

20th March, 2026

The General Manager, Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Vice-President, Listing Department, National Stock Exchange of India Limited “Exchange Plaza”, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
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 13th March, 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 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, 21st March, 2026 at 9.00 A.M. (IST) and shall end on Sunday, 19th April, 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: L55101MH2006PLC165577 | email id: investors@adventint.in | Contact No: 91-22-47478686

Registered Office: 7th Floor, Resham Bhavan, Veer Nariman Road, Churchgate, Mumbai 400 020



ADVENT HOTELS INTERNATIONAL LIMITED

(Formerly Known as Shiva Realtors Suburban Private Limited)

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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 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 02/2021 dated 13th January, 2021, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024, and 03/2025 dated 22nd 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 11th July, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd 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 special 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 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 and 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 13th March, 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 19th April, 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, 21st March, 2026
End of remote e-voting	5.00 pm (IST) on Sunday, 19th April, 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 21st April, 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 and website of NDSL at www.nseindia.com and will be displayed on the notice board of the Company at its registered office.

RESOLUTION PROPOSED THROUGH POSTAL BALLOT

- 1. TO APPROVE THE DISINVESTMENT/DISPOSAL OF SHARES OF BAMBOO HOTEL AND GLOBAL CENTRE (DELHI) PRIVATE LIMITED, ASSOCIATE COMPANY /RELATED PARTY AND EXECUTE DEED OF ASSIGNMENT BY THE COMPANY WITH VALOR ESTATE LIMITED FOR TRANSFER OF EXISTING OUTSTANDING LOANS GRANTED BY COMPANY TO BAMBOO HOTEL AND GLOBAL CENTRE (DELHI) PRIVATE LIMITED AND THUS A MATERIAL REALTED PARTY TRANSACTION.**

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time and Section 188 of the Companies Act, 2013 read with rules made thereunder and such other applicable provisions of law, if any, and any amendments, modifications, variations or re-enactments thereof (hereinafter called as “Applicable Laws”) and based on the approvals of the Audit Committee and the Board of Directors and subject to the approval of the Lender/s (if required) and provided that such transaction(s) shall be carried out at arm’s length and in the ordinary course of business of the Company, the consent of the shareholders of the Company be and is hereby accorded for:

- Disinvestment in Bamboo Hotel And Global Centre (Delhi) Private Limited, Associate Company (“Bamboo Hotel”), developing a Hotel project and commercial complex at International Airport Complex, New Delhi, by way of sale/disposal of 9,89,800 Class A equity shares of the face value of Rs. 10/- each which is equivalent to 49% of total paid- up equity shareholding in Bamboo Hotel to Valor Estate Ltd (“Valor Estate”/“Purchaser”), a Related Party of the Company for a total consideration of approx. Rs. 596.70 Crores at Rs. 6028.54 / per Equity Share along with such right, entitlements and interest on such shares of the Company with other existing shareholders of Bamboo Hotel.*

- b) Execute deed of assignment by the Company with Valor Estate to transfer existing outstanding loans aggregating to approx. Rs. 1,058.89 crores granted by Company to Bamboo Hotel. *

* The said consideration amount receivable from Valor Estate to the Company for the transactions as mentioned in point (a) & (b) aggregating to approx. Rs. 1,655.59 crores shall be settled/adjusted against the existing outstanding of approx. Rs. 2,150.15 crores payable to Valor Estate by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to negotiate, finalize, sign, seal, execute and deliver the agreements and any other documents as required, to settle any questions, difficulties or doubts that may arise in regard to sale of the equity shares and 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 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 the Board
For **Advent Hotels International Limited**
(formerly known as Shiva Realtors Suburban Private Limited)

Chirag Sojitra
Company Secretary
(Membership No: A48992)

Registered Office:

7th Floor, Resham Bhavan, Veer Nariman Road, Churchgate, Mumbai-400 020

CIN: L55101MH2006PLC165577, Tel No: 91-22-47478686

E Mail: investors@adventint.in

Web Site: www.adventint.in

Date : 05/03/2026

Place : Mumbai

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 13th March, 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.

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 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.
6. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on 13th March, 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 13th March, 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, 21st March, 2026 (9.00 a.m. IST) and ends on Sunday, 19th April, 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 19th April, 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, 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 and 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.
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) 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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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@csvgicky.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of 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

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 rnthelpdesk@in.mpms.mufg.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Registrar and Transfer Agents of the Company “MUFG Intime India Private Limited” at rnthelpdesk@in.mpms.mufg.com. If you are an Individual shareholder 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 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, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to Item of this Notice:

The Company holds 49% equity shareholding in Bamboo Hotel & Global Centre (Delhi) Pvt. Ltd. ("Bamboo Hotel"), an associate of the Company along with such right, entitlements and interest on such shares of the Company with other existing shareholders of Bamboo Hotel. Bamboo Hotel is constructing a hotel complex comprising of the St. Regis (189 rooms) and the Marriott Marquis (590 rooms) with total of 990 Bays, a large conferencing facility of 200,000 sq. ft (i.e. capacity of upto 20,000 people) and approx. 6.15 lakh sqft. of Grade A commercial leaseable office at Aerocity, New Delhi. The property is leased out by DIAL (Delhi International Airport Ltd.) to Bamboo Hotel for an overall period of 57 years including the lease extension of 30 years. The total Built Up Area of the project is approx. 3.3 million sq.ft. and upon completion it will be the largest Hotel complex in India. Bamboo Hotel has availed the financial facility by way of listed secured rated Non-Convertible Debentures (NCDs) & loan facilities for an aggregate amount of Rs. 2,500 crores in the financial year 2024-25 from the Lenders/Debenture Trustee for the purpose of repayment of its existing debt obligations and towards the development of its Project. To secure the said NCDs, entire shareholding of Bamboo Hotels is pledged including the Company's stake and Valor Estate has provided the guarantee in Bamboo Hotel in favor of the lender. The project is nearing its completion phase, with an estimated residual runway of about one year, and requires additional contribution of approx. Rs. 250 crores near-term funding to meet remaining capex (in addition to the amount already infused by the Company, post-acquisition) and completion obligations.

As you are aware, a Composite Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench on 12th June, 2025 under which the hospitality business undertaking (other than hospitality assets acquired through Share Purchase Agreement) of Valor Estate was demerged into the Company (Appointed Date 1st April, 2025 and Effective Date 1st July, 2025).

The Company has been established as a dedicated hospitality operating platform. Following its recent listing, the Company has reviewed its capital allocation and balance-sheet positioning to align with public-market expectations for an operating hospitality company—namely, stable operating performance, prudent leverage, disciplined capital deployment and clear earnings visibility.

The Company proposes to transfer its Bamboo Hotel investment to Valor Estate. The transaction is expected to (i) simplify the group structure and reduce related-party complexity and reduction in overall existing outstanding payable of Rs. 2,150.15 crores to Valor Estate, substantially being the consideration payable from acquisition of shares of hotel companies, (ii) materially reduce the balance-sheet overhang linked to the original acquisition funding arrangement, (iii) enhance Company financial flexibility to pursue core operating priorities and growth capital needs, and (iv) improve earnings visibility by removing a multi-year development and funding drag from the listed operating entity.

The Company will continue to focus on operating hospitality assets in which the Company holds controlling stake and pursuing growth opportunities where cash flows are nearer-term and risks are measurable within an operating-company framework. The transaction is being undertaken through a transparent governance process, including independent valuation, and the requisite approvals of the Audit Committee, Board of Directors, Shareholders, Lenders and such other competent authority. The Company's objective is a clean transfer that appropriately shifts future project funding obligations, thereby strengthening Company's investability as a listed hospitality platform.

In view of above, the Board of Directors of the Company at its meeting held on 5th March, 2026 have agreed, subject to approval of Shareholders of the Company to;

- a) disinvestment in Bamboo Hotel And Global Centre (Delhi) Private Limited, Associate Company ("Bamboo Hotel"), developing a Hotel project and commercial complex at International Airport Complex, New Delhi, by way of sale/disposal of 9,89,800 Class A equity shares of the face value of Rs. 10/- each which is equivalent to 49% of total paid-up equity shareholding in Bamboo Hotel to Valor Estate Ltd ("Valor Estate"/"Purchaser"), a Related Party of the Company for a total consideration of approx. Rs. 596.70 Crores at Rs. 6028.54 / per Equity Share along with such right, entitlements and interest on such shares of the Company with other existing shareholders of Bamboo Hotel.*

b) execute deed of assignment by the Company with Valor Estate to transfer existing outstanding loans aggregating to approx. Rs. 1,058.89 crores granted by the Company to Bamboo Hotel.*

* The said consideration amount receivable from Valor Estate to the Company for the transactions as mentioned in point (a) & (b) aggregating to approx. Rs. 1,655.59 crores shall be settled/adjusted against the existing outstanding of approx. Rs. 2,150.15 crores payable to Valor Estate by the Company.

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.


As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Fifth Amendment) Regulations, 2025 dated November 18, 2025 read with Scheduled XII of the SEBI Listing Regulations, in case of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, is up to ₹20,000 crore, any transaction with a related party shall be considered "material", if the transaction(s) entered into/to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds 10% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. In terms of Regulation 23 of the Listing Regulations, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at arm's length basis.

The Audit Committee of the Company have also approved the said proposed material related party transaction ("proposed material RPT") at its meeting held on 5th March, 2026 and have noted that such transactions may, in aggregate, cross the applicable materiality thresholds as mentioned above.

The details of the proposed transactions with the Related Party including information pursuant to the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Notified the Industry Standards on the Related Party Transactions ("Industry Standards on RPT") on 26th June, 2025, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and other applicable SEBI Circulars and applicable provisions of the Companies Act, 2013 are enclosed as **Annexure- A** for perusal of shareholders. The same was also presented before the Audit Committee and the Board of Directors for their approval, which has been duly approved and recommended to the Shareholders for their approvals.

While approving and recommending the proposed transactions, the Audit Committee and the Board has reviewed and taken the note of the Certificate provided by the Managing Director and CFO as required under the above Industry Standards on RPT, confirming that the proposed material RPT is not prejudicial to the interest of public shareholders and the terms and conditions of the proposed material RPT is not unfavorable to the Company, compared to the terms and conditions, had similar transaction been entered into with an unrelated party.

THE MINIMUM INFORMATION TO BE PROVIDED BEFORE THE SHAREHOLDERS AS PER THE INDUSTRY STANDARDS ON RELATED PARTY TRANSACTIONS DATED 26TH 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 accordance with Industry Standards on Related Party Transactions, are 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 already provided in the para herein above.
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 CFO of the Company, as required under the RPT Industry Standards.
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 5 th March, 2026 has reviewed the relevant details and information of the proposed material RPT as required under the SEBI Listing Regulations read with the Industry Standards on RPT and recommended the same to the Board. The Board of Directors at their meeting held on 5 th March, 2026, considering the recommendation of the Audit Committee and reviewing of all the relevant details of the proposed material RPT, recommended the same 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	
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.	All such information as is necessary for shareholders to make informed decisions has been provided to them.

The aforesaid transaction to be entered into by Company and Related Party as mentioned above may exceed the threshold limit of “material related party transactions” under the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being for entering into the aforesaid related party transaction.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item of the accompanying Notice as an Special Resolution.

Mr. Rajeev RA and Ms. Maryam Khan, Independent Directors of the Company are also Independent Directors of Valor Estate Ltd. Further, Mr. Jayvardhan Goenka and Ms. Sanjana Goenka, the Non-Executive Non-Independent Directors of the Company are the (immediate relatives of Mr. Vinod Goenka, Chairman & MD of the Valor Estate) as well as Mr. Arshad Balwa, Promoter and as well as Non-Executive Non Independent Director is a (immediate relative of Mr. Shahid Balwa, Vice Chairman & MD of Valor Estate). Mr. Mohammed Balwa, Promoter and Non-Executive Non-Independent Director, who acts as Vice President- Hotel Operation in Valor Estate (brother’s son of Mr. Shahid Balwa, Vice Chairman & MD of Valor Estate) is also Director in Bamboo Hotel. The other Promoters & Promoter Group and their immediate relatives are interested to the extent of their shareholding in the Company and Valor Estate.

Except as disclosed above, your Directors / KMPs and their relatives (only to the extent of their shareholding interest in the Company) may be deemed to be concerned or interested in the transactions as contained in the aforesaid resolution and in terms of provisions of the Listing Regulations. As per provisions of the SEBI Listing Regulations, the related parties shall abstain themselves from voting positively on this item (whether such related party is a party to the above mentioned transaction or not).

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)

Registered Office:
7th Floor, Resham Bhavan, Veer Nariman Road, Churchgate, Mumbai-400 020
CIN: L55101MH2006PLC165577, Tel No: 91-22-47478686
E Mail: investors@adventint.in
Web Site: www.adventint.in

Date : 05/03/2026
Place : Mumbai

ANNEXURE A

MINIMUM INFORMATION TO BE PROVIDED FOR (i) DISINVESTMENT/DISPOSAL OF SHARES OF BAMBOO HOTEL AND GLOBAL CENTRE (DELHI) PRIVATE LIMITED, ASSOCIATE COMPANY /RELATED PARTY AND EXECUTE DEED OF ASSIGNMENT BY THE COMPANY WITH VALOR ESTATE LIMITED FOR TRANSFER OF EXISTING OUTSTANDING LOANS GRANTED BY COMPANY TO BAMBOO HOTEL AND GLOBAL CENTRE (DELHI) PRIVATE LIMITED AND THUS A MATERIAL RELATED PARTY TRANSACTION.

PART A

A1

1) Basic details of the related party	Particulars
a) Name of the related party	Valor Estate Ltd (“Valor Estate”)
b) Country of incorporation of the related party	India
c) Nature of business of the related party	Real Estate Business

A2

2) Relationship and ownership of the related party	Particulars
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:	<p>Valor Estate is a Related Party entity of the Company. The hospitality companies of the Valor Estate demerged into Advent Hotels pursuant to the Composite Scheme of Amalgamation and Arrangement (“Scheme”) which is sanctioned by the Hon’ble National Company Law Tribunal vide its order dated 12th June, 2025.</p> <p>Pursuant to the Scheme, the Company issued and allotted equity shares to the shareholders of Valor Estate in the ratio of 1:10 (viz. 1 fully paid up equity share of the Company was issued against 10 fully paid up equity shares held in Valor Estate). Accordingly, the promoters and promoter group of the Company are holding 47.17% of the paid up capital of Valor Estate. Mr. Rajeev RA and Ms. Maryam Khan, Independent Directors of the Company are also Independent Directors of Advent Hotels. Further, Mr. Jayvardhan Goenka and Ms. Sanjana Goenka, the Non-Executive Non-Independent Directors of the Company are the (immediate relatives of Mr. Vinod Goenka, Chairman & MD of the Valor Estate) as well as Mr. Arshad Balwa, Promoter and as well as Non-Executive Non Independent Director is a (immediate relative of Mr. Shahid Balwa, Vice Chairman & MD of the Valor Estate). Further Mr. Mohammed Balwa, Promoter and Non-Executive Non-Independent Director, who acts as Vice President- Hotel Operation in the Valor Estate (brother’s son of Mr. Shahid Balwa, Vice Chairman & MD of the Valor Estate) is also a Director of Bamboo Hotel. The other Promoters & Promoter groups and their immediate relatives are interested to the extent of their shareholding in the Company and Valor Estate.</p>
a) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company does not hold any direct or indirect holding in Valor Estate. However, as specified above the promoter/ promoter group of the Company hold 47.17% equity stake in Valor Estate. Thus, it is a related party.

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

A3

3) Details of previous transactions with the related party	
1) Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	During the last financial year, the Company has entered into agreement for acquisition of stake/investment in two hospitality companies for a total consideration of Rs. 2,019.56 crores. This amount was subsequently assigned by Valor Estate to its WOS Shiva Buildcon Pvt. Ltd.
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.	a) Transactions relating to demerger: takeover of investments, loans and advances and liabilities – Rs. 1021.69 Crore as per the Scheme of Merger / Demerger filed and approved by NCLT. b) Transactions relating to loans, advances, trade payables - Rs. 389.56 Crore upto December 31, 2025.
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

A4

1) Amount of the proposed transaction(s)	
a) Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	a) sale of 9,89,800 Class A equity shares of the face value of Rs. 10/- each which is equivalent to 49% of total paid-up equity shareholding in Bamboo Hotel to Valor Estate for total consideration of approx. Rs. 596.70 Crore at Rs. 6,028.54/- per Equity share along with such right, entitlements and interest on such shares to Valor Estate and other existing shareholders of Bamboo Hotel. b) execute deed of assignment/other agreement/s by the Company with Valor Estate/its WOS to transfer over existing outstanding loans aggregating to Rs. 1058.89 Crore granted by Company to Bamboo Hotel.
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, as the aggregate transactions between Company and Valor Estate exceeds 10% of the consolidated turnover, hence the said transaction considered as Material Related Party Transactions.
c) Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA

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)	NA												
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.	140.3%												
f) Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (Standalone)</th> <th>FY 2024-25 (Consolidated)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Rs.4.08 Crores</td> <td>Rs.1,133.08 Crores</td> </tr> <tr> <td>Profit/(Loss) After Tax</td> <td>Rs.(188.12) Crores</td> <td>Rs.(118.03) Crores</td> </tr> <tr> <td>Networth</td> <td>Rs. 5,569.54 Crores</td> <td>Rs.4,893.26 Crores</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (Standalone)	FY 2024-25 (Consolidated)	Turnover	Rs.4.08 Crores	Rs.1,133.08 Crores	Profit/(Loss) After Tax	Rs.(188.12) Crores	Rs.(118.03) Crores	Networth	Rs. 5,569.54 Crores	Rs.4,893.26 Crores
Particulars	FY 2024-25 (Standalone)	FY 2024-25 (Consolidated)											
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Profit/(Loss) After Tax	Rs.(188.12) Crores	Rs.(118.03) Crores											
Networth	Rs. 5,569.54 Crores	Rs.4,893.26 Crores											

A5

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.)	<p>a) Disinvestment in Bamboo Hotel And Global Centre (Delhi) Private Limited ("Bamboo Hotel"), developing a Hotel project and commercial complex at International Airport Complex, New Delhi, by way of sale of Class A 9,89,800 equity shares of the face value of Rs. 10/- each which is equivalent to 49% of the total paid-up equity shareholding in Bamboo Hotel to Valor Estate ("Valor Estate"/"Purchaser"), a Related Party of the Company along with such rights, entitlements and interest on such shares to Valor Estate and other existing shareholders of Bamboo Hotel.</p> <p>b) execute deed of assignment/other agreement/s by the Company with Valor Estate/its WOS to transfer over existing outstanding loans aggregating to Rs. 1058.89 Crore granted by Company to Bamboo Hotel.</p>
2) Details of each type of the proposed transaction	As explained in detail in Point No. (1) above.
3) Tenure of the proposed transaction (tenure in number of years or months to be specified)	60 days from the receipt of shareholders approval unless mutually extended
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.	<p>The said consideration amount receivable from Valor Estate to the Company for the proposed transactions as mentioned above aggregating to approx. Rs. 1,655.59 crores shall be settled/adjusted against the existing outstanding of approx. Rs. 2,150.15 crores payable to Valor Estate by the Company.</p> <p>The above transactions are proposed to be executed in one financial year.</p>
6) Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The justification is already provided in the explanatory statement.

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.	<p>The 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 Valor Estate, as the promoters/promoters group/KMP of the Company holds 47.17% equity stake in Valor Estate.</p> <p>Further Mr. Jayvardhan Goenka and Ms. Sanjana Goenka (immediate relatives of Mr. Vinod Goenka, Chairman & MD of the Valor Estate) as well as Mr. Arshad Balwa (immediate relative of Mr. Shahid Balwa, Vice Chairman & MD of the Valor Estate). are the Directors of the Company and Mr. Mohammed Balwa, Non-Executive Non-Independent Director, who acts as Vice President- Hotel Operation in the Valor Estate (brother's son of Mr. Shahid Balwa, Vice Chairman & MD of the Valor Estate) is the Director of Company and Bamboo Hotels and indirectly interested in the transaction.</p>
a) Name of the director / KMP	<p>Mr. Rajeev RA and Ms. Maryam Khan, though being common Independent Directors in the Company and Valor Estate, do not have interest in the transaction.</p> <p>Mr. Amit Jain, Chief Financial Officer and Mr. Chirag Sojitra, Company Secretary of the Company do not have interest in the transaction except to the extent of their shareholding, if any.</p>
b) Shareholding of the director / KMP, whether direct or indirect, in the related party	<p>Mr. Jayvardhan Goenka Non-Executive Non-Independent Director of the Company holds 2.53 % and Ms. Sanjana Goenka Non-Executive Non-Independent Director of the Company holds 4.15%, in Valor Estate, are the (immediate relatives of Mr. Vinod Goenka, Chairman & MD of the Valor Estate) are indirectly interested in the transaction.</p> <p>Mr. Amit Jain Chief Financial Officer holds Nil Shares and Mr. Chirag Sojitra Company Secretary holds 1 share in Valor Estate.</p>
8) A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes. The valuation certificate provided by Independent Registered Valuer CA Sumit Dhabda, Managing Partner – DLS & Associates LLP (FRN : 018881C/C400023) having IBBI Regn No. : IBBI/RV/14/2018/10160.
9) Other information relevant for decision making	Not Applicable

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(6) Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate																				
1) Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	None																			
2) Basis of determination of price.	Yes. The shares to be disposed/sold are based on the valuation certificate provided by Independent Registered Valuer CA Sumit Dhadda, Managing Partner – DLS & Associates LLP (FRN : 018881C/C400023) having IBBI Regn No. : IBBI/RV/14/2018/10160. The assignment of loans given to Bamboo Hotel by the Company will be transferred at book value to Valor Estate.																			
3) <i>Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.</i>	As mentioned above in Table A5 Point no. 6																			
4) Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years: <table border="1" data-bbox="172 1014 826 1124"> <tr><td>Turnover</td></tr> <tr><td>Net Profit</td></tr> <tr><td>Net worth</td></tr> </table>	Turnover	Net Profit	Net worth	<p align="right">(Rs. in Cr)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY2022-23</th> <th>FY 2023-24</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>0.10</td> <td>95.20</td> <td>306.60</td> </tr> <tr> <td>Net Profit/ Loss</td> <td>(41.90)</td> <td>(233.00)</td> <td>42.40</td> </tr> <tr> <td>Net Worth</td> <td>8192</td> <td>7963.30</td> <td>7923.20</td> </tr> </tbody> </table>	Particulars	FY2022-23	FY 2023-24	FY 2024-25	Turnover	0.10	95.20	306.60	Net Profit/ Loss	(41.90)	(233.00)	42.40	Net Worth	8192	7963.30	7923.20
Turnover																				
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Net Profit/ Loss	(41.90)	(233.00)	42.40																	
Net Worth	8192	7963.30	7923.20																	
5) Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking. a. Expected impact on turnover b. Expected impact on net worth c. Expected impact on net profits	There will not be expected impact on turnover as the project of Bamboo Hotel is under construction. However, there may be marginal impact on the Networth and net profit to the extent of share of net profit of the Company in Bamboo Hotel.																			

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

C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
1) Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	NA
2) <i>Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.</i>	NA
3) Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	NA
4) Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	NA
5) Are there any other major non-financial reasons for going ahead with the proposed transaction?	NA