

NOTICE

NOTICE is hereby given that the **Thirty Eighth Annual General Meeting** (38th AGM) of the members of **ADVANI HOTELS & RESORTS (INDIA) LIMITED** ("Company") (CIN: L99999MH1987PLC042891) will be held on Monday, September 29, 2025 at 2.30 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 38th 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, 2025, 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, 2025 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, 2025, and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the 1st Interim Dividend @ 50% i.e. ₹ 1.00 (Rupee One only) per Equity Share and 2nd Interim Dividend @ 45% i.e. ₹ 0.90 (Ninety Paise only) per Equity Share on 9,24,38,500 Equity Shares having face value of ₹ 2.00 (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, 2025 be and are hereby noted."

3. To appoint a director in place of Mrs. Nina H. Advani (DIN: 00017274), who retires by rotation and being eligible, offers herself 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, Mrs. Nina H. Advani (DIN: 00017274), who retired by rotation at this Annual General Meeting and being eligible, had offered herself 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 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."

SPECIAL BUSINESS:

4. To appoint M/s. BNP & Associates, Practicing Company Secretaries as Secretarial Auditors 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 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. BNP & Associates, Practicing Company Secretaries (Firm Registration No. P2014MH037400), a peer reviewed firm be and are hereby appointed as Secretarial Auditors of the Company to hold office as such for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30, to conduct the secretarial audit of the Company at such fees as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time.

ADVANI HOTELS & RESORTS (INDIA) LIMITED

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide, finalize, alter or revise the terms and conditions of their appointment including fees for the aforesaid period and 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. Approval of the remuneration payable to Mr. Prahlad S. Advani, Whole Time Director & CEO 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 196, 197, 198, 203 and Part II Section II of Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force and hereinafter referred to as the "Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the Company be and is hereby accorded for payment of remuneration to Mr. Prahlad S. Advani (DIN- 06943762) in the whole time employment of the Company, as a Whole Time Director and the Chief Executive Officer of the Company for a period of 1 (one) year commencing August 1, 2025 up to and inclusive of July 31, 2026 on such terms and conditions, including remuneration, as are set out in the Explanatory Statement annexed to the Notice, with authority and liberty to the Board of Directors of the Company / Nomination and Remuneration Committee of the Company to alter and vary the remuneration payable to Mr. Prahlad S. Advani in such manner as may be agreed between the Board of Directors of the Company and Mr. Prahlad S. Advani.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Prahlad S. Advani as a Whole Time Director and the Chief Executive Officer of the Company, if the Company has an inadequacy of profits, or no profits or incurs losses, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time and shall be paid as the minimum remuneration to Mr. Prahlad S. Advani.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Anil Harish, Independent Director, Mr. Nitin Kunkolienker, Independent Director, Mrs. Ragini Chopra, Independent Director and Mr. Sunder G. Advani, Chairman and Managing Director of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to this resolution."

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 1, 2025

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

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 and 5 given above as Special Business in the Notice of forthcoming 38th Annual General Meeting ("AGM"), as these are unavoidable in nature. Brief resume of the Directors proposed to be re-appointed or whose remuneration is being approved 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. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") 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 MCA Circulars, the 38th AGM of the Company will be conducted through VC / OAVM on Monday, September 29, 2025 at 2.30 P.M. (IST) without physical presence of the members at a common venue.
3. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 effective from December 13, 2024 amending Regulation 36(1)(b) of the Listing Regulations the requirement for sending hard copies of Annual Report to the shareholders has been dispensed with. Accordingly, the Company will now send soft copies of its full Annual Reports to all those shareholders whose email addresses are registered with the Company / Registrar & Share Transfer Agents (RTA) / Depository Participants (DPs).

Further, according to Regulation 36(1)(B) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report 2024-25 are available, will be sent to those shareholders who have not registered their email address with the Company or RTA or DPs.

4. In accordance with the SS – 2 read with Guidance / Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the 38th 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, Maharashtra. The members are requested to attend the 38th 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 during 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 38th AGM of the members of the Company is being conducted pursuant to the said MCA and SEBI Circulars through VC / OAVM, physical presence of members has been dispensed with. Further in terms of Regulation 44 of Listing Regulations, as amended, effective from December 13, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. Accordingly, the facility for appointment of proxies by the members will not be available for this 38th 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 38th 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 to the Company, a certified copy of the Board Resolution passed in pursuant to the provisions of Section 113 of the Act, authorizing its representative, 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 id i.e. manish@csmanishb.in.
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. The cut-off date for the purpose of determining eligibility of members for voting in connection with the 38th AGM has been fixed as Friday, September 19, 2025 ("Cut-off date").

10. The members can join the 38th 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; however, this limit 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.
11. The attendance of the members attending the 38th 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 attending the meeting, 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 electronically during the AGM.
13. Non-Resident Indian members are requested to inform to the Company's RTA of 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 2025 – 26 have been paid to both the Stock Exchanges.
17. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 38th AGM along with the Annual Report for the financial year 2024 – 25 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 along with Annual Report for the financial year 2024 – 25 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 and www.nseindia.com respectively and on the website of NSDL viz. www.evoting.nsdl.com.
18. 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 affected 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.

Further, the SEBI vide. Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, has mandated the listed entities to open a Special Window to facilitate re-lodgment of transfer requests of physical shares, which were lodged prior to April 1, 2019 and were rejected, returned or not attended to due to deficiencies in documents/process/otherwise, for a period of six months from July 7, 2025 to January 6, 2026.

The shares re-lodged for transfer during this Window shall be processed only in dematerialized form. Eligible investors / shareholders may submit their transfer request(s) along with the requisite documents to the Company's RTA i.e. Datamatics Business Solutions Limited at Address: Plot No. A 16 & 17, Part B Cross Lane, MIDC, Andheri (East), Mumbai-400 093, Tel No.: (022) 6671 2001 | (022) 6671 2188, e-mail: shares@datamaticsbpm.com within stipulated period.
19. The shareholders whose dividend remained unclaimed for the financial year 2018 – 19 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, 2025 under "Investor Relations" Section on the website of the Company at <https://www.caravelabeachresortgoa.com/>. The said details can be also accessed on the website of MCA viz. www.mca.gov.in and on the website of Investor Education and Protection Fund ("IEPF") viz. 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. The details are available on the website of the Company viz. www.caravelabeachresortgoa.com and have also been uploaded on the website of the Ministry of Corporate Affairs viz. www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in.

20. 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 prior to meeting mentioning their name, demat account number / folio number, email id and mobile number at cs.ho@advanihotels.com. The queries will be replied by the Company during the AGM.
21. 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.
22. 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 38th AGM, will be available for inspection by the members on request by sending an e-mail to the Company at cs.ho@advanihotels.com.
23. 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.
24. The business set out in the Notice will be transacted through remote e-voting and e-voting system and the instructions and other information relating to remote e-voting and e-voting facility provided by the NSDL are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting and e-voting, the shareholders may write to the Company / NSDL.
25. The SEBI, vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 10, 2025 read with SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024 and 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) Contact Details (Address with PIN code) (iii) Mobile Number (iv) Bank Account Details, and (v) Signature, are mandatorily required to update the same with the Company / RTA / Depositories. The shareholders whose folio(s) have not been updated with aforesaid details / documents, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid KYC details / documents and for 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 upon furnishing the abovementioned details in entirety.

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/sep-2024/1727418250017.pdf

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.caravelabeachresortgoa.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, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and Nomination of holders of physical securities requesting them to update the said details. The members who hold shares in dematerialised form and wish to update their aforesaid 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 / she 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.

26. The SEBI vide Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 read with Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 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.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 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 previously. Further, SEBI vide its Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the said circular, post exhausting the option to resolve investors' grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website viz. www.caravelabeachresortgoa.com.

27. Information and other instructions relating to the e-voting:
- (a) 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 and SS – 2, the Company is pleased to provide members facility to exercise their right to vote electronically on the resolutions proposed to be passed at the 38th 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 / shareholders 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 will commence on Friday, September 26, 2025 (9:00 hrs.) and end on Sunday, September 28, 2025 (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 19, 2025.
 - (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 or to the RTA at 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.

- (g) The Board of Directors ("Board") of the Company has appointed CS Manish Baldeva, proprietor of M/s. M Baldeva Associates, Company Secretaries Mumbai (FCS No.: 6180 / CP No.: 11062) as Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the 38th AGM in a fair and transparent manner. The Scrutinizer shall, within 2 working days from the conclusion of the AGM, make a consolidated Scrutinizers' Report of total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith.
- (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 38th AGM i.e. on Monday, September 29, 2025.

Explanatory Statement

Pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 and 5 of the accompanying Notice of 38th AGM dated 1st August, 2025:

Item No. 4

As per provisions of Section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary.

Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

Under the Listing Regulations, every listed entity shall upon recommendation of the Board of Directors appoint / re-appoint an individual as a secretarial auditor for not more than one term of 5 (five) consecutive years or a secretarial audit firm as secretarial auditor for not more than 2 (two) terms of 5 (five) consecutive years, subject to shareholders' approval at the Annual General Meeting. Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI").

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on August 1, 2025 after evaluating various parameters such as independence, technical competence, industry experience, and quality of the engagement team, has appointed M/s. BNP & Associates, Practicing Company Secretaries, a peer-reviewed firm (Firm Registration No. P2014MH037400), subject to approval of members of the company, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from financial year 2025-26 till financial year 2029-30. The Board of Directors of the Company recommends their appointment as such to the members of the Company.

Disclosure under Regulation 36(5) of the SEBI Listing Regulations is given hereunder:

M/s. BNP & Associates is a Peer Reviewed Firm which has been in business for several years practicing as Corporate and Legal Advisor and advising corporate clients on legal or procedural matters falling under The Companies Act, 2013, The Securities and Exchange Board of India (SEBI) Guidelines, The Securities Contracts Regulation Act, 1956, the Foreign Exchange Management Act, 1999 and other Corporate Laws and Legislations with specialization in the above areas. The firm has diverse exposure in the areas of corporate advisory services, transactional services, litigation and legal due diligence, Compliance Audit & Assurance Services. The firm comprises of 4 partners and 15 competent professionals.

The proposed remuneration to be paid to M/s. BNP & Associates, for Secretarial Audit services for the financial year ending March 31, 2026 is Rs. 2,25,000/- plus applicable taxes and out-of-pocket expenses. The Board of Directors of the Company in consultation with the Audit Committee, may alter or modify the terms and conditions of the appointment w.r.t. remuneration, as may be mutually agreed with M/s. BNP & Associates.

Term of appointment: The appointment of Secretarial Auditors is for a term of 5 (five) consecutive financial years commencing from financial year 2025-26 till financial year 2029-30.

M/s. BNP & Associates has provided their consent to act as Secretarial Auditors and confirmed that their appointment, if approved, will be within the limits prescribed by the Institute of Company Secretaries of India and that their appointment, if approved, will be in compliance with the requirements under Regulation 24A of the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024 and Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and that they have not incurred any disqualification as per Annexure 2 of the said Circular and shall not provide any restricted services as specified in Annexure 3 of the said Circular.

M/s. BNP & Associates or the signing partner do not have any financial interest in or association with the Company, that would impair their independence or cause any conflict of interest.

The Board of Directors of the Company recommends the Ordinary resolution set forth in item no. 4 for the approval of members of the Company.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the Item No. 4 of this Notice.

Item No. 5

Mr. Prahlad S. Advani was re-appointed as a Whole Time Director and Chief Executive Officer of the Company by the members of the Company at their Extra-Ordinary General Meeting held on August 25, 2022, for a period of 5 (five) years w.e.f. August 1, 2022 to July 31, 2027 and approved his remuneration for a period of 3 (three) years w.e.f. August 1, 2022 to July 31, 2025.

The Board of Directors of the Company, upon recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, and subject to the approval of the members of the Company in their general meeting, approved remuneration payable to Mr. Prahlad S. Advani, Whole Time Director and Chief Executive Officer, for a period of 1 (one) from August 1, 2025 to July 31, 2026.

Background

Mr. Prahlad obtained a Bachelor of Science degree from the world-renowned Cornell University School of Hotel Administration in the year 1999 with a focus in Financial Management. He received an 'Academic Excellence Award' with 'Distinction' in all subjects. The Dean of the College appointed him in a leadership role at a young age and conferred upon him the title of 'Dean's Assistant'. In this prestigious role, he represented Cornell University at industry events, hosted CEO's visiting the college and moderated lectures comprising of approximately 500 students on a weekly basis in the Fall Semester of 1998.

Mr. Prahlad is also an alumnus of Harvard Business School and a member of the Young Presidents Organization (YPO). Before joining the Company, Mr. Prahlad was a full-time employee of Deutsche Bank Alex Brown in the USA, where he served as a Financial Analyst in their Investment Banking Division. Mr. Prahlad joined the Company and was given the title 'General Manager – Assets' on May 1, 2000, at a far lower salary than what he was receiving in the USA. He joined at Rs. 60,000 plus perquisites, which was paid with effect from September 2000. He has now completed twenty-five years of service with the Company.

Over his 25-year tenure, he has 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. His contributions are reflected in the 'Financial Summary Table' in each Annual Report and are visible throughout the resort. For the sake of brevity, only some of his contributions are mentioned below.

In the year 2002, he created long-term purchase contracts that resulted in an improvement in quality and annual savings of approximately one crore. In the year 2003, he successfully re-financed the Company's debt, which led to a 75% reduction in interest costs, thus saving the Company approximately Rs. 3.0 crores per annum.

In the year 2006, he created and implemented a long-term capital expenditure plan and procured several capital equipment's, thereby upgrading the hotel infrastructure and achieving a 25% reduction in energy consumption. In the year 2008, he pioneered the strategic and timely disposition of the Company's Airport Plaza flight kitchen to Gate Gourmet and harvested a significant return on investment for all our Shareholders.

After a tenure of 10.5 years, Mr. Prahlad was promoted to the position of Vice President & Asset Manager of your Company, with effect from December 15, 2010.

In the year 2012, Mr. Prahlad was in charge of a team of professionals to implement a 'Property Improvement Plan' to upgrade the hotel to the latest international standards. This improved the overall guest experience and provided the hotel with the best mechanical and electrical infrastructure versus competitors. In addition, to secure the lowest long-term cost of ownership and

maintain high levels of efficiency, he created a thorough preventive maintenance schedule for all important equipment. In addition, along with a professional landscape architect, he re-defined the landscaping, making it one of the best in Goa! As hotel industry is sensitive to the potential threat of terrorism, he took the responsibility of improving the hotel's security and CCTV systems.

Thereafter, after serving the Company for 14 years, Mr. Prahlad was promoted by the Shareholders, to the Board of Directors of the Company and given the title of a Whole-Time Director, in charge of Hotel Operations, from August 1, 2014 to July 31, 2017.

During this phase, Mr. Prahlad took the lead to introduce Revenue Management and dynamic-pricing strategies to better monetize the hotel's room inventory. In addition, new market segments such as the 'Wedding Segment' were specifically targeted to enhance the profitability of the Company. These actions contributed to the growth in Occupancy, Total Revenue and Total Revenue per Occupied Room since 2016. The strategies implemented by Mr. Prahlad also changed the 'Cash-Conversion-Cycle' of the Company in an advantageous way.

As the digital-age of marketing was changing the dynamics of the industry, Mr. Prahlad took the initiative to re-make the Company's website and improve our social media engagement. As a result, the hotel was able to increase its direct sales in a significant way. From 2017 to 2022, Mr. Prahlad has assisted our Chairman and Managing Director in negotiating the rates and contracts with the Foreign Inbound Tour Operators / Charters and the international crew agreement and together they secured significantly better commercial terms for the Company. Their combined efforts ensured that the hotel was able to obtain a higher yield per night from international customers.

Thereafter, at the 30th Annual General Meeting, the Shareholders re-appointed Mr. Prahlad as a Whole Time Director, in charge of Hotel Operations for a period of 5 years, with effect from August 1, 2017 to July 31, 2022, and approved his remuneration for a period of 3 years from August 1, 2017 to July 31, 2020. After his reappointment in August 2017, Mr. Prahlad is credited with the following achievements, which have resulted in the solid financial performance of the Company and a better 'Net Promoter Score' (NPS) of the hotel, despite the absence of an international brand:

1. Creation of an enthusiastic 'Customer-Centric-Culture' in the hotel, resulting in several guest-satisfaction awards and favourable 'Online-Reputation Management' scores for the hotel. The following are just some of the prestigious awards and certifications that were won / achieved by the resort under his leadership:

- (i) The prestigious Booking.com 'Traveller Review Award' for eight consecutive years from 2018 to 2025. As of today, the resort has a commendable score of 8.6 points (out of a maximum of 10 points), across 1,844 verified customer reviews.

In addition, in 2019, Booking.com honoured Mr. Prahlad S. Advani and Mr. Sunder G. Advani in their 'Wall of Fame' award celebrations, by presenting them with the prestigious 'Heroes of Hospitality Award' for excellence in customer service.

The Caravela Beach Resort Goa was awarded the highest level 'Level 3 Travel Sustainable Badge' by Booking.com in the year 2023. This is a recognition of the investments and significant efforts made by our Company to implement impactful sustainability and eco-friendly practices.

For the last several years, the Caravela Beach Resort Goa has been the market leader in South Goa in terms of the total room nights and total revenue (on an annual basis) for Booking.com.

- (ii) Similarly, based on high guest-satisfaction scores, the resort received several awards and recognitions from Make My Trip & Go Ibibo from the year 2018 and onwards; the most recent being the Go-MMT 'Guest Review Award' in November 2024. As of today, the resort has an overall 'Excellent' rating of 4.4 points (out of a maximum of 5.0 points), across 5,089 verified customer reviews.

For the last several years, the Caravela Beach Resort Goa has been the market leader in South Goa in terms of the total room nights and total revenue (on an annual basis) for Make My Trip and Go Ibibo.

- (iii) On World AIDS day in December 2018, the Honourable Minister for Health and Women & Children in Goa, Shree Vishwajit Rane, felicitated Mr. Prahlad S. Advani with the 'Goa Red Ribbon Warrior' award, for supporting young children suffering from HIV in Goa. The award was conferred at the 'Positive Power Summit' organized by the 'Human Touch Foundation' NGO.
 - (iv) In 2019, the resort received the 'Best Employer Award' in Goa.

- (v) In 2019, Serenity Holidays U.K. awarded our resort with a 'Certificate of Excellence' for outstanding customer feedback, at the World Travel Market in London.
- (vi) The Caravela Beach Resort Goa received the 'HolidayCheck Germany Award' in 2020, with guest satisfaction scores of 5.0 stars out of a maximum of 6.0 stars.
- (vii) In January 2021, the resort received a 'Platinum Grade' with a 97.3% rating from Bureau Veritas, under their 'COV-SAFE Hygiene Management Certification Program'. The 'Caravela Cares' hygiene and safety program was independently certified for its exceptional hygiene and safety standards.
- (viii) In February 2021, after a detailed audit by Diversey, the Caravela received the 'COVID-19 Safety Program Certificate' with a 97.0% safety rating from Diversey Consulting, for a compliance with WHO, CDC and local guidelines and for taking effective steps to protect the health and safety of our employees and guests.
- (ix) The beach restaurant in the resort has won numerous awards over the years. The two most recent being the 2025 'Best Shack in Goa' by the Food Connoisseurs of India and the 'Times Food & Nightlife Award' in the year 2024.
- (x) The Caravela has received the prestigious Tripadvisor 'Certificate of Excellence' Award in 2018 and again in 2019.

In 2021 and 2023, the Caravela Beach Resort Goa was awarded the 'Tripadvisor Travellers' Choice Award', placing our hotel in the top 10% of all hotels worldwide!

As of today, the resort has an impressive 7,964 reviews, yielding a commendable rating of 4.6 stars (out of a maximum of 5.0 stars) on Tripadvisor.

- (xi) The Caravela Beach Resort Goa was awarded with the '2025 KAYAK Travel Award' for being recognized as a "top 3% property" on their travel search platform, based on traveler reviews. This third-party validated award is a testament of the exceptional experience that the resort provides to its guests.
- (xii) Based on detailed audits and inspections, the Caravela Beach Resort Goa, was classified in the highest classification category, a '5-star-deluxe' hotel by the Ministry of Tourism; and this classification in the coveted 'deluxe' category is valid till December 2028.

2. Taking cognizance of the cyclical nature of our industry and having experienced the stress on cash-flows in the past (due to the tragedies of September 11, 2001 and November 26, 2008), Mr. Prahlad focused on reducing the debt of the Company. He had observed how other hotels suffered the costs of financial distress due to excessive debt, which eventually led to a significant decline in shareholder value. Thus, as a de-risking strategy, Mr. Prahlad pioneered the vision of a debt-free Company, with liquid reserves at all times of at least Rs. 10 crores. With his perseverance, in March 2017, the Company was finally debt-free.

Due to his foresight, our Company was in a much stronger financial position with no debt and with adequate financial reserves that enabled the Company to preserve shareholder value and survive the COVID-19 crisis from March 2020. The Company grew its liquid reserves from 12.0 crores in March 2020, to over 26.0 crores in March 2022, despite the adverse impact of COVID-19 and the closure of the hotel for several months!

The significant increase and growth in the Company's financial reserves were largely due to the effective steps taken by Mr. Prahlad S. Advani during the COVID crisis and thereafter. In this period, his initiatives & policies doubled the Company's cash and bank balances, even when compared to the pre-COVID years.

3. The consistent efforts made by Mr. Prahlad in operations, revenue management and customer-centricity, contributed to the solid operating performance and growth of the hotel in the financial years 2018 – 2019, 2019 – 2020 and thereafter. The same is measurable and demonstrated by the following figures:
 - (i) In 2018 – 2019, the hotel was able to achieve an annual Occupancy of 82.77% and an annual average Net Revenue per Occupied Room excluding GST of Rs. 11,749 per room per night, despite the absence of a brand and with no support from brand distribution.
 - (ii) In 2018 – 2019, our Company achieved a 15.4% Return on Assets, which is well above the industry average.

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- (iii) In 2018 – 2019, despite the absence of debt, (which is frequently used to increase the Return on Investment of equity holders), our Company achieved an After-Tax Return of Equity of over 20.0%. In the financial year 2019 – 2020, this further rose to 23.8%.
- (iv) In 2021 – 2022, the Annual Average Net Total Revenue Per Sold Room per night, excluding GST (TrevPOR) was Rs. 15,585 per night, versus Rs. 11,681 per night in 2020 – 2021 and versus Rs. 12,090 per night in 2019 – 2020.
Thus, the resort exceeded the pre-COVID TrevPOR of 2019 – 2020 by an impressive 29%!
- (v) In February 2020, a detailed manpower planning exercise was undertaken by Mr. Prahlad and this streamlining of manpower and cross-support initiative helped to manage the payroll costs when the COVID-19 pandemic struck.
- (vi) Mr. Prahlad S. Advani also spearheaded the procurement of a 'Heat Pump' to reduce the consumption of diesel. The installation of the heat pump led to a significant saving in energy costs of around Rs. 55.0 lakhs per annum at that point in time. Thus, the heat pump already paid for itself during the first year of operation and continues to benefit the Company. As the price of diesel has increased significantly since the heat pump was installed, the value of the savings per day have also increased. Currently in the year 2025, the Company is saving approximately Rs. 25,000 per day i.e. approximately Rs. 91,25,000 per year from the operation of this Heat Pump.
- (vii) The Company's 'Cash Conversion Cycle' (in days) in 2021 – 2022 further improved, to minus 10.8 days, versus minus 1.1 days in 2020 – 2021 and versus +3.3 days in 2019 – 2020. Thus, the resort improved its 'Cash Conversion Cycle' in a much more favourable way, when compared to the pre-COVID period of 2019 – 2020.

(The 'Cash Conversion Cycle' (CCC), is one of several quantitative measures that help evaluate the efficiency of a Company's operations and management. A trend of decreasing or steady CCC values over multiple periods is a good sign).

Contributions by Mr. Prahlad S. Advani during the difficult COVID-19 period:

It is pertinent to note that during the COVID-19 period from March 2020, Mr. Prahlad S. Advani led the Company through the most difficult and critical phase in the Company's history.

From February 2020 till October 2020, Mr. Prahlad took timely measures to minimize the adverse effects of the COVID-19 crisis on the resort and the Company. In addition, he took several initiatives to maintain the resort in good condition through the lock-down period, in order to capitalize on the pent-up demand and the revenue opportunities that arose subsequently.

He created an 'Operations Crisis Management Team' and via regular meetings they implemented several measures, including SOP's to protect both employees and guests from the coronavirus, collecting the Company's dues on time to minimize the chances of bad debts and with the cooperation of all concerned, initiated timely measures to reduce costs in sales and marketing, contracts, overheads and payroll by approximately Rs. 2.70 crores per month!

Furthermore, the resort achieved compliance with both the Bureau Veritas and Diversey audits, to achieve two 97% 'Platinum Awards' for enhanced hygiene and safety practices in the resort. These 3rd party certifications and validations secured guests and employees with the confidence to choose our resort during these uncertain times.

In addition, his inputs in sales and marketing, (in the absence of a Vice President – Sales & Marketing), helped grow the Total Revenue per Occupied Room in FY 2021 – 2022 by 29% more than the pre-COVID year of 2019 – 2020.

The efforts made resulted in significant savings and revenue enhancements, which are benefiting the Company till today.

Voluntary Forbearance by Mr. Prahlad S. Advani:

It is pertinent to note that he was the first Director to voluntarily give up his salary during the COVID-19 pandemic. Mr. Prahlad S. Advani did forego approximately Rs. 30.03 lakhs in salary with effect from April 1, 2020 during the pandemic. Even though the Board of Directors had approved an increase in the remuneration payable to Mr. Prahlad in the meeting of June 30, 2020; due to the COVID-19 crisis, Mr. Prahlad did voluntarily forego the increase of 10.0% for August 1, 2020 to July 31, 2021 and did voluntarily

forego the increase of 10.0% from August 1, 2021 to July 31, 2022. In addition, on April 1, 2020, Mr. Prahlad also voluntarily gave-up the past increment of 1.2% he received on August 1, 2019, thereby voluntarily restricting his total remuneration and benefits to what was approved from August 1, 2018.

In addition to the above forbearance of the past, in the current financial year of 2025 – 2026, even though the Nomination & Remuneration Committee and the Board of Directors had approved an increase in the remuneration payable to Mr. Prahlad in the meeting held on May 23, 2025; in the subsequent meeting of August 1, 2025, Mr. Prahlad did voluntarily forego the said increase of 10.0% for the period August 1, 2025 to July 31, 2026, thereby voluntarily restricting his total remuneration and benefits to what was previously approved.

Other contributions by Mr. Prahlad S. Advani over the last few years:

From 2022 onwards, Mr. Prahlad increased his focus on enhancing the total revenue of the Company and specifically targeted high-yield weddings. He also strengthened the sales team pan-India and appointed sales leaders to penetrate previously untapped territories such as Kolkatta, etc. He successfully negotiated two agreements with the labour union to create a win-win for all stakeholders. He de-risked the Company through a review of the insurance portfolio and enhanced guest-safety by implementing a professional vehicle-monitoring system. In addition, he spear-headed the increase of the equity-base of the Company through a 1-1 bonus share offering to enhance long-term shareholder value.

These and other focused efforts made a positive impact on the overall financial performance of the Company during the last 3 years:

	(₹ in lakhs)			
Particulars	2021-22 *	2022-23	2023-24	2024-25
Total net Revenue (net of GST)	5,222	10,063	10,844	11,121
Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA)	1,165	4,115	3,692	3,841
Average net Total Revenue per Occupied Room per night (TREVPO) (₹) (net of GST)	15,585	17,556	18,799	19,725
Total Dividend (percentage)**	70%	170%	180%	190%
Total Dividend Pay-Out (including dividend tax)	647	1,571	1,664	1,756
Cash & Bank Balances (including current investments and fixed deposits)	2,629	3,629	4,784	5,170

* The hotel was closed during the off-season from approximately May 4, 2021 to August 11, 2021 due to 2nd wave of Covid-19 (the Delta wave).

** The dividend percentage is calculated on the share capital (pre-bonus), on the base year of 2021 – 2022.

- The Company has achieved a significant increase in total net revenue and this has risen to Rs. 11,121 lakhs in FY 2024 – 2025.
- The Average net Total Revenue per Occupied Room per night (TrevPor) has increased from Rs. 15,585 in FY 2021 – 2022 to Rs. 19,725 in FY 2024 – 2025, registering a growth of 26.5%.
- Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA) increased from Rs. 1,165 lakhs in FY 2021 – 2022, to Rs. 3,841 lakhs in FY 2024 – 2025, registering a growth of almost 330%.
- Dividends to Shareholders increased from Rs. 647 lakhs (70%) in FY 2021 – 2022 to Rs. 1,756 lakhs (190%) in FY 2024 – 2025.

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It is noteworthy that the Company has paid dividends totaling to approximately Rs. 88 crores (including dividend tax) over the last ten years. This consistent track-record of paying dividends has been recognized by WikiFinancepedia in their article 'Top 10 – Best Dividend Paying Stocks for the Long Term in India 2023'.

- The Company's Cash & Bank Balances (including current investments and fixed deposits) increased from Rs. 2,629 lakhs in FY 2021 – 2022 to Rs. 5,170 lakhs in FY 2024 – 2025, registering a growth of almost 100%.
- Settlement of the two pending Charter of Demands (COD's) of the employee Union – Mr. Prahlad took the lead to negotiate a win-win settlement for all stakeholders in December 2023. These settlements have facilitated a better working environment and in-turn helped to improve the overall guest-experience.
- With the improved Total Reserves & Surplus of the Company; Mr. Prahlad spearheaded the Company's first offering of bonus equity shares, (in the ratio of 1:1), in February 2024. The goal was to enhance long-term shareholder value.

In conclusion, Mr. Prahlad, who was working in the USA, joined the Company with the title 'General Manager – Assets' on May 1, 2000. In December 2010, after a tenure of 10.5 years in the Company, Mr. Prahlad was given his first promotion to the position of Vice President & Asset Manager of your Company. Thereafter, after serving the Company for 14 continuous years, Mr. Prahlad was promoted by the Shareholders to Board of Directors of the Company and given the title of a Whole-Time Director, (in charge of Hotel Operations), from August 1, 2014. Thereafter, upon completing twenty-two years with the Company (and 8 years from the last promotion given to him in the year 2014), he was promoted to the Chief Executive Officer of the Company in the year 2022 and he was also re-appointed as a Whole-Time Director till July 31, 2027.

In terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if – the annual remuneration payable to such executive director exceeds ₹ 5 crores or 2.5% of the net profits of the listed entity, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceed 5% of the net profits of the Company. Further, in terms of Section 197 read with Schedule V of the Companies Act, 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may pay remuneration to the managerial person not exceeding the limits prescribed under Schedule V, by passing a special resolution. The remuneration proposed to be paid to Mr. Prahlad S. Advani during his remaining tenure as Whole Time Director and Chief Executive Officer of the Company may exceed the thresholds provided in Regulation 17(6)(e) and Schedule V.

The particulars of the proposed remuneration, perquisites and benefits payable to Mr. Prahlad S. Advani are detailed as follows:

The Board of Directors upon recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee at their meetings held on May 23, 2025, approved following remuneration payable to Mr. Prahlad S. Advani for a period of 1 (one) year from August 1, 2025 to July 31, 2026, subject to the approval of the shareholders of the Company:

(A) Remuneration Period and Terms:

Total remuneration not exceeding the maximum limits prescribed in section 197 read with Schedule V of the Companies Act, 2013.

Period of remuneration: One year from August 1, 2025 to July 31, 2026. Payment of remuneration for the remaining one year shall be considered by the Company later in accordance with the terms of this agreement and the provisions of the Companies Act, 2013 and Schedule V as may be applicable at that time.

The remuneration of ₹1,44,90,000/- shall be payable for the period commencing from August 1, 2025 and ending on July 31, 2026.

(B) Fixed Compensation:

- Fixed Compensation shall include Basic Salary, HRA, Company's Contribution to Provident Fund and Gratuity.
- The Basic Salary shall be Rs. 7,17,482 for the one year commencing from August 1, 2025 and ending on July 31, 2026.

- (iii) Company leased accommodation, or House Rent Allowance in lieu thereof, subject to a maximum of 60% of the Basic Salary.
- (iv) Provident Fund Contribution as per the Company's Rules.
- (v) The Company's contribution to Gratuity shall be according to the Gratuity Act and Company rules in force from time to time.

(C) Perquisites and Allowances:

In addition to the fixed compensation, Mr. Prahlad S. Advani will be entitled to the following allowances, perquisites, benefits, facilities, amenities, subscriptions, memberships and programs subject to the relevant provisions of the Companies Act, 2013 (collectively called '**perquisites and allowances**').

These perquisites and allowances etc. will be granted to Mr. Prahlad S. Advani in such form and manner as the Chairman & Managing Director / the Nomination and Remuneration Committee / the Audit Committee / the Board of Directors decide.

- (i) Payment / reimbursement of medical expenses for self and family members, subject to a maximum of one month's Basic Salary per annum, or two months Basic Salary over a period of two years, whichever is higher.
- (ii) Company car with driver and fuel reimbursement with associated expenses.
- (iii) Provision of telephone at residence and mobile phones with associated expenses. Provision of computer, laptop, and I-pad with associated expenses.
- (iv) Accommodation, boarding and lodging, etc. for self and family in the hotel at all times.
- (v) Privilege Leave, on full pay and allowance, not exceeding 30 (thirty) days in a financial year. In addition, Sick Leave and other leaves as per the rules of the Company or as may be approved by the Chairman and Managing Director / the NRC / the Board of Directors.
- (vi) Insurance policies such as Group Personal Accident Policy, Directors & Officers Liability Policy and Travel Insurance and a Comprehensive Health Insurance / Comprehensive Medical Policy from a well-established Insurance Company for self and family with global coverage and any other insurance policies that may be decided by the NRC from time to time.
- (vii) Provision of 1 (one) premium credit card and 1 (one) corporate credit card.
- (viii) Such other perquisites, knowledge-based subscriptions, conferences, seminars, business-related events, business association memberships, club membership and business-related educational programs as may be approved by the CMD or the NRC or the Board of Directors from time to time.

Note: Perquisites shall be evaluated at actual cost or if the cost is not ascertainable, the same shall be valued as per the Income Tax Rules.

- (D) Overall Remuneration:** The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board of Directors in its absolute discretion pay to Mr. Prahlad S. Advani from time to time, may exceed / shall exceed the limits prescribed from time to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Part II Section II of Schedule V to the said Act as may for the time being, be in force, however, the aggregate remuneration may not / shall not exceed eight percent of the net profits of the Company.

The Board of Directors is of the opinion that the Company will benefit from his professional expertise, rich experience and detailed knowledge of the hotel industry and the Resort. The Board of Directors recommends the resolution to the Members for their acceptance and approval.

The Board of Directors shall have the discretion and authority to modify the foregoing terms of remuneration within the parameters of the applicable provisions of the Companies Act, 2013.

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A copy of the draft Service Agreement shall be available for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 2.00 p.m. except on Saturdays, Sundays and public holidays.

The particulars of the information, pursuant to the item (iv) of third proviso of section II of part II of Schedule V to the Companies Act, 2013.

1. General Information:

- (a) Nature of Industry: The Company is engaged in the Hotel Business and owns and operates the “Caravela Beach Resort”, a Five-Star Deluxe Hotel in Goa. The business of the Company is seasonal in nature.
- (b) Date or expected date of commencement of commercial production – The Company commenced its commercial operations on December 4, 1990.
- (c) In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
- (d) Financial Performance based on given indicators:

(Rs. in Lakh, except EPS)

S.n.	Particulars	Financial Year ending 31.03.2025	Financial Year ending 31.03.2024	Financial Year ending 31.03.2023
1.	Total Income	11,120.62	10,843.78	10,062.93
2.	Profit After Tax (PAT)	2,643.55	2,495.75	2,860.48
3.	EPS (Basic & diluted earnings per share)	2.86*	2.70*	6.19

* The Company has allotted 4,62,19,250 Bonus Equity Shares on March 21, 2024 to its existing shareholders in the ratio of 1:1 (i.e. 1 (One) new Bonus Equity Share of face value of ₹ 2/- each for existing 1 (One) Equity Share of face value of ₹ 2/- each); hence the Earnings Per Share (EPS) has been adjusted accordingly.

(e) Foreign Investments or Collaborations:

The Company was incorporated on March 13, 1987, as Ramada Hotels (India) Limited. The Company was promoted in technical and financial collaboration with Ramada (U.K) Ltd. for setting up a Five-Star Luxury Resort on Colva Beach at Varca, Goa.

Foreign shareholding (NRIs' & Foreign bodies) in the Company as on June 30, 2025 is 0.79% of the Paid-up Equity Share Capital of the Company.

2. Information about the appointee:

(a) Background details:

Mr. Prahlad S. Advani is the Whole Time Director and Chief Executive Officer of Advani Hotels & Resorts (India) Limited. The Company owns and operates the 201-Room 5-Star Deluxe 'Caravela Beach Resort Goa'.

Mr. Prahlad S. Advani is Bachelor of Science in Hotel Administration from Cornell University with a concentration in Financial Management. He is also an alumnus of Harvard Business School.

Mr. Prahlad S. Advani joined the Company as General Manager – Assets in May 2000. During his tenure, he played a significant role in the strategic and timely disposition of the Company's flight kitchen and harvested a significant return on investment for Shareholders. During COVID-19 global pandemic, he implemented several measures, including Standard Operating Procedures ('SOPs') to protect both employees and guests from the Coronavirus, collecting the Company's dues on time to minimize the chances of bad debts and with the cooperation of all concerned, initiated timely measures to reduce costs in Sales & Marketing, Contracts, Overheads and Payroll by approximately Rs. 270.00 Lakh per month.

Mr. Prahlad S. Advani has over 25 years' rich experience in the hotel industry.

(b) **Past Remuneration Approved:**

Period	Amount (₹)	Period	Amount (₹)	Period	Amount (₹)
August 1, 2022 to July 31, 2023	1,19,80,000	August 1, 2023 to July 31, 2024	1,31,80,000	August 1, 2024 to July 31, 2025	1,44,90,000

(c) **Recognition or Awards:**

The Resort owned by the Company has received numerous awards in the past as detailed in the Explanatory Note above.

(d) **Job Profile and his suitability:**

Mr. Prahlad S. Advani, has over 25 years' rich experience in the hotel industry. He has deep understanding of the Hospitality Industry and his proven track record, coupled with his broad-based business experience, combined with his strong leadership capability, will enable him to continue the growth of the Company.

(e) **Remuneration Proposed:**

The remuneration proposed to be paid to Mr. Prahlad S. Advani is as follows:

Period	Amount (₹)
August 1, 2025 to July 31, 2026	1,44,90,000

The said remuneration has been approved by the Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee and approval of the Audit Committee.

(f) Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and the person.

The remuneration proposed to be paid to Mr. Prahlad S. Advani is reasonable as compared to the norms prevailing in the hospitality for a person of similar role, responsibility and stature.

(g) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other directors, if any:

Mr. Prahlad S. Advani has a relationship with the Company as the Whole Time Director and Chief Executive Officer of the Company and holds 17,73,657 Equity Shares (1.92% of Paid-up Share Capital) of the Company as on the date of this Notice. Except for the aforementioned, Mr. Prahlad S. Advani does not have any other direct or indirect pecuniary relationship with the Company.

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Further, Mr. Prahlad S. Advani is related to the following managerial personnel:

- Mr. Sunder G. Advani, the Chairman & Managing Director and one of the Key Managerial Personnel of the Company is father of Mr. Prahlad S. Advani; and
- Mrs. Menaka S. Advani, a Non-Executive Director of the Company is mother of Mr. Prahlad S. Advani.

3. Other Information:

(a) Reason for inadequate profits:

The hotel business is dependent on global and domestic economic conditions, which may get adversely impacted due to pandemic or war in any part of the World. Further, your Company has the risk of dependency on only one Resort at Goa. There is also the risk of dependency mainly on luxury segment. However, the Company's hotel enjoys premium over many other competitors and has repeat client base made over a period of 30 years, its beach-front location, service reputation and architectural design.

(b) Steps taken or proposed to be taken for improvement:

The Company has already followed a strategy to reduce the dependence on foreign tourists by relying primarily on domestic tourists. At one point in time the foreign tourists represented 50% of our total revenues and now the same accounts for less than 3%.

The Company believes that in case there is any turmoil in the world, the tourists in India will hesitate to travel abroad and there is an adequate market in India.

The Company has adopted a multi-pronged strategy to improve the financial performance and profits of the Company. On the one hand, the Company took numerous steps to reduce costs and on the other hand, numerous marketing initiatives were implemented to increase the yield of the Resort. High-yield market segments such as the Wedding segment were targeted etc. The Company is planning to make substantial improvements in its product offering to guests.

Your directors are confident about the future prospects of the Company and have a belief that Company's performance will improve in the years ahead.

(c) Expected increase in productivity and profits in measurable terms:

The profitability of the Company as per the projected estimates will increase year-on-year for the next 5 (five) years.

Given that performance of the business is completely based on global and domestic economic conditions, productivity and profits may vary from time to time; hence, cannot be defined in measurable terms.

The Board of Directors of the Company recommends passing of Special Resolution as set out at Item No. 5 of the Notice for your approval.

Brief resume of Mr. Prahlad S. Advani and other relevant details, as required by the Act, the Listing Regulations and SS – 2 are provided in the annexure to the Notice.

Except Mr. Prahlad S. Advani himself, Mr. Sunder G. Advani, and Mrs. Menaka S. Advani and their relatives, none of the other Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested, financially or otherwise, in Item No. 5 of this Notice.

E-VOTING INSTRUCTIONS:

1. 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.caravelabeachresortgoa.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 and www.nseindia.com respectively and is also available on the website of the NSDL i.e. www.evoting.nsdl.com.
2. The 38th 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 Friday, September 26, 2025 at 09:00 A.M. and ends on Sunday, September 28, 2025 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 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date, being Friday, September 19, 2025.

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"> 1. 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 or joining virtual meeting & voting during the meeting. 2. 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 3. 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.

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Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>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 & voting during the meeting.</p> <p>4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 use your existing my easi username & password. 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 & 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. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 or joining virtual meeting & voting during the meeting.</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.co.in 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 helpdesk.evoting@cdslindia.com 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.
 - (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.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General guidelines for shareholders:

- 1. Institutional Shareholders (i.e. other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manish@csmishb.in with a copy marked to 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 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 toll free no.: 022 – 4866 7000 and 022 – 2499 7000 or send a request to Mr. Sanjeev Yadav at 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 and mark cc to the Company at 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 and mark cc to the Company at 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 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 electronically during 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. The same will be replied by the Company suitably.

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ANNEXURE TO ITEM NOS. 3 AND 5 OF THE NOTICE

Details of director seeking 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	Mrs. Nina H. Advani	Mr. Prahlad Advani
Date of first appointment on the Board	August 1, 2014	August 1, 2014
Age	71 years	48 years
Date of Birth	December 11, 1953	May 28, 1977
Qualification	Graduate i.e. 'A' levels – Southampton, U.K.	Bachelor of Science in Hotel Administration from Cornell University with a concentration in Financial Management and an alumnus of Harvard Business School.
Experience (including expertise in specific functional area) / Brief Resume	Business Administration	Brief resume provided in the Explanatory Statement provided above.
List of other Directorships	Regency Hotels Private Limited	Nil
Number of Listed Entities from which person has resigned in past three years	Nil	Nil
Chairmanship / Membership of Committees of other companies	Nil	Nil
No. of Equity Shares held in the Company	42,74,700 (4.62% of Paid-up Share Capital)	17,73,657 (1.92% of Paid-up Share Capital)
Inter-se relationship between the Board Members / Key Managerial Personnel	Wife of Mr. Haresh G. Advani, Executive Director of the Company	Son of Mr. Sunder G. Advani, Chairman & Managing Director and Mrs. Menaka S. Advani, Non-Executive and Non-Independent Director of the Company.
No. of Board meetings attended during the Financial Year 2024 – 25	5	5
Remuneration last drawn (including sitting fees, Commission, medical reimbursement for earlier year, if any)	Rs. 5,00,000/- as sitting fees for FY 2024-25	Rs. 145.03 Lakh for FY 2024-25
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Not Applicable	Not Applicable

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 1, 2025