



Date: December 10, 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, 5th Floor, 'G' Block
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051
Symbol- **ADVANIHOTR**

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice.

Pursuant to the provisions of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated December 2, 2025 (the "Notice") along with the Explanatory Statement, for seeking the approval of members of the Company for alteration of the Articles of Association of the Company.

In accordance with the Circular No. 03/2025 dated September 22, 2025 and also the circulars preceding the above issued circular from time to time by the Ministry of Corporate Affairs ("MCA"), the notice of the Postal Ballot is being sent today i.e. Wednesday, December 10, 2025 only through electronic mode to all those members whose e-mail addresses are registered with the Company, Registrar & Share Transfer Agent and Depository Participants and whose name is appearing as member in the Company's Register of Members / list of Beneficiaries as provided by the Depositories as on the 'Cut-off Date' i.e. Friday, December 5, 2025. Accordingly, physical copy of the Postal Ballot Notice, Postal Ballot Form and business reply envelope are not being sent to the members. Members holding shares in physical mode and who have not updated their email address with the Company are requested to update their email address as per the instructions given in the enclosed Notice.

The Postal Ballot Notice along with the explanatory statement is available on the website of the Company at www.caravelabeachresortgoa.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, NSE Limited at www.nseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com.

Owned and operated by : **ADVANI HOTELS & RESORTS (INDIA) LIMITED**
(CIN: L99999MH1987PLC042891)
Registered Office : 18A & 18B, Jolly Maker Chambers – II, Nariman Point, Mumbai - 400021
Tel: (91-22) 22850101 Website: www.caravelabeachresortgoa.com
EMAIL: cs.ho@advanihotels.com



In accordance with the aforesaid MCA Circulars, the Company has extended e-Voting facility to enable the Members to cast their votes electronically through the e-Voting services provided by the NSDL. The e-Voting will commence on Friday, December 12, 2025 at 9:00 a.m. (IST) and will end on Saturday, January 10, 2026 at 5:00 p.m. (IST). During this period the members of the Company holding Shares as on the 'Cut-Off Date' i.e. Friday, December 5, 2025, shall be entitled to vote. The results of postal ballot will be declared on or before Monday, January 12, 2026. The results shall be communicated to the Stock Exchanges and shall be placed on the website of the Company at www.caravelabeachresortgoa.com.

Kindly take the above on record.

Thanking you,

Yours faithfully,

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

Deepesh Joishar
Company Secretary & Compliance Officer
ACS-29203

Encl: As stated above

NOTICE OF POSTAL BALLOT AND REMOTE E-VOTING INFORMATION

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members of the Company,

Notice is hereby given to the Members of ADVANI HOTELS & RESORTS (INDIA) LIMITED (**'Company'**) that, pursuant to and in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (**'Act'**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), Secretarial Standard-2 on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act and Rules made thereunder and the SEBI Listing Regulations, as amended from time to time, including any statutory modification(s) or reenactment(s) thereof for the time being in force and in terms of Circular No. 03/2025 dated September 22, 2025 and also the circulars preceding the above issued circular from time to time by the Ministry of Corporate Affairs (hereinafter referred to as **'Circulars'**) the Resolution as set out in this Notice, seeking approval of the members of the Company is proposed by way of a Special Resolution through Postal Ballot only, by voting through electronic means (**'Postal Ballot'** / **'Remote e-Voting'**).

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out material facts and reasons thereof, is appended to this Postal Ballot Notice.

Special Business:

Item No.1: Approval for alteration of the Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 15 and other applicable provisions of the Companies Act, 2013 and all other applicable laws and regulations, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company by inserting a new Article 53A immediately after the existing Article 53, the text of which is set out below:

"Buy-back

53A. Notwithstanding anything contained in these Articles, the Company may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by the provisions of applicable law."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, including filings with the Registrar of Companies, the Stock Exchanges, and any other regulatory authorities, and to make such modifications as may be required by such authorities, to give full effect to this resolution."

By order of the Board,
For **Advani Hotels & Resorts (India) Limited**
sd/-
Sunder G. Advani
Chairman & Managing Director
DIN: 00001365

Date: December 2, 2025

Place: Mumbai

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Explanatory Statement under Section 102 read with Section 108 of the Act, in respect of the business proposed to be transacted as above:

Item 1:

The Explanatory Statement pursuant to Section 102 read with Section 108 of the Act setting out the material facts and reasons for the proposed Special Resolution, considered to be of urgent nature, to be transacted by Postal Ballot and Remote e-Voting, is appended herein below and forms a part of this Postal Ballot Notice.

Members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote e-Voting facility provided by the Company.

The Board of Directors of the Company, at its meeting held on December 2, 2025, approved the proposal to explore various options and scenarios for enhancing shareholders' value and returns to them, including buy-back of shares, issue of other kinds of permissible options and instruments. Further, after much deliberation, the Board of Directors decided to form a committee comprising some members of the Board to further explore various options in this regard and make appropriate recommendation to the Board of Directors for its consideration.

Therefore, to prepare for the possibility of a buy-back of shares, the Board of Directors in its meeting held on December 2, 2025, also approved amendment to the Articles of Association of the Company to incorporate a provision authorizing buy-back of shares of the Company, subject to the approval of the Shareholders of the Company. Accordingly, the insertion of a new Article 53A after the existing Article 53 in the existing Articles of Association of the Company is proposed. The text of the proposed new Article 53A is set out below:

“Buy-back

53A. Notwithstanding anything contained in these Articles, the Company may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by the provisions of applicable law.”

The proposed draft of the amended Articles of Association containing the proposed new Article 53A is available for inspection by the members at the Registered Office of the Company during business hours on all working days except Saturdays, up to the date of the closure of the postal ballot.

Accordingly, your Directors recommend passing of Special resolution as set out at Item No. 1 of the Postal Ballot notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, financially or otherwise, interested in the proposed resolution.

Notes:

In compliance with the Circulars, this Postal Ballot Notice is being sent via electronic mode only, to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('**Depositories**') as on December 5, 2025 ('**Cut-off Date**'), and whose e-mail addresses are registered with the Company / the Registrar and Transfer Agent (RTA) M/s Datamatics Business Solutions Limited, NSDL & CDSL, the Depositories / Depository Participants. The Company has also made necessary arrangements for the members to register their email addresses for receiving the Postal Ballot Notice. Members who have not registered their email addresses are requested to register the same as per the process mentioned below.



As permitted by the circulars issued by the concerned authorities, physical copies of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only.

The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories as on December 5, 2025, being the Cut-off Date, are entitled to vote on the resolution set forth in this Notice. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

In terms of Sections 108 and 110 of the Act, read with 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, the Company is pleased to provide e-Voting facility to all its Members to exercise their right to vote on the proposed resolution, through remote e-Voting system. For this purpose, the Company has engaged the services of NSDL, as the authorized agency to enable Members to cast their votes electronically.

Members may please note that the Postal Ballot Notice with relevant enclosures, has been uploaded on the website of the Company at www.caravelabeachresortgoa.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, NSE Limited at www.nseindia.com and on the website of NSDL, i.e. www.evoting.nsdl.com.

The voting rights of Members shall be in proportion to their share in the paid-up Equity Share capital of the Company as on Cut-off Date. In case of joint-holders, only such joint-holder who is higher in the order of names will be entitled to vote.

The relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, except Saturdays, until the last date of the Remote e-Voting, basis the request of the Member(s) mentioning their Name, Folio No. / Client ID and DP ID and the name of the document they wish to inspect, with a self-attested copy of their PAN Card attached to the e-mail address, i.e., cs.ho@advanihotels.com or investorsqry@datamatics bpm.com from their registered e-mail address.

The remote e-Voting period begins on December 12, 2025 at 9.00 A.M. and ends on January 10, 2026 at 5.00 P.M. During this period, Members holding shares either in physical or dematerialised form, as on the Cut-off Date, i.e., December 5, 2025 may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the votes on the Resolution are cast by the Member, the Member shall not be allowed to change it subsequently or cast the votes again.

The Company has appointed Mr. Avinash Bagul (Membership No. F5578 / CP No.19862) or Mr. Kalidas Ramaswamy (Membership No. F2440 / CP No.22856) or Mr. Venkataraman Krishnan (Membership No. A8897 / CP No.12459), Partners of M/s. BNP & Associates, Practicing Company Secretaries to act as the Scrutinizer, to oversee the voting conducted during the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorised by the Chairman and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the Remote e-Voting.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of Remote e-Voting i.e., Saturday, January 10, 2026. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.caravelabeachresortgoa.com and on the website of NSDL immediately after the declaration of results and will also be forwarded to the Stock Exchanges where the Shares of the Company are listed and shall also be displayed on the Notice Board of the Company at its Registered Office.

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Instructions for Remote e-Voting

The instructions for e-Voting are as follows:

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

Step 1: Access to the NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to the NSDL e-Voting system





(A) Login method for e-Voting and voting for Individual Shareholders holding securities in demat mode.

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-Voting process has been enabled to all Individual Shareholders holding securities in demat mode 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 to access e-Voting facility.

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

Type of Shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL ideAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’, which is available under ‘ideAS’ section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services section. 4. Click on ‘Access to e-Voting’ appearing under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against Company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsdl.com b. Select ‘Register Online for ideAS’ Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. After getting yourself registered, please follow steps given in points 1-5.

	<p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 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 need to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	<p>c. NSDL mobile App</p> <p>Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi / Easiest, they can login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select New System Myeasi and then use your existing my easi username & password. 2. After successful login of Easi/Easiest, the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	<ol style="list-style-type: none"> 1. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and you may click on login icon and then click New System Myeasi and then click on registration option. 2. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & e-mail address as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. 2. Upon logging in, you will be able to see e-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. <p>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.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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 evoting@nsdl.com or call at toll free no.: 1800 102 0990 and 1800 22 4430
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 22 55 33.

A. Login method 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.

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

1. Your User ID details are given below:

Manner of holding shares i.e. demat (NSDL or CDSL) or Physical	Your User id is:
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*****.
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*****.
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is TR***** and EVEN is 127734 then user ID is 127013TR*****.

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1. 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 e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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-digit 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 e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned at the end of this Notice.
2. 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
 - b) Click on **Physical User Reset Password?** (If you are holding Shares in physical mode) option available on 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.com 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.
3. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
4. Now, you will have to click on 'Login' button.
5. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically 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 having voting cycle.
2. Select 'EVEN' of Company – 127734, for which you wish to cast your vote during the remote e-Voting period.
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.

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General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI, 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 support@bnpassociates.in with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 'Downloads Section' of www.evoting.nsdl.com or call on toll free no.: 022 4886 7000 and 022 2499 7000 or send a request to Mr. Sanjeev Yadav, Assistant Manager- NSDL at evoting@nsdl.com or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDs ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND 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 relevant documents to the RTA at investorsqry@datamaticsbpm.com in Form ISR-1 available on the Company's website at www.caravelabeachresortgoa.com and also on the website of the RTA at www.datamaticsbpm.com.
2. In case Shares are held in demat mode, by contacting the Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by DP.
3. Alternatively, Shareholder / Members may send a request to evoting@nsdl.com 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.