration sought to be Paid	Not Applicable
Skills and capabilities required for the role and the manner in which the Independent Director meet the requirements	Refer the Explanatory Statement annexed to the Notice