



**Date:** August 29, 2024

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

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

Dear Sir / Madam,

**Sub: Intimation pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of 37<sup>th</sup> AGM of the Company.**

Pursuant to the provisions of Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of 37<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, September 20, 2024 at 2:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue in terms of applicable provisions of the Companies Act, 2013 and rules framed thereunder read with various circulars issued by the Ministry of Corporate Affairs from time to time, the latest being General Circular No. 09/2023 dated September 25, 2023 in this regard.

Kindly take the same on your records.

Thanking you,

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

**Sunder G. Advani**  
**Chairman & Managing Director**  
**DIN: 00001365**

**Encl:** Notice of 37<sup>th</sup> AGM of the Company

## NOTICE

NOTICE is hereby given that the **Thirty Seventh Annual General Meeting** (37<sup>th</sup> AGM) of the members of **ADVANI HOTELS & RESORTS (INDIA) LIMITED** ("Company") (CIN: L99999MH1987PLC042891) will be held on Friday, September 20, 2024 at 2.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue, to transact the following business. The proceedings of the 37<sup>th</sup> AGM shall be deemed to be conducted at the Registered Office of the Company situated at 18A & 18B, Jolly Maker Chambers II, Nariman Point, Mumbai – 400 021.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To take note of Interim Dividends paid for the Financial Year ended March 31, 2024, and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** the 1<sup>st</sup> Interim Dividend @ 100% i.e. ₹ 2 per Equity Share (Rupees Two only) on 4,62,19,250 Equity Shares having face value of ₹ 2 (Rupees Two only) each fully paid up and 2<sup>nd</sup> Interim Dividend @ 40% i.e. ₹ 0.80 (Eighty Paise only) per Equity Share on 9,24,38,500 Equity Shares having face value of ₹ 2 (Rupees Two only) each fully paid up, as declared by the Board of Directors and accordingly paid to the members of the Company for the Financial Year ended March 31, 2024 be and are hereby noted."

3. To appoint a director in place of Mr. Prahlad S. Advani (DIN: 06943762), who retires by rotation and being eligible, offers himself for re-appointment as director of the Company and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, Mr. Prahlad S. Advani (DIN: 06943762), who retired by rotation at this Annual General Meeting and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to this resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

### SPECIAL BUSINESS:

4. To appoint Mr. Vinay Chauhan as an Independent Director of the Company and in this regard, if thought fit, pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules"), and Regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Mr. Vinay Chauhan (having DIN: 01846655), who, upon recommendation of the

# ADVANI HOTELS & RESORTS (INDIA) LIMITED

Nomination and Remuneration Committee, was appointed as an Additional Independent Director w.e.f. August 14, 2024 by the Board of Directors of the Company, and who has given his consent and has submitted a declaration to the effect that he meets the criteria for independence as required under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for appointment as a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years i.e. w.e.f. August 14, 2024 to August 13, 2029, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to this resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion”.

5. To appoint Mr. Nitin Kunkolienker as an Independent Director and in this regard, if thought fit, pass the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”), and Regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Mr. Nitin Kunkolienker (having DIN: 00005211), who, based on recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Independent Director w.e.f. August 14, 2024 by the Board of Directors of the Company, and who has given his consent and has given a declaration to the effect that he meets the criteria for independence as required under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for appointment as a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years i.e. w.e.f. August 14, 2024 to August 13, 2029, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to this resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion.”

6. To appoint Mr. Anil Harish as an Independent Director and in this regard, if thought fit, pass the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”), and Regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Anil Harish (having DIN: 00001685), who has given his consent and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for appointment as a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years to be effective from November 14, 2024 to November 13, 2029, who shall not be liable to retire by rotation, provided that he meets the criterion of independence as laid down in the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations on the date of his appointment.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion”.

By order of the Board of Directors of  
**Advani Hotels & Resorts (India) Limited**

**Deepesh Joishar**  
*Company Secretary & Compliance Officer*  
Membership No: A29203

**Place:** Mumbai

**Date:** August 14, 2024

**REGISTERED OFFICE:**

Advani Hotels & Resorts (India) Limited  
18A & 18B, Jolly Maker Chambers II,  
Nariman Point, Mumbai – 400 021,  
Maharashtra.

**CIN:** L99999MH1987PLC042891

**Website:** <https://www.caravelabeachresortgoa.com/>

**E-mail:** [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com)

# ADVANI HOTELS & RESORTS (INDIA) LIMITED

## NOTES:

1. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") in respect of special business is annexed hereto and forms part of this Notice. The Board of Directors of the Company has considered and decided to include Item Nos. 4, 5 & 6 given above as Special Business in the Notice of forthcoming 37<sup>th</sup> Annual General Meeting ("AGM"), as these are unavoidable in nature. Brief resume of the Directors proposed to be appointed / re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") is annexed to the Notice.
2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 09/2023 dated September 25, 2023, and in accordance with the requirements laid down in previous circulars issued by the MCA from time to time in this regard, has permitted companies to hold general meetings through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("Act") and above-mentioned circulars, the 37<sup>th</sup> AGM of the Company will be conducted through VC / OAVM on Friday, September 20, 2024 at 2.00 P.M. (IST) without physical presence of the members at a common venue.
3. Further, the Securities and Exchange Board of India ("SEBI"), vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 October 7, 2023, read with all previous Circulars / Master Circular issued by the SEBI from time to time in this regard ('SEBI Circulars') has provided certain relaxations to companies from sending hard copy of Annual Report containing salient features of all the documents prescribed under Section 136 of the Act and Regulation 36(1)(b) of the Listing Regulations to the members who have not registered their email addresses in case of general meetings are held through VC / OAVM.
4. In accordance with the SS – 2 read with Guidance / Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the 37<sup>th</sup> AGM shall be deemed to be conducted at the Registered Office of the Company at 18A & 18B, Jolly Maker Chambers II, Nariman Point, Mumbai – 400 021, Maharashtra. The members are requested to attend the 37<sup>th</sup> AGM from their respective locations through VC / OAVM and do not visit the Registered Office to attend the AGM.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. However, since this 37<sup>th</sup> AGM is being conducted pursuant to the said MCA and SEBI Circulars through VC / OAVM, physical presence of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this 37<sup>th</sup> AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. In pursuance of Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate, can attend the 37<sup>th</sup> AGM through VC / OAVM and cast their votes through e-voting.
7. Institutional / Corporate members (i.e. other than individuals / NRIs, etc.) intending to represent through their authorised representatives in the AGM through VC / OAVM and to vote through remote e-voting or vote at the AGM, are requested to send a certified copy of the Board Resolution / authorization passed / made pursuant to the provisions of Section 113 of the Act, authorizing its representative for the said purposes, to the Company at its Registered Office by post / hand delivery or through email at designated e-mail address of the Company i.e. cs.ho@advanihotels.com or at the Scrutinizer's email ids i.e. avinashbagul@gmail.com / venkatk1960@gmail.com.
8. The Company has engaged services of National Securities Depository Limited ("NSDL") for conducting the AGM and facilitating voting through electronic means i.e. remote e-voting and e-voting during the AGM. The helpline numbers regarding any query / assistance for participation in the AGM through VC / OAVM and e-voting are Tel: 022-4866 7000 and Tel: 022-2499 7000.
9. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 13, 2024 to Friday, September 20, 2024 (both days inclusive).
10. As per Regulation 40 of the Listing Regulations, as amended, the request for transfer of securities shall not be processed unless the securities are held in dematerialised form. Further, the request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Hence, members who hold shares in physical form are requested to dematerialize their shares, so they can transfer shares in future, if so desire. However, members can continue to hold shares in physical form.

11. The attendance of the members attending the 37<sup>th</sup> AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
12. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial Owners of the Company will be entitled to vote at the AGM.
13. Non-Resident Indian members are requested to inform to the Company's Registrar & Share Transfer Agents (RTA) i.e. Datamatics Business Solutions Limited, any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
14. The members holding shares in identical order of names in more than one folio are requested to write to the Company / RTA enclosing the share certificates to enable the Company to consolidate their holdings in one folio for better services.
15. The members are requested to forward all communications to the RTA of the Company and are further requested to always quote their Folio Number / DPID-Client ID in all correspondences with the Company/RTA.
16. The Equity Shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited. Listing fees for the Financial Year 2024 – 2025 have been paid to both the Stock Exchanges.
17. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 37<sup>th</sup> AGM along with the Annual Report for the Financial Year 2023 – 2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participants. The members may note that the Notice and Annual Report for the Financial Year 2023 – 2024 will also be available on the Company's website viz. <https://www.caravelabeachresortgoa.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
18. The shareholders whose dividend remained unclaimed for the Financial Year 2017 – 2018 and subsequent Financial Years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on March 31, 2024 under "Investor Relations" section on the website of the Company at <https://www.caravelabeachresortgoa.com/>. The details of unpaid and unclaimed dividend amounts lying with the Company can be also accessed on the website of MCA viz. [www.mca.gov.in](http://www.mca.gov.in) and on the website of Investor Education and Protection Fund ("IEPF") viz. [www.iepf.gov.in](http://www.iepf.gov.in). Attention of the members is drawn to the provisions of Section 124(6) of the Act, which requires the company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.  
  
A member desirous to claim back his shares from IEPF Authority can do so by following procedure prescribed under the said Rules.
19. The members who would like to express their views / ask questions during the AGM may register themselves as speaker by sending their request atleast 7 (seven) days in advance mentioning their name, demat account number / folio number, email id and mobile number at [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com). The queries will be replied by the Company during the AGM.
20. Those members who have registered themselves as speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves right to restrict the number of questions and number of speakers depending upon the availability of time, for the smooth conduct of the AGM. The Company will also provide the facility for the members to ask questions to the panelist via an active chat-board during the AGM and the same would be responded by the Company appropriately.
21. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and all documents referred to in the Notice of 37<sup>th</sup> AGM, will be available for inspection by the members on request by sending an e-mail to the Company at [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com).
22. To support the 'Green Initiative', the members who have not registered their email address are requested to register the same with the RTA / Depository Participants, in respect of shares held in physical / electronic mode, respectively.
23. The business set out in the Notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by the NSDL are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the Company / NSDL.

24. The SEBI, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2024/37 dated May 7, 2024 read with all previous Circulars issued by the SEBI from time to time with regard to common and simplified norms for processing investors' service requests and for furnishing PAN, KYC details and Nomination, the shareholders holding shares in physical mode and whose folios are not updated with any of the KYC details viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (Address with PIN code) (iv) Mobile Number (v) Bank Account Details, and (vi) Signature, are mandatorily required to update the same with the Company / RTA / Depositories. The shareholders whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible to lodge grievance or service request to the RTA only after furnishing PAN, KYC details and Nomination. Further, any payment including dividend, interest or redemption payment in respect of such folios, can be made only through electronic mode with effect from April 1, 2024 after furnishing above details.

Further, relevant FAQs published by the SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

The SEBI has further clarified that physical folios wherein the PAN, KYC and Nomination details are not available by October 31, 2023, shall be frozen by the RTA and will be eligible for lodging any service request or receiving payment of dividend only after registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. The members are advised to register their said details with the RTA in compliance with the said Circular for smooth processing of their service request(s).

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3, SH-13 and the relevant SEBI Circulars are available on Company's website at <https://www.caravelbeachresortgoa.com/>. In accordance with the aforesaid SEBI Master Circular, read with all other circulars issued from time to time in this regard and SEBI directive vide e-mail to RTAs on January 23, 2024, the Company has sent communication to those members holding shares in physical mode, whose folios are incomplete with respect to PAN, KYC and / or Nomination details requesting them to update such details so as to avoid freezing of the folios. The members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank and Nomination details are requested to contact their respective DPs.

As per the provisions of Section 72 of the Act and aforesaid SEBI Circular, the facility for making nomination is available for the members in respect of the shares held by them. The members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website. The members are requested to submit these details to their DPs, in case shares are held by them in electronic form, and to the RTA, in case shares are held in physical form.

25. The SEBI vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 read with Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2024/37 dated May 7, 2024 has simplified the procedure and standardized the format of documents for transmission of securities; henceforth while processing certain prescribed service request(s) such as issue of duplicate share certificate(s), claim from Unclaimed Suspense Account, renewal / exchange of share certificate(s), endorsement, sub-division / splitting of share certificate(s), consolidation of share certificate(s) / folio(s), transmission, and / or transposition received from the shareholder(s) / claimant(s). Upon receipt of service request(s) from shareholder / claimant (in prescribed form ISR-4), the RTA of the Company shall verify and process the said request. After removing objections, if any, the RTA will intimate the shareholder / claimant about its execution / issuance of new certificate as may be applicable. The RTA shall retain the physical share certificate(s) with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 (One Hundred Twenty) days of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit such shares to the Suspense Escrow Demat Account of the Company opened for the said purpose.
26. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022 Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 as updated from time to time, read with all other circulars issued earlier in this regard, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per the said Circulars, investors can opt for arbitration with the Stock Exchanges in case of any dispute against the Company or its RTA on

delay or default in processing any investor service-related requests. In compliance with the said Circular, the Company has sent communication intimating about the Dispute Resolution Mechanism to all the members holding shares in physical form.

27. Information and other instructions relating to the e-voting:

- (a) In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 37<sup>th</sup> AGM by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting ("remote e-voting").
- (b) The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and e-voting during the meeting will be provided by National Securities Depository Limited ("NSDL e-voting System").
- (c) A person, whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of "remote e-voting" or e-voting during the AGM.
- (d) The "remote e-voting" period commences on Tuesday, September 17, 2024 (9:00 hrs.) and ends on Thursday, September 19, 2024 (17:00 hrs.). During this period, members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by "remote e-voting". The "remote e-voting" module shall be disabled by the NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (e) The voting rights of the members / shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. September 13, 2024.
- (f) Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investorsqry@datamaticsbp.com](mailto:investorsqry@datamaticsbp.com). However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (g) The Board of Directors ("Board") of the Company has appointed M/s. BNP & Associates, Company Secretaries [Mr. Avinash Bagul, Partner (FCS No.: 5578 / COP No.: 19862) failing him Mr. K. Venkataraman, Partner (ACS No.: 8897 / COP No.: 12459)] as Scrutinizers to scrutinize the voting through remote e-voting process and e-voting during the 37<sup>th</sup> AGM in a fair and transparent manner. The Scrutinizer shall, within 2 working days from the conclusion of the AGM, make a scrutinizers' report of the votes cast in favour or against, if any, and forthwith to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting.
- (h) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. [https:// www.caravelabeachresortgoa.com/](https://www.caravelabeachresortgoa.com/) and on the website of NSDL viz. <https://www.evoting.nsdl.com/> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall simultaneously be communicated to the Stock Exchanges.
- (i) Subject to receipt of requisite number of votes in favour, the resolutions shall be deemed to be passed on the date of the AGM i.e. Friday, September 20, 2024.



# ADVANI HOTELS & RESORTS (INDIA) LIMITED

## Explanatory Statement

As required under Section 102 of the Companies Act, 2013 ("Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5 & 6 of the accompanying Notice dated August 14, 2024:

### Item Nos. 4, 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board, at its meeting held on August 14, 2024 appointed Mr. Vinay Chauhan (DIN: 01846655) and Mr. Nitin Kunkolienker (DIN: 00005211) as Additional Independent Directors of the Company for a term of five (5) consecutive years effective from August 14 2024, not liable to retire by rotation, subject to the approval of the shareholders of the Company. Further, as recommended by the NRC, the Board has recommended to appoint Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company for a term of five (5) consecutive years, with effect from November 14, 2024, not liable to retire by rotation.

The Company has received the following documents / declarations / confirmations from Mr. Vinay Chauhan, Mr. Nitin Kunkolienker and Mr. Anil Harish:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declarations from Mr. Vinay Chauhan and Mr. Nitin Kunkolienker to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act and read with Regulation 16(1)(b) of the Listing Regulations;
- (iv) Mr. Anil Harish's appointment is subject to confirming that he meets the criterion of independence as laid down under the provisions of Section 149(6) of the Act and Appointment Rules read with Regulation 16(1)(b) of the Listing Regulations as on effective date of his appointment;
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/ 2018/24 dated June 20, 2018, that they have not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (vi) Confirmation that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Director of the Company; and
- (vii) Declaration that they are in compliance with Rules 6(1) and 6(2) of the Rules, with respect to their registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

None of them hold any shares in the Company.

The Company has also received notice under Section 160 of the Act from a member proposing candidature of Mr. Vinay Chauhan, Mr. Nitin Kunkolienker and Mr. Anil Harish for the office of Directors of the Company.

Based on the attributes finalized for the selection of the Independent Director, the NRC has recommended to the Board that their qualifications and rich experience meet the skills and capabilities required for the role of Independent Director of the Company. They possess requisite skills, expertise and competencies in corporate and securities market law, taxation, foreign trade and finance. On the recommendation of NRC and in the opinion of the Board of Directors of Company, Mr. Vinay Chauhan and Mr. Nitin Kunkolienker fulfil the conditions for independence specified in the Act, the Rules and the Listing Regulations.

Mr. Anil Harish will meet the criterion of independence as laid down in the provisions of Section 149(6) of the Act, the Rules and Regulation 16(1)(b) of the Listing Regulations on the effective date of his appointment as an Independent Director and his appointment is subject to meeting such criterion.

The Board noted that skills, background and experience of Mr. Vinay Chauhan, Mr. Nitin Kunkolienker and Mr. Anil Harish are aligned to the role and capabilities identified by the NRC and that they are eligible for appointment as Independent Directors. Accordingly, the Board has recommended the appointment of:

**(a) Mr. Vinay Chauhan**

Mr. Vinay Chauhan holds an LLB Degree and he is presently practicing as a counsel before various courts in India. He has several years of experience in corporate and securities market related litigations. He regularly appears before the National Company Law Tribunals, Securities Appellate Tribunal, High Courts and Supreme Court of India.

He was a partner of M/s. Corporate Law Chambers India, Mumbai, a boutique law firm dealing with corporate and securities market related matters. As a partner in the Law firm from 2004 to 2021, Mr. Vinay Chauhan had advised various corporates on contracting and transactional matters including public offerings, private placements and corporate restructuring and handled various litigations.

He was also part of SEBI's legal team during 2001 to 2004 and was associated with several committees set up by SEBI.

**(b) Mr. Nitin Kunkolienker**

Mr. Nitin Kunkolienker completed his B.com from Mumbai University and also holds Diploma in Foreign trade. He holds various positions as member of committees like President of MAIT – 'Manufacturers' Association for Information Technology', (INDIA'S TOP BUSINESS ASSOCIATION COMMITTED TO MISSION DIGITAL INDIA OF HON. PRIME MINISTER), Chairman – Vibrant Goa Foundation, CII National Council 2021-22, member of Managing Committee of ASSOCHAM Board of Trustee of International Centre Goa, permanent invitee of Managing Committee of Goa Chamber of Commerce and Industry. He was also president of GCCI, member of Governing Council /Board Member/Director at Electronic Sector Skill Development Council of India (GOI INITIATIVE), member of General Assembly Sangath President of Goa Management Association since 2015, President Emeritus of Verna Industries Association. He also has served as a member of Higher Education Council, headed by Hon'ble Chief Minister, Government of Goa and also Governing Council of National Productivity Council, New Delhi headed by Shri Piyush Goyal, Union CIM. He also holds position as president of Vidya Vikas Mandal, Margao, Goa, chairman of Vidya Vikas Academy, Chairman of Governing Council, G. R. Kare College of Law, Margao, Goa, member of Governing Council, (Nominee of AICTE), Goa Engineering College, top most Engineering college in Goa, member of Board of Governance- Indian Institute of Technology (IIT), Goa.

**(c) Mr. Anil Harish**

Mr. Anil Harish completed his B.A. and LL.B. in Mumbai and thereafter completed his LL.M. from the University of Miami. He is presently partner at M/s. D. M. Harish & Co., Advocates. Mr. Anil Harish's practice includes many diverse areas of the law including, property, taxation, exchange control and succession. He has been on the Managing Committee of Indian Merchants Chamber, Chamber of Tax Consultants and ITAT Bar Association and an office bearer of several institutions in the legal field such as the Society of Indian Law Firms, of which he was the Vice President. Mr. Harish has been ranked by the prestigious legal directory of Chambers & Partners as a leading tax lawyer.

The terms and conditions for appointment of Mr. Vinay Chauhan, Mr. Nitin Kunkolienker and Mr. Anil Harish as Independent Directors of the Company are uploaded on the website of the Company at <https://www.caravelabeachresortgoa.com/> and shall be available for inspection by the members online.

The members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

Other relevant details of Mr. Vinay Chauhan, Mr. Nitin Kunkolienker and Mr. Anil Harish are provided in Annexure to the Notice pursuant to the provision of Listing Regulations and the SS-2.

Mr. Vinay Chauhan and Mr. Nitin Kunkolienker, being appointees, and Mr. Adhiraj Harish, in the case of appointment of Mr. Anil Harish, none of others directors or Key Managerial Personnel or their relatives or are, in anyway, concerned or interested, financially or otherwise, in the set out in the Item Nos. 4, 5 & 6 of this Notice.

The Board recommends passing of the Special Resolutions as set out in Item nos. 4, 5 & 6 of this Notice, by the members of the Company.

# ADVANI HOTELS & RESORTS (INDIA) LIMITED

## E- VOTING INSTRUCTIONS:

1. The members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on 'first come first serve' basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors. etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
2. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by the NSDL.
4. In line with the Ministry of Corporate Affairs ("MCA") Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company viz, <https://www.caravelbeachresortgoa.com/investor-relation.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of the NSDL i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
5. The 37<sup>th</sup> AGM is being convened through VC / OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 2/2021 dated January 13, 2021.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, September 17, 2024 at 09:00 A.M. and ends on Thursday, September 19, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by the NSDL for voting thereafter. The members, whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Friday, September 13, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up Equity Share capital of the Company as on the cut- off date, being Friday, September 13, 2024.

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




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

### STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS 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 “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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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 “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>      </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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>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 or joining virtual meeting &amp; voting during the meeting. 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> </ol>

# ADVANI HOTELS & RESORTS (INDIA) LIMITED

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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.</p>
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 or joining virtual meeting & voting during the meeting.

**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.co.in">evoting@nsdl.co.in</a> or call at 022 – 4866 7000 and 022 – 2499 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 22 55 33

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

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

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

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

4. Your User ID details are given below:

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

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

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment
 

i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for Shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- (a) Click on "Forgot User Details / Password?" (If you are holding Shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (b) Physical User Reset Password?" (If you are holding Shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

# ADVANI HOTELS & RESORTS (INDIA) LIMITED

## STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

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

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

### General guidelines for shareholders:

1. Institutional Shareholders (i.e. other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to Share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 – 4866 7000 and 022 – 2499 7000 or send a request to Mr. Sanjeev Yadav at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### Process for those Shareholders whose email ID's are not registered with the depositories for procuring user ID and password and registration of e mail ID's 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 our RTA at [investorsqry@datamaticsbpm.com](mailto:investorsqry@datamaticsbpm.com) and mark cc to the Company at [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com).
2. In case Shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to our RTA at [investorsqry@datamaticsbpm.com](mailto:investorsqry@datamaticsbpm.com) and mark cc to the Company at [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.
3. Alternatively, Shareholder / members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

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



# ADVANI HOTELS & RESORTS (INDIA) LIMITED

## ANNEXURE TO ITEM NOS. 3 TO 6 OF THE NOTICE

Details of directors seeking appointment and re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Name of Director	Mr. Prahlad S. Advani	Mr. Vinay Chauhan	Mr. Nitin Kunkolienker	Mr. Anil Harish
Date of first appointment on the Board	August 1, 2014	August 14, 2024	August 14, 2024	Proposed to be appointed w.e.f. November 14, 2024
Age	47 years	52 years	63 years	71 years
Qualification	Bachelor of Science in Hotel Administration from Cornell University with a concentration in Financial Management and an alumnus of Harvard Business School	Bachelor of Laws	Bachelor of Commerce and Diploma in Foreign Trade	Bachelor of Arts, Bachelor of Laws and Masters of Laws
Experience (including expertise in specific functional area) / Brief Resume	Before joining the Company in the year 2000, Mr. Prahlad S. Advani was employed with Deutsche Bank Alex Brown in U.S.A. as a Financial Analyst in the Investment Banking Division. He joined the Company as General Manager Assets in May 2000. He was appointed as Whole Time Director w.e.f. August 1, 2014. He was re-appointed as Whole Time Director and promoted to the position of the CEO of the Company w.e.f. August 1, 2022. Mr. Prahlad S. Advani has a total of over 24 years' experience in the hotel industry. In his 24-years tenure, he played a pivotal role in the Company and implemented various turnaround strategies and de-risking initiatives, which have led to the solid financial performance of the Company as well as the numerous guest-satisfaction awards received by the Hotel.	Brief resume provided in the Explanatory Statement provided above.	Brief resume provided in the Explanatory Statement provided above.	Brief resume provided in the Explanatory Statement provided above.
List of other Directorships	Nil	Nil	1. EP Biocomposites Limited 2. Synegra EMS Limited 3. Epic Electronics Products Foundation 4. Attort Legal Consultancy Private Limited	1. Oberoi Realty Limited 2. Blue Star Limited 3. Freight Connection India Private Limited 4. Emaar India Limited 5. Vihur Apps Private Limited 6. Hinduja Global Solutions Limited
Number of Listed Entities from which person has resigned in past three years	Nil	Nil	Govind Poy Oxygen Limited	NDL Ventures Limited

Name of Director	Mr. Prahlad S. Advani	Mr. Vinay Chauhan	Mr. Nitin Kunkolienker	Mr. Anil Harish
Chairmanship / Membership of Committees of other companies *	Nil	Nil	<b>Member:</b> 1. <b>EP Biocomposites Limited</b> - Audit Committee; and Nomination Remuneration Committee	<b>Chairperson:</b> 1. <b>Blue Star Limited</b> - Audit Committee 2. <b>Hinduja Global Solutions Limited</b> - Audit Committee; and Nomination Remuneration Committee 3. <b>Emaar India Limited</b> - Stakeholders' Relationship Committee <b>Member:</b> 1. <b>Oberoi Realty Limited</b> - Audit Committee; Nomination Remuneration Committee; and Stakeholders' Relationship Committee 2. <b>Blue Star Limited</b> - Risk Management Committee 3. <b>Hinduja Global Solutions Limited</b> - Corporate Social Responsibility Committee
No. of Equity Shares held in the Company	18,23,615	Nil	Nil	Nil
Inter-se relationship between the Board Members / Key Managerial Personnel	Son of Mr. Sunder G. Advani, Chairman & Managing Director of the Company and Mrs. Menaka S. Advani, Non-Executive and Non Independent Director	He is not related inter-se to any Director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013	He is not related inter-se to any Director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013	Father of Mr. Adhiraj Harish, Independent Director
No. of Board meetings attended during the Financial Year 2023 - 2024	6 (Six)	Not applicable	Not applicable	Not applicable
Remuneration last drawn (including sitting fees, Commission, if any)	Rs. 102.76 lakhs	Not applicable	Not applicable	Not applicable
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Not applicable	Refer the Explanatory Statement annexed to the Notice	Refer the Explanatory Statement annexed to the Notice	Refer the Explanatory Statement annexed to the Notice

By order of the Board of Directors of  
**Advani Hotels & Resorts (India) Limited**

**Deepesh Joishar**  
 Company Secretary & Compliance Officer  
 Membership No: A29203

**Place:** Mumbai  
**Date:** August 14, 2024