



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013
read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear
Shareholder(s),

NOTICE, pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 3/2022 dated May 5, 2022, and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and all other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below for appointment of Mr. Satyan Shivkumar Israni (DIN: 01174081), as an Independent Director, be passed by the members of the Company (as on the Cut-off Date), is proposed to be passed through postal ballot process (the "Postal Ballot") only by way of remote e-voting ("e-voting"). An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA / depository participant(s) and whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Friday, December 1, 2023. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors has appointed CS B Narasimhan (FCS 1303), Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai, as Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and Secretarial Standard-2 issued by the Institute of Company Secretary of India, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with Datamatics Business Solutions Ltd, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address yet are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Wednesday, January 3, 2024. The e-voting facility will be disabled by the NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of Postal Ballot process will be announced within two working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice and communicated to National Stock Exchange of India Limited, BSE Limited, NSDL and shall also be displayed at the Company's Registered Office and website at <https://www.caravelabeachresortgoa.com/>.

Owned and operated by : **ADVANI HOTELS & RESORTS (INDIA) LIMITED**
(CIN: L99999MH1987PLC042891)

Registered Office : I8A & I8B, Jolly Maker Chambers – II, Nariman Point, Mumbai - 400021
Tel: (91-22) 22850101 Telefax: (91-22) 22040744| Website: www.caravelabeachresortgoa.com
EMAIL: cs.ho@advanihotels.com



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The remote e-voting period shall commence on Tuesday, December 5, 2024 at 9:00 A.M. (IST) to Wednesday, January 3, 2024 at 5:00 P.M. (IST) (both days inclusive). The resolution, if approved by the requisite majority, shall be deemed to have been passed on Wednesday, January 3, 2024, being the last date of remote e-voting.

PROPOSED RESOLUTION:

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MR. SATYAN SHIVKUMAR ISRANI (DIN: 01174081), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rule”), and Regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Mr. Satyan Shivkumar Israni (having DIN: 01174081 and ID Registration No.: IDDB-DI-202005-026655), who, based on recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Independent Director w.e.f. November 13, 2023 by the Board of Directors of the Company, and who meets the criteria for independence as required under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for appointment as a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years i.e. w.e.f. November 13, 2023 to November 12, 2028, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Place: Mumbai
Date: November 13, 2023**

**Vikram Soni
Company Secretary & Compliance Officer**

**Registered Office:
18A & 18B, Jolly Maker Chambers - II,
Nariman Point, Mumbai - 400021, Maharashtra
CIN: L99999MH1987PLC042891**

Notes:

1. The statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses are registered with the Company / RTA / Depository Participants, as on Friday, December 1, 2023 ("Cut-off Date"). In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot process. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The resolution, if passed by the requisite majority through Postal Ballot process, will be deemed to have passed on the last date specified for e-voting i.e., Wednesday, January 3, 2024. Further, resolution passed by the members through postal ballot process is deemed to have passed, as if it is passed at a General Meeting of the Members of the Company.
4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting through Postal Ballot process will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company's Registered Office and website www.caravelabeachresortgoa.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and the RTA.
5. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date of e-voting. Alternately, Members may also send their requests to cs.ho@advanihotels.com or investorsqry@datamaticsbpm.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the e-voting period of the postal ballot.
6. In accordance with the MCA Circulars, the Members are requested to take note of the following:
Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA by sending an email request to investorsqry@datamaticsbpm.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to investorsqry@datamaticsbpm.com or contact RTA at: 022-6671 2237.
7. Registration of e-mail address permanently with the Company / Depository Participant (DP): In respect of shares held in demat form, Members who have not registered their e-mail address are requested to register the same with their respective DP.
8. In respect of shares held in physical form, Members who want to register their email address will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from RTA's website at www.datamaticsbpm.com > RTA > Information for Shareholders > Download forms. The following details viz. PAN of all the shareholders, Address with PIN code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with self-attested supporting documents. The above forms in physical form along with supporting documents have to be sent to the RTA. In case such forms are sent through soft copy, the forms and documents should be e-signed required to be uploaded on the RTAs web portal, as per directions given on the portal. Those Members, who have already registered their email addresses, are requested to keep their email addresses validated with their DPs / RTA for all future communications.
9. E-voting:
 - (a) In compliance with Regulation 44 of the Listing Regulations and Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
 - (b) The e-voting period commences from Tuesday, December 5, 2024 at 9:00 A.M. (IST) and shall end on Wednesday, January 3, 2024 at 5:00 P.M. (IST) (both days inclusive). The e-voting will not be allowed beyond the aforesaid date



and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

(c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, December 1, 2023.

(d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. Friday, December 1, 2023, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

The instructions for e-voting are as follows:

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

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to the NSDL e-voting system





(A) Login method for e-voting and voting for individual shareholders holding securities in demat mode.

In terms of the SEBI circular dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all individual shareholders holding securities in demat mode 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 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	<p>A. NSdL ideAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘ideAS’ section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services section. 4. Click on ‘Access to e-Voting’ appearing under e-voting services and you will be able to see e-Voting page. 5. Click on options available against Company name or e-Voting service provider – NSdL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsdl.com b. Select ‘Register Online for ideAS’ Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. After getting yourself registered, please follow steps given in points 1-5

	<p>B. e-Voting website of NSdL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 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 need to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>C. NSdL mobile App</p> <p>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="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi / Easiest, they can login through their 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 and select New System Myeasi and then use your existing my easi username & password. 2. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	<ol style="list-style-type: none"> 1. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and you may click on login icon and then click New System Myeasi and then click on registration option. 2. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & e-mail address as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting 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	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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 toll free no.: 022 4886 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

A. Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.

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

1. Your User ID details are given below:

Manner of holding shares i.e. demat (NSDL or CDSL) or Physical	Your User id is:
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*****.
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*****.
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is TR***** and EVEN is 127013 then user ID is 127013TR*****.

1. 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.



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- 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 e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 13 of this Notice.
2. 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) Click on **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.
3. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
4. Now, you will have to click on 'Login' button.
5. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSdL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVSN' in which you are holding shares having voting cycle.
2. Select 'EVSN' of Company– 127013, for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to narasimhan.b8@gmail.com 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.



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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 'Downloads Section' of www.evoting.nsdl.com or call on toll free no.: 022 4886 7000 and 022 2499 7000 or send a request to Mr. Sanjeev Yadav, Senior Manager-NSDL at evoting@nsdl.co.in or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala, Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors at its meeting held on November 13, 2023, appointed Mr. Satyan Shivkumar Israni (DIN: 01174081), as an Additional Independent Director of the Company for a term of five (5) years w.e.f. November 13, 2023 to November 12, 2028 (both days inclusive), who shall hold office as an Additional Independent Director upto the date of ensuing Annual General Meeting of the Company. Further, pursuant to the provisions of Regulation 17(1C) read with Regulation 25 of the Listing Regulations, approval of shareholders shall be taken for appointment of a director within a period of 3 months from the date of appointment.

The Company has received:

- (i) consent in writing from Mr. Satyan Shivkumar Israni to act as an Independent Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Satyan Shivkumar Israni to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- (iv) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority; and
- (v) a notice in writing by a member proposing his candidature for appointment as director under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC"), on the basis of desired attributes as decided for the selection of the Independent Director(s), recommended the candidature of Mr. Satyan Shivkumar Israni for as Independent Director of the Company.

In the opinion of the Board, Mr. Satyan Shivkumar Israni, fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Satyan Shivkumar Israni's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Satyan Shivkumar Israni is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Satyan Shivkumar Israni is justified due to the following reasons:

Qualification:

- He is an Advocate enrolled with the Bar Council of Maharashtra & Goa;
- He is a Fellow Member of the Institute of Company Secretaries of India;
- He is Solicitor enrolled with the Solicitors Regulatory Authority of the Law Society, United Kingdom.

Professional Experience and Achievements:

- He has been practicing as a Lawyer for more than 22 years in the field of business, corporate, commercial, securities and property laws and is the Managing Partner of M/s. SD Israni Law Chambers.
- He is director on the Boards of various companies and is also a legal advisor to several Indian and international corporates.
- He had deep knowledge and expertise in Business and Risk Management, strategy, governance, marketing, environment and sustainability.
- He is a Fellow Member of the Institute of Company Secretaries of India and also a Solicitor of the Supreme Court of England and Wales.



- He holds Masters Degree in Law from the University of Mumbai where he stood first in the subject – Law of International Business Transactions. Recently, he has attained a certification with Honours in a course on Financial Markets from the Yale University, USA.
- He has also attained certification in Fintech Law and Policy from the Duke University, USA. Besides holding a Diploma in Cyber Laws, he also holds certifications in the field of Intellectual Property Laws from the World Intellectual Property Organisation.
- He regularly writes articles on various legal topics like Company Law, Blockchain and Arbitration. He has recently contributed to the publication released by the Centre of Excellence of the ICSI called “Handbook on Arbitration – A Practical Guide for Professionals”.
- He has been a visiting faculty / guest speaker at several reputed institutes including Government Law College, Mumbai, Symbiosis Law School, Pune, WIRC of the ICAI, WIRC of the ICSI, KC Law College, Mumbai and the Institute of Directors. He has been the Chief Examiner, Paper Setter and Moderator of the University of Mumbai for the LLB examinations.

Further, Mr. Satyan Shivkumar Israni has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Satyan Shivkumar Israni has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further he has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Advani Hotels & Resorts (India) Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's Registered Office during normal business hours on all working days from the date of dispatch of the notice up to the last date of e-voting, i.e. January 3, 2024.

The profile and specific areas of expertise of Mr. Satyan Shivkumar Israni and other relevant information as required under the Act, Listing Regulations and SS-2 are provided as Annexure 1 attached to this notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Satyan Shivkumar Israni as Independent Director of the Company for a term up to five (5) years from November 13, 2023 to November 12, 2028, who shall not be liable to retire by rotation, as a special resolution as set out at item no.1.

Mr. Satyan Shivkumar Israni, being an appointee and his relatives, none of the other director, key managerial personnel or their relatives, interested or concerned, financially or otherwise, in the aforesaid resolution.

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

**Place: Mumbai
Date: November 13, 2023**

**Vikram Soni
Company Secretary & Compliance Officer**

**Registered Office:
18A & 18B, Jolly Maker Chambers - II,
Nariman Point, Mumbai, Maharashtra, 400021**



VARCA, GOA

ANNEXURE - 1

INFORMATION OF DIRECTOR BEING PROPOSED TO BE APPOINTED AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETINGS” IS GIVEN BELOW:

Name of Director	Mr. Satyan Shivkumar Israni (DIN: 01174081)
Date of first Appointment on the Board	November 13, 2023
Age	46 Years
Qualification	As detailed in the explanatory statement.
Experience (including expertise in specific functional area) / Brief Resume	He has been practicing as a Lawyer for more than 22 years in the field of business, corporate, commercial, securities and property laws and is the Managing Partner of M/s. SD Israni Law Chambers.
Terms and conditions of appointment	Appointed as an Independent Director for a period of 5 consecutive years, not liable to retire by rotation.
List of other Directorships	1) Modern India Limited 2) Getsellgo Private Limited 3) Mantra Data Centers Private Limited
Number of Listed Entities from which person has resigned in past three years	Nil
*Chairmanship / Membership of Committees of other companies	Chairmanship: Nil; Membership: Nil
No. of Equity Shares held in the Company as on March 31, 2023	Nil
Inter-se relationship between the Board Members / Key Managerial Personnel / Manager of the Company	Nil
No. of Board meetings attended during the Financial Year 2022 - 2023	It is proposed to appoint Mr. Satyan Shivkumar Israni as Director for first term on the Board and hence, these details are not applicable.
Remuneration sought to be paid	Sitting fees as approved and commission as may be decided by the Board from time to time.
Remuneration last drawn (including sitting fees, Commission, if any)	Nil
Summary of Performance Evaluation / Justification for choosing the appointees for appointment as Independent Director	As detailed in the explanatory statement.

*Committee Chairmanship / Membership includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Company (whether listed or not) are considered.