

13<sup>th</sup> February, 2026

<b>The General Manager, Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001</b>	<b>The Vice-President, Listing Department, National Stock Exchange of India Limited “Exchange Plaza”, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051</b>
Scrip Code : 544446	Scrip Symbol : ADVENTHTL
Fax No.: 022 – 2272 2037/ 39/ 3121	Fax No.: 022 – 26598237/38

Dear Sir/Madam,

**Sub : Postal Ballot Notice-Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice with the Explanatory Statement for seeking approval of the Shareholders on resolution more particularly described in the Postal Ballot Notice.

In Compliance with the applicable circular, the Postal Ballot Notice is being sent today by electronic mode only to all the Members whose email address are registered with the Company/Depository Participants and whose name appears in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on 6<sup>th</sup> February, 2026 (cut off date) , for seeking their approval. The Postal Ballot Notice is also being uploaded on the Company’s website at [www.adventint.in](http://www.adventint.in) and on website of NSDL at <https://www.evoting.nsdl.com>.

The Company had engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions as set out in the Postal Ballot Notice shall commence on Saturday, 14<sup>th</sup> February, 2026 at 9.00 A.M. (9:00 A.M.) (IST) and shall end on Sunday, 15<sup>th</sup> March, 2026 at 5:00 P.M. (IST). The results of the Postal Ballot will be announced within two (2) working days from the conclusion of remote e-voting.

Kindly take the above on record.

Thanking you,

Yours faithfully,

**For Advent Hotels International Limited  
(formerly known as Shiva Realtors Suburban Private Limited)**

**Chirag Sojitra  
Company Secretary**

**Advent Hotels International Limited**

(Formerly, Shiva Realtors Suburban Private Limited)

www.adventint.in | CIN: U55101MH2006PLC165577 | email id: [investors@adventint.in](mailto:investors@adventint.in) | Contact No: 91-22-47478686  
Registered Office: 7<sup>th</sup> Floor, Resham Bhavan, Veer Nariman Road, Churchgate, Mumbai 400 020



**ADVENT HOTELS INTERNATIONAL LIMITED**

(Formerly, Shiva Realtors Suburban Private Limited)

[www.adventint.in](http://www.adventint.in) | CIN: U55101MH2006PLC165577 | email id: [investors@adventint.in](mailto:investors@adventint.in) | Contact No: 91-22-47478686  
Registered Office: 7<sup>th</sup> Floor, Resham Bhavan, Veer Nariman Road, Churchgate, Mumbai 400 020

**NOTICE OF POSTAL BALLOT**

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

Dear Members,

Notice is hereby given to Members of Advent Hotels International Limited (formerly known as Shiva Realtors Suburban Pvt Ltd) ("the Company") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time ("Companies Rules") read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 03/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September, 2023, 09/2024 dated 19<sup>th</sup> September, 2024, and 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and other applicable provisions, if any, of the Listing Regulations, for the time being in force read along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11<sup>th</sup> July, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 ("SEBI Circulars"), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Company is seeking the consent of its members by way of ordinary resolution for the matter more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting only ("remote e-voting").

The Members' consent is sought for the proposal contained in the Resolution given in this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at [www.adventint.in](http://www.adventint.in) and can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice only through electronic mode (by email) to all its members who have registered their email addresses with the Company or depository / depository participants as on 6<sup>th</sup> February, 2026 (cut-off date) and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars and SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has appointed Mr. Vicky Kundaliya, Practicing Company Secretary (FCS-7716 & COP-10989) of M/s. V. M Kundaliya & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the

postal ballot process in a fair and transparent manner in accordance with the provisions of the Act, Companies Rules and other applicable circulars, notices and regulations.

The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the Resolution, setting out material facts and the reasons for the Resolutions, are also annexed. The members are requested to peruse the proposed Resolutions, along with the Explanatory Statement and instructions given in this postal ballot notice and thereafter record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the remote e-voting process not later than 5:00 p.m. (IST) on 15<sup>th</sup> March, 2026, failing which it will be considered that no reply has been received from the Member. E-voting shall not be allowed beyond the said date and time.

The Company has engaged M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the Registrar & Transfer Agent (“RTA”) as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

In this connection, the Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility to all the Members. The remote e-voting facility would be available during the following period:

Commencement of remote e – voting	9.00 am (IST) on Saturday, 14 <sup>th</sup> February, 2026
End of remote e-voting	5.00 pm (IST) on Sunday, 15 <sup>th</sup> March, 2026

In pursuance to SEBI Master Circular, all the individual shareholders holding shares in demat mode, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs).

The scrutinizer will submit his report to the Chairman or to any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by postal ballot (through e-voting process) along with the Scrutinizer’s report will be announced by the Chairman or any other person authorized by him within 2 [Two] working days from the conclusion of the e-voting, i.e. on or before 17<sup>th</sup> March, 2026. The results will be intimated to NSE and BSE, where the equity shares of the Company are listed and the results of the postal ballot shall also be posted on the Company’s website at [www.adventint.in](http://www.adventint.in) and website of NDSL at [www.nseindia.com](http://www.nseindia.com) and will be displayed on the notice board of the Company at its registered office.

#### **RESOLUTION PROPOSED THROUGH POSTAL BALLOT**

**TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH BD&P HOTELS (INDIA) PVT LTD., A SUBIDIARY IN WHICH THE COMPANY HOLDS 75% ECONOMIC INTEREST AND VOTING RIGHTS, AND GOAN HOTELS AND REALTY PVT LTD, A WHOLY OWNED SUBSIDIARY OF THE COMPANY.**

**To consider and, if thought fit, to pass the following Resolution, as an Ordinary Resolution:**

**“RESOLVED THAT**, pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), read with the SEBI circular on Industry Standards for Related Party Transactions dated 26 June 2025, such other amendments/circulars as may be applicable from time to time, the Company’s Policy on Related Party Transaction (“RPT Policy”), approvals of the Audit Committee and the Board of Directors of the Company, subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to approve the material related party transaction(s) comprising the provision by the Company of (a) an unconditional and irrevocable corporate guarantee; (b) pledge of shares held by the Company in (i) Goan Hotels & Realty Private Limited, a wholly owned subsidiary (“Goan Hotels”, “Borrower 1”), and (ii) BD & P Hotels (India) Private Limited, a subsidiary in which the Company holds 75% economic interest and voting rights (“BD&P Hotels”, “Borrower 2”); (c) cross collateral / shared security / guarantee between Borrower 1 and Borrower 2 for their respective borrowings from the Lender; and (d) such other ancillary security/undertakings/ corporate guarantee as may be required by the Lender and specified in the DTD (as defined hereinafter), in favor of subscriber/s i.e. Credit Solutions India Trust, a SEBI registered CAT II AIF and/or its affiliates/nominees (“Lender”) or its Debenture Trustee as may be applicable (both Borrower 1 and Borrower

2, collectively, referred to as “Borrowers”), in connection with the proposed issuance by Goan Hotels and BD&P Hotels of senior, listed, secured, interest bearing, redeemable non-convertible debentures aggregating up to INR 740 crores (Rupees Seven Hundred and Forty Crores only) (“NCDs”), comprising (i) up to INR 550 crores by Goan Hotels and (ii) up to INR 190 crores by BD&P Hotels (collectively, the “Transaction”) as may be finally determined and set out in the Transaction related documents, on the principal terms described in the Explanatory Statement hereto including cross collateral / shared security / guarantee between Borrower 1 and Borrower 2 for their respective borrowing from Lender.

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded for the Company to negotiate, finalize, sign, seal, execute and deliver the (i) debenture trust deed(s) to be executed inter alia between Goan Hotels, BD&P Hotels, the individual promoters of the Company and the Debenture Trustee, in connection with the proposed issuance by Goan Hotels and, or BD&P Hotels of NCDs aggregating up to INR 740 crores to the Lender (“**DTDs**”); (ii) corporate guarantee in favour the Lender/ Debenture Trustee (“**Corporate Guarantee**”); (iii) deeds of pledge for the pledge of shares held by the Company in Goan Hotels and BD&P Hotels, along with the relevant power of attorney (“**Pledge Agreements**”); (iv) all other agreements, documents, amendments, declaration, undertakings, security documents and other definitive documents required pursuant to the DTDs, and do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to this Resolution and the Transaction.

**RESOLVED FURTHER THAT** the Board (including any committee thereof) be and is hereby authorised to do or delegate all or any of the powers conferred in the above Resolution or hereunder as it may in its absolute discretion deem fit including to one or more directors/ officers/ authorised representative of the Company in order to give effect to this Resolution and the above Resolution and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolutions, including, without limitation, to (i) negotiate, finalize, sign, seal, execute and deliver the agreements, DTDs, Corporate Guarantee, Pledge Agreements and other transaction documents/ definitive agreements and any other documents, notices, declarations, amendments, power of attorney and, or letters as required to provide Corporate Guarantee/pledge/securities in favour of the Lender/ Debenture Trustee, (ii) to settle any questions, difficulties or doubts that may arise in regard to provide Corporate Guarantee/pledge/securities in favour of the Lender/ Debenture Trustee and the execute documents, letters clarifications, and to do all other acts, deeds and things as may be required to be done for performing and completing the transactions contemplated herein, as they may in their absolute discretion deem fit and file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded in relation to the following with respect to the Transaction:

- (i) Creation of exclusive first-ranking registered mortgage over identified immovable properties of Goan Hotels including but not limited to 27 acres of prime sea-facing freehold land over which the Grand Hyatt Hotel is constructed (“**Goa Land**”) and the other structures constructed over Goa Land and any future constructions undertaken on such Goa Land, pursuant to the registered mortgage deed (“**Goan Hotels Mortgage Deed**”);
- (ii) escrow/ hypothecation/ charge over (a) all present and future movables and all receivables/cash flows of Goan Hotels including any movable assets lying on the Goa Land and belonging to the Grand Hyatt Hotel, pursuant to the escrow agreement, deed of hypothecation and other security documents, respectively (“**Other Goan Hotels Security Documents**”) and (b) all present and future movables and all receivables/cash flows of BD&P Hotels including any movable assets belonging to the Hilton Mumbai International Airport, pursuant to the escrow agreement, deed of hypothecation and other security documents, respectively (“**BD&P Hotels Security Documents**”);
- (iii) corporate guarantees by Goan Hotels and BD&P Hotels to secure the debt facility availed from the Lender, pursuant to the Deeds of Corporate Guarantee (“**Corporate Guarantees**”);
- (iv) cross-collateral / shared security between Goan Hotels and BD&P Hotels, in each case as detailed in the definitive documents executed in relation to the Transaction;
- (v) such other security interest as may be required by the Lender and specified in the definitive documents executed in relation to the Transaction including any agreements, letters, undertakings that may need to be executed by the promoters; and

(vi) execution of the DTDs, Goan Hotels Mortgage Deed, Other Goan Hotels Security Document, BD&P Hotels Security Documents, Corporate Guarantees, and such other documents, notices, declarations, amendments, power of attorney and, or letters as may be required.

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded for the individual promoters of the Company to execute the DTDs, Goan Hotels Mortgage Deed, Other Goan Hotels Security Documents, BD&P Hotels Security Documents and other transaction documents as may be required by the Lender.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**By Order of Board  
For Advent Hotels International Limited  
(Formerly Known as Shiva Realtors Suburban Pvt Ltd)**

Chirag Sojitra  
Company Secretary  
(Membership No. A48992)

04<sup>th</sup> February, 2026

Registered Office :  
7<sup>th</sup> Floor, Resham Bhavan, Veer Nariman Road,  
Churchgate, Mumbai-400020  
CIN: L70200MH2007PLC166818  
Tel No: 91-22-47478686  
E Mail: [investors@adventint.in](mailto:investors@adventint.in)  
Web Site: [www.adventint.in](http://www.adventint.in)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated under Item No. 1 is annexed hereto.
2. The Notice in electronic form is sent only by e-mail to all Members, whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on 6<sup>th</sup> February, 2026 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants.
3. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by email to [investors@adventint.in](mailto:investors@adventint.in) with a copy marked to [evoting@nsdl.com](mailto: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.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [investors@adventint.in](mailto:investors@adventint.in)

[adventint.in](http://adventint.in) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form ISR-1 is available on the website of the Company at [www.adventint.in](http://www.adventint.in).

6. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on 6<sup>th</sup> February, 2026, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically. A person who is not a member as on 6<sup>th</sup> February, 2026 i.e the cut-off date, should treat this Notice for information purpose only.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
9. Postal Ballot (e-voting) commences on Saturday, 14<sup>th</sup> February, 2026 (9.00 a.m. IST) and ends on Sunday, 15<sup>th</sup> March, 2026 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
10. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be 15<sup>th</sup> March, 2026. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
11. This Notice shall also be available on the website of the Company a [www.adventint.in](http://www.adventint.in), websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
12. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [investors@adventint.in](mailto:investors@adventint.in).
13. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith submit his report to the Executive Chairman or the Managing Director or the Company Secretary of the Company.
14. The result of the voting on resolution by postal ballot and remote e-voting will be declared by the Executive Chairman of the Company or the authorized person within 2 working days from the conclusion of e-voting period. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.adventint.in](http://www.adventint.in)) and on the website of NSDL immediately after the declaration of the results and the same will be communicated to the BSE Limited and the National Stock Exchange of India Limited.
1. The instructions and other information relating to e-voting are as under:

**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 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <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.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” 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 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.</li> <li>3. 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></li> <li>4. 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <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;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

**B) 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.

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.nsd.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.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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.

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 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 and whose voting cycle.
2. Select “EVEN” of company 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.

### **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 team@csvicky.com with a copy marked to [evoting@nsdl.com](mailto: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](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 : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions 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 [investors@adventint.in](mailto:investors@adventint.in).
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 ([investors@adventint.in](mailto:investors@adventint.in)) 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS CONCERNING ITEM OF SPECIAL BUSINESS:**

In terms of the provisions of Section 102 of the Companies Act, 2013 ("Act"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following Explanatory Statement sets out the material facts relating to this Notice:

The Company proposes to facilitate refinancing and consolidation of certain existing borrowings and encumbrances at the subsidiary level through a proposed issuance of senior, listed, secured, interest-bearing, redeemable non-convertible debentures ("NCDs") by its subsidiaries: (i) Goan Hotels & Realty Private Limited ("Goan Hotels" or "Borrower 1"), a wholly owned subsidiary, for a value up to INR 550,00,00,000/- and (ii) BD & P Hotels (India) Private Limited ("BD&P Hotels" or "Borrower 2"), a subsidiary in which the Company holds 75% economic interest and voting rights, for a value up to INR 190,00,00,000/- (collectively, the "Borrowers"), aggregating up to INR 740,00,00,000/-. A non-binding and indicative term sheet dated 27<sup>th</sup> January 2026 ("Term Sheet") has been executed for an aggregate facility of up to INR 740,00,00,000/-. The Term Sheet is subject to legal, financial and other due diligence and the execution of definitive transaction documents. Any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount.

Goan Hotels which owns a five-star hotel under the brand of Grand Hyatt Goa (GHG), at Bambolim, Goa. It is amongst the most successful luxury hotels in India. GHG ranks amongst the hotels with Highest Revenue Per Available Room (Rev Par) in India. It is spread over 27 acres of prime sea-facing freehold land. The Hotel is amongst the most preferred conference, banqueting and wedding destinations in India.

BD & P Hotels owns and operates the Hilton Mumbai International Airport (171 rooms) located near the International Airport, Andheri, Mumbai.

**Key commercial terms and indicative security package (as per the Term Sheet) are summarised below:**

- (a) **Instrument**: Senior, listed, secured, interest-bearing, redeemable NCDs aggregating up to INR 740,00,00,000/- (wherein Goan Hotels shall issue NCDs for an amount up to INR 550,00,00,000/- and BD&P Hotels shall issue NCDs for an amount up to INR 190,00,00,000/-).
- (b) **Pricing (indicative)**: Interest at 12.97% p.a. (monthly compounding basis), upfront fee of 0.50% payable on allotment, and prepayment/break costs including lock-in of 15 months, as per definitive documents.
- (c) **Subsidiary-level security (indicative)**: (i) exclusive first-ranking registered mortgage over identified immovable properties of Borrower 1 including but not limited to 27 acres of prime sea-facing freehold land over which the Grand Hyatt Hotel is constructed ("**Goa Land**") and the other structures constructed over Goa Land and any future constructions undertaken on such Goa Land; (ii) escrow/ hypothecation/ charge over all present and future movables and all receivables/cash flows of Borrower 1 including any movable assets lying on the Goa Land and belonging to the Grand Hyatt Hotel; (iii) escrow/hypothecation/ charge over all receivables/cash flows of the Hilton Mumbai property of Borrower 2; and (iv) cross-collateral / shared security between Borrower 1 and Borrower 2, in each case as detailed in the definitive documents.
- (d) **Support by the Company**: The Company will execute (a) the debenture trust deeds in connection with the proposed issuance by Goan Hotels and BD&P Hotels of listed and secured non-convertible debentures aggregating up to INR 740 crores to the Lender; (b) corporate guarantee; (c) pledge agreements for the pledge of shares held by the Company in Goan Hotels and BD&P Hotels, along with the relevant power of attorney; and (d) the other agreements, documents, amendments, declaration, undertakings, security documents and other definitive documents required pursuant to the Goan Hotels DTD and the BD&P Hotels DTD. The promoters of the Company shall execute the DTDs and such definitive documents as may be required by the Lender.

The Company will provide an (i) unconditional and irrevocable corporate guarantee and (ii) first-ranking exclusive pledge over its shareholding in the Borrowers i.e. pledge over (A) 100% of total issued and paid up share capital of the Borrower 1; and (B) 75% of the total issued and paid up share capital of Borrower 2, to secure the entire loan facility of INR 740,00,00,000/- together with interest, default interest and all other amounts, on terms consistent with the definitive documents.

- (e) Due diligence changes: Any additional security/undertakings by the Company beyond the corporate guarantee and share pledge as may be agreed upon by the Borrowers and Lender.
- (f) Indicative utilisation of proceeds is as follows: (i) Borrower 1: INR 400,00,00,000/- towards repayment of its existing exposure with JC Flowers ARC (which may be due in next few months); and INR 150,00,00,000/- towards part repayment of Company's existing debt obligations, or such other end-use as may be agreed in the definitive documents within the overall transaction objective. (ii) Borrower 2: INR 50,00,00,000/- towards repayment of an existing loan availed by an LLP which LLP holds escrow of the Hilton Mumbai cash flows (where the Company has 100% economic interest), enabling deleveraging/release of existing cash-flow encumbrances; and INR 140,00,00,000/- towards part repayment of Company's existing debt obligations, or such other end-use as may be agreed in the definitive documents within the overall transaction objective. The Transaction is also intended to facilitate release of existing charges and creation of a consolidated security and cash-flow framework under the proposed NCD structure, as set out in the definitive documents.
- (g) The Company's provision of corporate guarantee and share pledge to support NCD issuance by its subsidiaries constitutes a related party transaction under Regulation 2(1)(zc) of the Listing Regulations (being a transaction whose purpose and effect is to benefit the related parties). As the proposed exposure under the corporate guarantee exceeds the applicable materiality threshold under Regulation 23 read with Schedule XII of the Listing Regulations, prior approval of the Members by way of an ordinary resolution is required, and all related parties shall abstain from voting.
- (h) Further, cross collateral / shared security / guarantee between Borrower 1 and Borrower 2 for their respective Borrowing constitute a related party transaction under Regulation 2(1)(zc) of the Listing Regulations (being a transaction whose purpose and effect is to benefit the related parties). As the proposed exposure under the cross collateral / shared security / guarantee exceeds the applicable materiality threshold under Regulation 23 read with Schedule XII of the Listing Regulations, prior approval of the Members by way of an ordinary resolution is required, and all related parties shall abstain from voting.

The Board of Directors of the Company at its Meeting held on 4<sup>th</sup> February, 2026 have approved the proposed Transaction and recommended it for Members' approval, subject to completion of due diligence and finalisation of definitive documents.

Pursuant to Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Related party transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. In the present case, the Company's corporate guarantee and pledge/security as well as cross collateral / shared security / guarantee between Borrower 1 and Borrower 2 are proposed to be provided to support NCD issuance by Goan Hotels and BD&P Hotels and therefore fall within the above definition.

In terms of Regulation 23 read with Schedule XII of the Listing Regulations, where the annual consolidated turnover of the listed entity (as per the last audited financial statements) is up to INR 20,000 crore, a transaction with a related party is "material" if it exceeds 10% of such annual consolidated turnover. The proposed Transaction is material and therefore requires prior Members' approval by an ordinary resolution. All related parties shall abstain from voting on the resolution.

The Audit Committee, at its meeting held on 4<sup>th</sup> February 2026, reviewed and approved the proposed Transaction and noted that the Transaction is expected to cross the applicable materiality thresholds, necessitating Members' approval.

The disclosures required under Section 102 of the Act, Regulation 23 of the Listing Regulations, the SEBI Master Circular dated 11 November 2024, and the Industry Standards for Related Party Transactions notified by SEBI on 26 June 2025 (and other applicable circulars) are set out in Annexure A to this Notice. Annexure A forms an integral part of this Explanatory Statement.

While approving and recommending the Transaction, the Audit Committee and the Board considered the certificate provided by the Managing Director and the Chief Financial Officer, as required under the Industry Standards, confirming that (i) the Transaction is not prejudicial to the interests of public shareholders; and (ii) the terms are not unfavorable to the Company compared to similar transactions with unrelated parties.

This approval is sought at the Term Sheet stage. The definitive documents may include customary conditions, representations, covenants, events of default, cash-flow waterfall and security enforcement provisions. The definitive documents will be placed before the Audit Committee and the Board prior to execution for review/approval. Any change constituting a “material modification” under the Listing Regulations and applicable Industry Standards will be subject to such further approvals as may be required, including fresh Members’ approval where applicable.

**The minimum information to be provided before the Shareholders as per the Industry Standards on Related Party Transactions dated 26<sup>th</sup> June, 2025 are given hereunder:**

1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee, in the format prescribed under the Industry Standards on Related Party Transactions (to the extent applicable), is provided in Annexure A to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Commercial justification and the basis for key terms are set out in the Explanatory Statement and Annexure A, including (i) the objective of refinancing/repayment of identified facilities and release of existing encumbrances, (ii) consolidation of the security and cash-flow framework under the proposed NCD structure, and (iii) the basis for pricing/fees and security package being considered commercially reasonable in the context of prevailing market terms for secured hospitality debt, having regard to the credit profile, tenure and security/covenants.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Managing Director and the Chief Financial Officer of the Company, as required under the Industry Standards on Related Party Transactions.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 4 <sup>th</sup> February, 2026, reviewed the proposed RPT and the disclosures required under the Listing Regulations, read with the Industry Standards on RPT, and recommended the same to the Board. The Board of Directors, at its meeting held on 4 <sup>th</sup> February 2026, considered the Audit Committee’s recommendation and, after reviewing the relevant details, recommended the proposed material RPT to the Members for their prior approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	The nature of transaction doesn’t require any valuation or other external party report.

6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	The Audit Committee and the Board have not redacted any information that would impair public shareholders' ability to make an informed decision. To the extent any commercially sensitive information is redacted, the Audit Committee and the Board confirm that such redaction is limited to bona fide commercial secrets and/or information that could adversely affect the Company's competitive position, and that, in their assessment, the disclosures (as redacted) continue to provide all necessary information for informed decision-making.
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The Transaction constitutes a related party transaction under the SEBI Listing Regulations. The value/exposure under the Transaction is expected to exceed the applicable materiality threshold for 'material related party transactions' under Regulation 23 read with Schedule XII of the SEBI Listing Regulations. Accordingly, prior approval of the Members by way of an ordinary resolution is being sought for entering into the Transaction.

The Board of Directors, at its meeting held on 4th February 2026, has considered the proposed Transaction and recommends that the Members pass the resolution of the accompanying Notice as an ordinary resolution.

Mr. Mohammed Balwa (Non Independent Director), Mr. Ajoy Mehta (Independent Director) and Ms. Maryam Khan (Independent Director) are Directors of the Company and also hold the same directorship positions in the Company's subsidiary BD&P Hotels. Further, Ms. Maryam Khan (Independent Director) is an Independent Director of the Company and also hold independent directorship position in the Company's wholly owned subsidiary Goan Hotels. Accordingly, they may be deemed to be concerned or interested in the resolution to the extent of their directorships. The Promoters and members of the Promoter Group (and their relatives), to the extent of their shareholding/interest in the Company, may also be deemed to be interested in the resolution.

Save as disclosed above, neither of the Directors or Key Managerial Personnel of the Company or their respective relatives has any concern or interest, financial or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company. In terms of Regulation 23 of the SEBI Listing Regulations, all related parties (whether or not they are parties to the Transaction) shall abstain from voting on the resolution.

By Order of the Board

For **Advent Hotels International Limited**

(formerly known as Shiva Realtors Suburban Private Limited)

**Chirag Sojitra**

**Company Secretary**

**(Membership No: A48992)**

**04<sup>th</sup> February, 2026**

Registered Office:

7<sup>th</sup> Floor, Resham Bhavan, Veer Nariman Road, Churchgate, Mumbai-400 020

CIN: L70200MH2007PLC166818

Tel No: 91-22-47478686

E Mail: investors@adventint.in

Web Site: [www.adventint.in](http://www.adventint.in)

**ANNEXURE - A**

**MINIMUM INFORMATION TO BE PROVIDED FOR THE RPTS TO GIVE CORPORATE GUARANTEE/SECURITIES IN FAVOUR OF LENDER IN CONNECTION WITH THE FINANCIAL FACILITY TO BE AVAILED BY THE COMPANY'S SUBSIDIARY VIZ. GOAN HOTELS AND REALTY PVT LTD AND BD&P HOTELS (INDIA) PVT LTD.**

<b>A(1)</b>		
1 Basic Details of the Related Party		
a. Name of the Related Party	Goan Hotels and Realty Pvt Ltd	BD & P Hotels (India) Pvt Ltd
b. Country of Incorporation of the Related Party	India	India
c. Nature of business of the related party	Hospitality Business	Hospitality Business
<b>A(2)</b>		
2 Relationship and ownership of the related party		
1 Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Goan Hotels is a wholly owned subsidiary of Advent Hotels International Ltd.	BD & P Hotels is a Subsidiary of Advent Hotels International Ltd.
a Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Advent Hotels International Ltd holding 100 % in Goan Hotels a Wholly Owned Subsidiary Company.	Advent Hotels International Ltd holding 75 % Economic Interest and voting rights in BD & P Hotels, a Subsidiary Company.
b Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable	Not Applicable
c Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable	Not Applicable
<b>A(3)</b>		
3) Details of previous transactions with the related party	Particulars of Information for Goan Hotels and Realty Pvt Ltd	Particulars of Information for BD & P Hotels (India) Pvt Ltd
1) Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.		
Nature of Transaction	FY 2024-25	FY 2024-25
a. Inter Corporate Deposit Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Nil	Nil
2) Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 160.04 Crores	Rs. 46. 42 Crores

3) Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	No
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<b>A(4)</b>		
1) Amount of the proposed transaction(s)	Particulars of Information for Goan Hotels and Realty Pvt Ltd	Particulars of Information for BD & P Hotels (India) Pvt Ltd
a) Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 550 Crores	Rs. 190 Crores
b) Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes
c) Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	150.04%	51.83 %
d) Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	Not Applicable
e) Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	135.32 %	192.84 %
f) Financial performance of the related party for the immediately preceding financial year: Particulars Turnover Profit After Tax Networth Explanations : The above information is to be given on standalone basis. If standalone is not available, provide on Consolidated basis.	Rs. 406.45 Crores Rs. (20.08) Crores Rs. (91.97) Crores	Rs. 98.52 Crores Rs. 26.65 Crores Rs. 118.88 Crores

<b>A(5)</b>		
Basic details of the proposed transaction	Particulars of Information for Goan Hotels and Realty Pvt Ltd	Particulars of Information for BD & P Hotels (India) Pvt Ltd
1) Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	To execute the debenture trust deed and related transaction documents and provide security, pledge and Corporate Guarantee by the listed entity for the Financial facility to be availed by way of Issue of Senior, Listed, Secured, Interest Bearing, Redeemable Non-Convertible Debentures by Goan Hotels , a Wholly owned subsidiary of the listed entity.	To execute the debenture trust deed and related transaction documents and provide security, pledge and Corporate Guarantee by the listed entity for the Financial facility to be availed by way of Issue of Senior, Listed, Secured, Interest Bearing, Redeemable Non-Convertible Debentures by BD & P Hotels, a Subsidiary of the listed entity.

2) Details of each type of the proposed transaction	As mentioned in Explanatory Statement of Notice.	As mentioned in Explanatory Statement of Notice.
3) Tenure of the proposed transaction (tenure in number of years or months to be specified)	Three Years from the date of its First Disbursement or as may be agreed as per definitive agreement	Three Years from the date of its First Disbursement or as may be agreed as per definitive agreement
4) Whether omnibus approval is being sought?	No, the approval is sought for transaction specific	No, the approval is sought for transaction specific
5) Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 550 Crores	Rs. 190 Crores
6) Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	RPT is executing the debenture trust deed and related transaction documents and providing security, pledge and Corporate Guarantee to the borrowing of its wholly owned subsidiary Goan hotels which is in the ordinary course of business of the listed entity and as per the terms agreed with the Lender.	RPT is executing the debenture trust deed and related transaction documents and providing security, pledge and Corporate Guarantee to the borrowing of its subsidiary BD&P Hotels which is in the ordinary course of business of the listed entity and as per the terms agreed with the Lender. The Company holds 75% economic interest and voting rights in BD&P Hotels.
7) Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation : Indirect interest shall mean interest held through any person over which as individual had control.		
a) Name of the director / KMP	Promoters/promoters groups/KMP of the Company are not directly interested but they are interested in the transaction to the extent of their holding in Goan Hotels through the Company.  Ms. Maryam Khan being Non Executive Independent Director in the Company and Goan Hotels and accordingly, she may be deemed to be concerned or interested in the resolution to the extent of her directorships.	Promoters/promoters groups/KMP of the Company are not directly interested but they are interested in the transaction to the extent of their holding in BD&P Hotels through the Company.  Mr. Mohammed Balwa being Non Executive Non Independent Director and Mr. Ajoy Mehta and Ms. Maryam Khan being Non Executive Independent Directors are the Directors in the Company and BD & P Hotels and accordingly, they may be deemed to be concerned or interested in the resolution to the extent of their directorships..

b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable	Not Applicable
8) A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable As per financing documents	Not Applicable As per financing documents
9) Other information relevant for decision making		

**Part B**

**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**

<b>B(4). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>	<b>Particulars of Information for Goan Hotels and Realty Pvt Ltd</b>	<b>Particulars of Information for BD and P Hotels (India) Pvt Ltd</b>
1) Rationale for giving guarantee, surety, indemnity or comfort letter	Commercial justification and the basis for key terms are set out hereinabove, including (i) the objective of refinancing/repayment of identified facilities and release of existing encumbrances, (ii) consolidation of the security and cash-flow framework under the proposed NCD structure, and (iii) the basis for pricing/fees and security package being considered commercially reasonable in the context of prevailing market terms for secured hospitality debt, having regard to the credit profile, tenure and security/covenants.  Accordingly, the proposed transaction is commercially prudent and in the best interest of the Company.	Commercial justification and the basis for key terms are set out hereinabove, including (i) the objective of refinancing/repayment of identified facilities and release of existing encumbrances, (ii) consolidation of the security and cash-flow framework under the proposed NCD structure, and (iii) the basis for pricing/fees and security package being considered commercially reasonable in the context of prevailing market terms for secured hospitality debt, having regard to the credit profile, tenure and security/covenants.  Accordingly, the proposed transaction is commercially prudent and in the best interest of the Company.
b) Whether it will create a legally binding obligation on listed entity?	Yes	Yes
2) Material covenants of the proposed transaction including:  (i) Commission if any to be received by the listed entity or its subsidiary;  (ii) Contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	No Commission  No contractual provisions	No Commission  No contractual provisions

3 (i) The value of obligations undertaken by the listed entity or any of its Subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Principal facility amount of Rs. 550 Crores together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents.	Principal facility amount of Rs. 190 Crores together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents
	(Any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount of Rs. 740 Crores)	

### **Part C**

**Information to be provided only if a specific type of RPT as mentioned below proposed to be undertaken is a material RPT and in addition to Part A and B**

<b>C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>	<b>Particulars of Information for Goan Hotels and Realty Pvt Ltd</b>	<b>Particulars of Information for BD and P Hotels (India) Pvt Ltd</b>
1)If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party  <b>Note:</b> <i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> <i>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>	The credit rating is not obtained for the related party.	The credit rating is not obtained for the related party.
2)Details of solvency status and going concern status of the related party during the last three financial years: <b>FY 2024-2025</b> <b>FY 2023-2024</b> <b>FY 2022-2023</b>	Solvent and Going concern	Solvent and Going concern

<p>3)The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Principal facility amount of Rs. 550 Crores together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents</p>	<p>Principal facility amount of Rs. 190 Crores together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents.</p>
<p>4)Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. <b>Note:</b> This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	<p>Not Applicable</p>	<p>Not Applicable</p>
<p>In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code,</p>	<p>Not Applicable  Not Applicable  Not Applicable</p>	<p>Not Applicable  Not Applicable  Not Applicable</p>
<p><b>Note:</b> Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed. <b>FY2024-2025</b> <b>FY2023-2024</b> <b>FY 2022-2023</b></p>	<p>Not Applicable Not Applicable Not Applicable</p>	<p>Not Applicable Not Applicable Not Applicable</p>

**ANNEXURE B**

**MINIMUM INFORMATION TO BE PROVIDED FOR THE RPT TO GIVE SECURITY BY GOAN HOTELS AND REALTY PVT LTD TO BD AND P HOTELS (INDIA) PVT LTD , A FELLOW SUBSIDIARY.**

<b>A(1)</b>		
<b>1</b>	<b>Basic Details of the Related Party</b>	
a.	Name of the Related Party	BD and P Hotels (India) Pvt Ltd
b.	Country of Incorporation of the Related Party	India
c.	Nature of business of the related party	Hospitality Business
<b>A(2)</b>		
<b>2</b>		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	BD&P Hotels is a subsidiary of Advent Hotels International Ltd. Goan Hotels is a fellow subsidiary of BD&P Hotels (India) Pvt. Ltd.
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Advent Hotels International Ltd holds 100 % in Goan Hotels a Wholly Owned Subsidiary and is holding 75 % Economic Interest and voting rights in BD & P Hotels. There is no direct holding of Goan Hotels into BD&P Hotels.
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
c	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Pls refer Point (a) hereinabove.
<b>A(3)</b>		
<b>3)</b>	<b>Details of previous transactions with the related party</b>	
1)	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	NIL
<b>Nature of Transaction</b>		FY 2024-25
a.	Inter Corporate Deposit	Nil
2)	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	ICD of Rs. 82,817/- is received from BD&P Hotels to Goan Hotels.
3)	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
<b>A(4)</b>		
<b>1)</b>	<b>Amount of the proposed transaction(s)</b>	
a)	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 190 Crores (As explained above, any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount of Rs. 740 Crores)

b) Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
c) Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	51.83%
d) Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	46.75%
e) Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	192.84%
f) Financial performance of the related party for the immediately preceding financial year: <b>Particulars</b> Turnover Profit After Tax Networth <b>Explanations : The above information is to be given on standalone basis. If standalone is not available, provide on Consolidated basis.</b>	Rs. 98.52 Crores Rs. 26.65 Crores Rs. 118.88 Crores

#### A(5)

Basic details of the proposed transaction	
1) Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To mortgage the land, immovable property and all other assets including hypothecate/escrow of receivables of Grand Hyatt Goa Hotel and provide Corporate Guarantee, if required, by Goan Hotels for the Financial facility to be availed by way of Issue of Senior, Listed, Secured, Interest Bearing, Redeemable Non-Convertible Debentures by BD&P Hotels
2) Details of each type of the proposed transaction	As mentioned in Explanatory Statement of Notice.
3) Tenure of the proposed transaction (tenure in number of years or months to be specified)	Three Years from the date of its First Disbursement or such other tenure as may be agreed in definitive agreement/s
4) Whether omnibus approval is being sought?	No, the approval is sought for transaction specific
5) Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 190 Crores (As explained above, any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount of Rs. 740 Crores)
6) Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Commercial Justification / rationale of RPT has already been explained in detail hereinabove.

7) Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <b>Explanation : Indirect interest shall mean interest held through any person over which as individual had control.</b>	
a) Name of the director / KMP	Promoters/promoters groups/KMP of the Company are not directly interested but they are interested in the transaction to the extent of their holding in BD & P Hotels through Advent Hotels International Ltd. Ms. Maryam Khan, is a common Non Executive Independent Director in BD & P Hotels and Goan Hotels and accordingly she may be deemed to be concerned or interested in the transaction.
b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8) A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9) Other information relevant for decision making	As per financing documents

#### Part B

**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**

<b>B(4). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>	
1) Rationale for giving guarantee, surety, indemnity or comfort letter	Commercial Justification / rationale of RPT has already been explained in detail hereinabove.
b) Whether it will create a legally binding obligation on listed entity?	Yes
2) Material covenants of the proposed transaction including: (i) Commission if any to be received by the listed entity or its subsidiary; ii) Contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	No Commission No contractual provisions
3(i) The value of obligations undertaken by the listed entity or any of its Subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Principal facility amount of Rs. 190 Crores together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents (As explained above, any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount of Rs. 740 Crores)

**Part C**

**Information to be provided only if a specific type of RPT as mentioned below proposed to be undertaken is a material RPT and in addition to Part A and B**

<p><b>C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b></p>	
<p>1) If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><b>Note:</b></p> <p><i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p>The credit rating is not obtained for the related party.</p>
<p>2) <i>Details of solvency status and going concern status of the related party during the last three financial years:</i></p> <p><b>FY 2024-2025</b></p> <p><b>FY 2023-2024</b></p> <p><b>FY 2022-2023</b></p>	<p>Solvent and Going concern</p>
<p>3) The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Principal facility amount of Rs. 190 Crores together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents</p> <p>(As explained above, any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount of Rs. 740 Crores)</p> <p>No provisions are required to be made in the books of account of Goan Hotels.</p>
<p>4) Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><b>Note:</b> This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	<p>Not Applicable</p>

<p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code,</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
<p><b>Note:</b> Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</p> <p><b>FY2024-2025</b></p> <p><b>FY2023-2024</b></p> <p><b>FY 2022-2023</b></p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>

**ANNEXURE C**

**MINIMUM INFORMATION TO BE PROVIDED FOR THE RPT TO GIVE SECURITY BY BD AND P HOTELS HOTELS (INDIA) PVT LTD , TO GOAN HOTEL AND REALTY PVT LTD , A FELLOW SUBSIDIARY**

<b>A(1)</b>		
<b>1</b>	<b>Basic Details of the Related Party</b>	
a.	Name of the Related Party	Goan Hotels & Realty Pvt Ltd
b.	Country of Incorporation of the Related Party	India
c.	Nature of business of the related party	Hospitality Business
<b>A(2)</b>		
<b>2</b>		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Goan Hotels & Realty Private Ltd. is a wholly owned subsidiary of Advent Hotels. BD & P Hotels is a Fellow Subsidiary of Goan Hotels & Realty Pvt. Ltd.
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Advent Hotels International Ltd holding 75 % Economic Interest and voting rights in BD and P Hotels a Subsidiary Company is holding 100 % in Goan Hotels, a Wholly Owned Subsidiary. There is no direct holding of BD&P Hotels into Goan Hotels.
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
c	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
<b>A(3)</b>		
<b>3)</b>	<b>Details of previous transactions with the related party</b>	
1)	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Not applicable, as there is no transaction between the subsidiary of the listed entity and Goan Hotels, fellow subsidiary of the WOS of the listed entity.
	<b>Nature of Transaction</b>	FY 2024-25
a.	Inter Corporate Deposit	Nil
2)	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	ICD of Rs. 82,817 is repaid to the related party by BD & P Hotels
3)	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

<b>A(4)</b>	
<b>1) Amount of the proposed transaction(s)</b>	
a) Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Principal facility amount of Rs. 550 Crores together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents.  (As explained above, any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount of Rs. 740 Crores)
b) Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
c) Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	150.04%
d) Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	558.22%
e) Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	135.32 %
f) Financial performance of the related party for the immediately preceding financial year:  <b><u>Particulars</u></b> Turnover Profit After Tax Networth  <b>Explanations : The above information is to be given on standalone basis. If standalone is not available, provide on Consolidated basis.</b>	Rs. 406.45 Crores Rs. (20.08) Crores Rs. (92.76) Crores
<b>A(5)</b>	
<b>Basic details of the proposed transaction</b>	
1) Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To hypothecate/ escrow receivables of Hilton Mumbai International and provide Corporate Guarantee, if required, by BD&P Hotels for the financial facility to be availed by way of Issue of Senior, Listed, Secured, Interest Bearing, Redeemable Non-Convertible Debentures by Goan Hotels
2) Details of each type of the proposed transaction	As mentioned in Explanatory Statement of Notice.
3) Tenure of the proposed transaction (tenure in number of years or months to be specified)	Three Years from the date of its First Disbursement or as may be extended under the definitive agreements.
4) Whether omnibus approval is being sought?	No, the approval is sought for transaction specific

5) Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Principal facility amount of Rs. 550 Cr together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents.  (As explained above, any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount of Rs. 740 Crores)
6) Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Commercial Justification / rationale of RPT has already been explained in detail hereinabove.
7) Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  <b>Explanation : Indirect interest shall mean interest held through any person over which as individual had control.</b>	
a) Name of the director / KMP	Promoters/promoters groups/KMP of the Company are not directly interested but they are interested in the transaction to the extent of their holding in Adent Hotels International Limited, which holds 75% economic interest in BD&P Hotels and 100% economic interest in Goan Hotels.  Ms. Maryam Khan, is a common Non Executive Independent Director in BD & P Hotels and Goan Hotels and accordingly she may be deemed to be concerned or interested in the transaction.
b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8) A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9) Other information relevant for decision making	As per financing documents

#### **Part B**

**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**

<b>B(4). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>	
1) Rationale for giving guarantee, surety, indemnity or comfort letter	Commercial Justification / rationale of RPT has already been explained in detail hereinabove.
b) Whether it will create a legally binding obligation on listed entity?	Not Applicable

<p>2) Material covenants of the proposed transaction including:</p> <p>(i) Commission if any to be received by the listed entity or its subsidiary;</p> <p>ii) Contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>No Commission</p> <p>No contractual provisions</p>
<p>3(i) The value of obligations undertaken by the listed entity or any of its Subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Principal facility amount of Rs. 550 Crores together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents (As explained above, any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount of Rs. 740 Crores)</p>

### Part C

Information to be provided only if a specific type of RPT as mentioned below proposed to be undertaken is a material RPT and in addition to Part A and B

<p><b>C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b></p>	
<p>1) If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><b>Note:</b></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p>The credit rating is not obtained for the related party.</p>
<p>2) <i>Details of solvency status and going concern status of the related party during the last three financial years:</i></p> <p><b>FY 2024-2025</b></p> <p><b>FY 2023-2024</b></p> <p><b>FY 2022-2023</b></p>	<p>Solvent and Going concern</p>

<p>3) The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Principal facility amount of Rs. 550 Crores together with interest, default interest, costs and expenses and all other charges/ amounts payable in accordance with the definitive documents</p> <p>(As explained above, any interchange of limits between Borrower 1 and Borrower 2, if agreed, will be captured in the definitive documents, within the overall aggregate facility amount of Rs. 740 Crores)</p> <p>No provisions are required to be made in the books of account of BD&amp;P Hotels (India) Pvt. Ltd</p>
<p>4) Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><b>Note:</b> This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	<p>Not Applicable</p>
<p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code,</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
<p><b>Note:</b> Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</p> <p><b>FY2024-2025</b></p> <p><b>FY2023-2024</b></p> <p><b>FY 2022-2023</b></p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>