

Date: December 21, 2024

To,

The Manager  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001  
**Scrip Code: 523269**

The Manager – Listing  
National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor, 'G' Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**SYMBOL: ADVANIHOTR**

Dear Sir/Madam,

**Sub.: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 1/2024-25 Extra-Ordinary General Meeting ('EOGM') of the Company held on Friday, December 20, 2024**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting facility to its members to vote on the matters to be transacted at the 1/2024-25 Extra-Ordinary General Meeting (EOGM) of the Company held on Friday, December 20, 2024 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without physical presence of the Members at a common venue, in terms of applicable provision of Companies Act, 2013 and rules framed thereunder and General circular issued by the Ministry of Corporate Affairs and Circulars issued by Securities and Exchange Board of India (SEBI). The proceedings of the EOGM were conducted at the Registered Office of the Company situated at 18A & 18B, Jolly Maker Chambers-II, Nariman Point, Mumbai – 400021, Maharashtra, which is deemed venue of the EOGM.

Further, to facilitate the voting during the EOGM to the members present thereat and who did not cast their votes earlier through remote e-voting, the Company provided e-voting facility to enable them to cast their vote in respect of items of business as set out in the Notice of EOGM of the Company.

The Company has appointed M/s. B N P & Associates, Company Secretaries, Mumbai as appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The result of e-voting on each resolution was determined considering the aggregate of votes cast by the members on each resolution, both through remote e-voting as well as e-voting during the EOGM, on which Scrutinizer has issued Consolidated Scrutinizer's Report. The aforesaid are being uploaded on the website of the Company viz. [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com) and on the NSDL e-voting website viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

As per the Scrutinizers' Report, all the Resolutions as setout in the EOGM Notice have been duly approved by the Members with the requisite majority. The copy of the Consolidated Scrutinizers' Report and Voting Results are enclosed herewith for your reference.

Please take the same on your records.

Thanking you,

Yours faithfully,

**For ADVANI HOTELS & RESORTS (INDIA) LIMITED**

SUNDER  
GURDAS  
ADVANI

Digitally signed by  
SUNDER GURDAS ADVANI  
Date: 2024.12.21 13:43:27  
+05'30'

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

Encl.: As above

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Sunder G. Advani as Chairman and Managing Director of the Company, for a period of 5 years commencing from March 1, 2025 upto and inclusive of February 28, 2030.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46446204	46446204	100.0000	46446204	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46446204	46446204	100.0000	46446204	0	100.0000	0.0000
Public-Institutions	E-Voting	339809	232899	68.5382	232899	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	339809	232899	68.5382	232899	0	100.0000	0.0000
Public-Non Institutions	E-Voting	45652487	397849	0.8715	397849	1	100.0000	0.0003
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45652487	397849	0.8715	397849	1	100.0000	0.0003
Total		92438500	47076952	50.9279	47076952	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Haresh G. Advani as an Executive Director of the Company for a period of five years from March 01, 2025 upto and inclusive of February 28, 2030.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46446204	46446204	100.0000	46446204	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46446204	46446204	100.0000	46446204	0	100.0000	0.0000
Public-Institutions	E-Voting	339809	232899	68.5382	44981	187918	19.3135	80.6865
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	339809	232899	68.5382	44981	187918	19.3135	80.6865
Public-Non Institutions	E-Voting	45652487	397848	0.8715	397783	65	99.9837	0.0163
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45652487	397848	0.8715	397783	65	99.9837	0.0163
Total		92438500	47076951	50.9279	46888968	187983	99.6007	0.3993
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To fix and approve the managerial remuneration payable to of Mr. Sunder G. Advani (DIN - 00001365) for the period of three years from March 1, 2025, to February 29, 2028, on his re-appointment as Chairman and Managing Director of the Company with effect from March 1, 2025.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46446204	46446204	100.0000	46446204	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46446204	46446204	100.0000	46446204	0	100.0000	0.0000
Public-Institutions	E-Voting	339809	232899	68.5382	232899	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	339809	232899	68.5382	232899	0	100.0000	0.0000
Public-Non Institutions	E-Voting	45652487	397849	0.8715	397845	4	99.9990	0.0010
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45652487	397849	0.8715	397845	4	99.9990	0.0010
Total		92438500	47076952	50.9279	47076948	4	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To fix and approve the managerial remuneration payable to of Mr. Haresh G. Advani (DIN - 00001358) as Executive Director, for the period of three years from March 1, 2025, to February 29, 2028, on his re-appointment as Executive Director of the Company with effect from March 1, 2025.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46446204	46446204	100.0000	46446204	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46446204	46446204	100.0000	46446204	0	100.0000	0.0000
Public-Institutions	E-Voting	339809	232899	68.5382	44981	187918	19.3135	80.6865
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	339809	232899	68.5382	44981	187918	19.3135	80.6865
Public-Non Institutions	E-Voting	45652487	397849	0.8715	397787	62	99.9844	0.0156
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45652487	397849	0.8715	397787	62	99.9844	0.0156
Total		92438500	47076952	50.9279	46888972	187980	99.6007	0.3993
Whether resolution is Pass or Not.							Yes	

**Combined Scrutinizer's Report on Remote e-voting & e-voting conducted during  
Extra-Ordinary General Meeting (EGM) of Advani Hotels & Resorts (India) Limited held on  
Friday, December 20, 2024 at 02.00 P.M. IST**

To,  
The Chairman & Managing Director  
Advani Hotels & Resorts (India) Limited  
18, Jolly Maker Chambers II  
Nariman Point, Mumbai 400021.

**01/2024-25 Extra-Ordinary General Meeting (EGM) of the Shareholders of Advani Hotels & Resorts (India) Limited held on Friday, December 20, 2024 by means of Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') commenced at 02.00 P.M. IST.**

**Sub:** Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circular(s) No. 14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, No. 20/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 3/2022 dated May 5, 2022, No 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') read with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as 'Applicable Circulars'.

The Board of Directors of Advani Hotels & Resorts (India) Limited (hereinafter referred to as the "the Company"), at its meeting held on November 14, 2024 had appointed Mr. Avinash Bagul, (ICSI New Delhi Membership No. FCS 5578/CP No. 19862), Partner of BNP & Associates, Company Secretaries in Practice, or failing him Mr. K. Venkataraman, (Membership No. ACS 8897/CP No. 12459) Partner of M/s BNP and Associates, to act as the 'Scrutiniser' to scrutinise the voting during the EGM and remote e-voting process in a fair and transparent manner. , to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Applicable Circulars issued in this connection, both by MCA and SEBI, providing relaxation for the manner in terms of which this EGM was held. The EGM conducted through VC or OAVM including the manner of sending the Notices and Annual Reports to the shareholders of the Company and voting at the meeting.

I, K Venkataraman, Practising Company Secretary, hereby confirm that I am familiar and well-versed with e-voting system as prescribed under the said rules and the relaxations as provided in the Applicable Circulars.

As mentioned in the Notice, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which is the deemed Venue of the EGM.

**Report on Scrutiny:**

The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of providing the facility of remote e-voting and e-voting during the EGM, to the Members of the Company.

- Datamatics Business Solutions Limited is the Registrar and Share Transfer Agents ('RTA') of the Company.

- NSDL had provided a system for recording the votes of the Members through remote e-voting as well as e-voting conducted during the EGM on all the items of the business (Special businesses) sought to be transacted in the EGM of the Company, which is held on Friday, December 20, 2024.

- NSDL had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the EGM on its website, NSDL website and also on the website of BSE Limited and National Stock Exchange of India Ltd, (Stock Exchanges where the Equity Shares of the Company are listed), to facilitate their Members to cast their vote through remote e-voting.

- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.

- My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process (remote e-voting and e-voting during the EGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by NSDL.

- The internal cut-off date for the dispatch of the Notice of the EGM was Friday, November 22, 2024 and as on that date, there were 39,122 Members of the Company. As mentioned in the Applicable Circulars, NSDL emailed the e-voting details to 37,589 Members constituting 96.08% of the total members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or holding in physical form, who had not registered their email IDs with the RTA, the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the EGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their



votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.

- The Cut-Off Date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Friday, December 13, 2024.
- As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three (3) days from Tuesday, December 17, 2024 at 9.00 A.M. IST to Thursday, December 19, 2024 at 5.00 P.M IST.
- The Company had completed the dispatch of the notices by email to the Members on Thursday, November 28, 2024.
- As prescribed in Clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the Applicable Circulars, the Company had published an advertisement after sending Notices to the Shareholders on Friday, November 29, 2024 in English in 'Financial Express' newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Mumbai Lakshdeep' newspaper. The Advertisement / Notice contained the required information as provided under clause IV (a) to (g) of the said circular.
- As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also published an advertisement on Friday, November 29, 2024, which was published more than 21 days before the date of the EGM in English in 'Financial Express' newspaper having country-wide circulation and in Marathi language in "Mumbai Lakshdeep" newspaper."
- The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Thursday, December 19, 2024 at 5.00 P.M. IST, the voting portal of the NSDL, service provider was blocked forthwith.
- At the EGM of the Company held through VC/OAVM on Friday, December 20, 2024, after considering all agenda items, the facility of e-voting was provided to those Members who were attending the EGM through VC but could not participate in the remote e-voting.
- On Friday, December 20, 2024, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through remote e-voting facility and e-voting during the EGM were duly unblocked by me as a Scrutinizer in the presence of Ms. Amita Parmar and Mr. Rishi Jain, who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. The votes cast through remote e-voting process were tabulated for the purpose of considering the total votes cast by the shareholders. Thereafter, I, as a Scrutinizer, duly compiled details of the remote e-voting carried out by the Members and the e-voting during the EGM, the details of which are as follows:

The results of the remote e-voting together with the e-voting conducted during the EGM are as under:

Details	Remote e-voting	e-voting at EGM	Total voting
Number of members who cast their votes	111	6	117
Total number of Shares held by them	4,70,76,878	74	4,70,76,952
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Less voted / Abstained Votes	As mentioned under each of the Resolution.		

**Note:** Percentage of votes cast in favour or against the resolutions is calculated based on the **Valid Votes** cast through remote e-voting and through e-voting during the EGM.

### **SPECIAL BUSINESS**

**I) Item No. 1 of the Notice (As an Special Resolution):**

**To re-appoint Mr. Sunder G. Advani (DIN - 00001365) as Chairman and Managing Director of the Company and in this regard to consider, and if thought fit, to pass the following resolution as a Special Resolution:**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
<b>Total votes through remote e-voting and e-voting at meeting</b>	4,70,76,951	99.9999	1	0.0001	Nil

Item 1 of Notice stands **PASSED** with the requisite majority.

**II) Item No. 2 of the Notice (As an Special Resolution):**

**To re-appoint Mr. Haresh G. Advani (DIN - 00001358) as Executive Director of the Company and in this regard to consider, and if thought fit, to pass the following resolution as a Special Resolution:**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
<b>Total votes through remote e-voting and e-voting at meeting</b>	4,68,88,968	99.6007	1,87,983	0.3993	1

Item 2 of Notice stands **PASSED** with the requisite majority.

**III) Item No.3 of the Notice (As an Special Resolution):**

**To fix and approve the managerial remuneration of Mr. Sunder G. Advani (DIN - 00001365) for the period of three years from March 1, 2025, to February 29, 2028, on his re-appointment as Chairman and Managing Director of the Company with effect from March 1, 2025**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/less voted
	Nos.	%age	Nos.	%age	Nos.
<b>Total votes through Remote e-voting and e-voting at meeting</b>	4,70,76,948	99.9999	4	0.0001	Nil

Item 3 of Notice stands **PASSED** with the requisite majority.

**IV) Item No. 4 of the Notice (As a Special Resolution):**

**To fix and approve the managerial remuneration of Mr. Haresh G. Advani (DIN - 00001358) as Executive Director, for the period of three years from March 1, 2025, to February 29, 2028, on his re-appointment as Executive Director of the Company with effect from March 1, 2025,**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/less voted
	Nos.	%age	Nos.	%age	Nos.
<b>Total votes through Remote e-voting and e-voting at meeting</b>	4,68,88,972	99.6007	1,87,980	0.3993	Nil

Item 4 of Notice stands **PASSED** with the requisite majority.

All the 4 (Four) Resolutions mentioned in the Notice of EGM dated November 14, 2024, as per the details mentioned above stand **PASSED** under Remote E-voting and E-voting conducted during the EGM with the requisite majority and hence **deemed to be passed/approved as on the date of the EGM.**

I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider, in respect of the votes cast through remote e-voting and e-voting conducted during the EGM by the Members of the Company. All other relevant records relating to remote e-voting and e-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

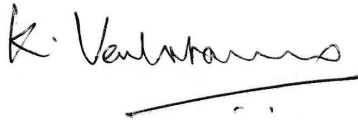
Yours faithfully,

**For BNP & Associates**

**Company Secretaries**

**[Firm Regn. No.: -P2014MH037400]**

**PR No.: -637/2019**



**K. Venkataraman**

**Partner**

**ACS No.: 8897**

**COP No. 12459**

**UDIN: A008897F003443438**

**Place: Mumbai**

**Date: December 20, 2024**

The following were the witnesses to the unblocking the votes cast through remote e-voting and e-voting at the AGM.



1. Ms. Amita Parmar



2. Mr. Rishi Jain

**I have received the report:**

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

**SUNDER GURDAS** Digitally signed by SUNDER  
GURDAS ADVANI  
Date: 2024.12.21 13:44:54  
+05'30'

**Signature**

Name: Mr. Sundar G. Advani

Designation: Chairman

(DIN: 00001365)

**Place:**

**Date: December 20, 2024**