

**ORAVEL STAYS LIMITED**  
**CIN: U63090GJ2012PLC107088**

**Registered office: Ground Floor-001, Mauryansh Elanza, Shyamal Cross Road, Near Parekh Hospital, Satelite, Ahmedabad, Gujarat - 380015, India**

**Corporate office: 4<sup>th</sup> Floor, Spaze Palazo, Sector 69, Gurugram, Haryana 122001 India**  
**Phone: 079-41005020 & 0124-4487253 | Email: secretarial@oyorooms.com | www.oyorooms.com**

**POSTAL BALLOT NOTICE**

(Notice pursuant to 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 from time to time)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("Act") including Rules made thereunder ("Rules"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") read with the circulars issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars") for holding general meetings / conducting postal ballot process through e-voting, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations. The Resolutions, as appended below, are proposed to be passed by the Members via Postal Ballot through remote e-voting. The Company is using the remote e-voting facility provided by the Registrar and Transfer Agent of the Company i.e. MUFG Intime India Private Limited [formerly known as Link Intime India Private Limited] ("RTA") and, in accordance with the MCA Circulars, the Notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company / Registrar & Transfer Agent / Depositories as on **Friday, October 24, 2025** ("cut-off date"). Accordingly, hard copy of the Postal Ballot notice will not be sent to the Members and Members are required to communicate their assent or dissent through the remote e-voting system only. Postal Ballot notice will also be available on the Company's website [www.oyorooms.com](http://www.oyorooms.com), and website of the RTA at [instavote.linkintime.co.in](http://instavote.linkintime.co.in).

The detailed explanatory statement under Section 102 of the Act setting out the material facts relating to the resolutions are provided below:

**SPECIAL BUSINESSES:**

**1. TO ALTER AND INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, (including any statutory modification(s), amendments or re-enactment(s), thereof for the time being in force) ("Act"), and in accordance with the enabling provisions of the articles of association of the Company, the consent of the shareholders be and is hereby accorded to increase and alter the authorised share capital of the Company from INR 24,31,13,59,300/- (Indian Rupees Twenty Four Hundred and Thirty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) consisting of:

- a) 17,00,00,00,000 (One Thousand Seven Hundred Crore) Equity Shares of INR 1/- (Indian Rupee One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupee One only) each;

- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m) 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- n) 73,00,00,000 (Seventy Three Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each.

to INR 24,33,13,59,300/- (Indian Rupees Twenty Four Hundred and Thirty Three Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) consisting of:

- a) 17,00,00,00,000 (One Thousand Seven Hundred Crore) Equity Shares of INR 1/- (Indian Rupee One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupee One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;

- m) 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- n) 73,00,00,000 (Seventy Three Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- o) 10,00,000 (Ten Lakh) Bonus A Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- p) 10,00,000 (Ten Lakh) Bonus B Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each.

**RESOLVED FURTHER THAT** pursuant to Section 4 and 13 and other applicable provisions of the Companies Act 2013, consent of the shareholders be and is hereby accorded for altering and substituting the existing clause V of the Memorandum of Association of the Company by the following clause:

V. The Authorised Share Capital of the Company is INR 24,33,13,59,300/- (Indian Rupees Twenty Four Hundred and Thirty Three Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) divided into:

- a) 17,00,00,00,000 (One Thousand Seven Hundred Crore) Equity Shares of INR 1/- (Indian Rupee One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupee One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m) 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- n) 73,00,00,000 (Seventy Three Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- o) 10,00,000 (Ten Lakh) Bonus A Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- p) 10,00,000 (Ten Lakh) Bonus B Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each.

**RESOLVED FURTHER THAT** the shareholders are hereby informed that the aforesaid increase in the authorised share capital is in addition to the earlier increase in the authorised share capital, as already approved by the Board and the shareholders of the Company in their respective meetings held on August 27,

2025 and September 26, 2025, which was undertaken as part of the Company's preparations for its proposed Initial Public Offering (IPO) and to accommodate other capital/fund raising transactions.

**RESOLVED FURTHER THAT** to give effect to the above resolution, any of the Director, General Counsel, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all the required documents including but not limited to making applications and returns and filing of all such forms with relevant governmental authorities and all others acts which are required for the purpose of giving effect to the aforesaid resolution along with the filing of necessary E-form(s) with the Registrar of Companies, Ahmedabad, Gujarat, India.

**RESOLVED FURTHER THAT** any of the Directors, Manager, General Counsel, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

**2. APPROVAL TO ISSUE BONUS COMPULSORILY CONVERTIBLE PREFERENCE SHARES TO THE EXISTING HOLDERS OF EQUITY SHARES 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 55, 63 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, (including any statutory modification(s), amendments or re-enactment(s), thereof for the time being in force) ("Act"), Foreign Exchange Management Act, 1999, as amended and other applicable law, in accordance with the memorandum and articles of association of the Company, the relevant provision of the Shareholders' Agreement dated July 29, 2019, as amended from time to time, and subject to such approvals, consents and permissions as may be required, the consent of the Shareholders be and is hereby accorded for capitalizing the free reserves, securities premium account or other permissible account of the Company, each standing as at March 31, 2025, as may be considered necessary by the Board for the purpose of issuance and allotment of fully paid-up Bonus Compulsorily Convertible Preference Share ("Bonus CCPS"), having a face value of INR 10 (Indian Rupees Ten), credited as fully paid-up, to the eligible shareholders of the Company holding equity Shares and/or whose names appear in the register of members and/or beneficial owners' position of the Company, as on **Friday, October 24, 2025** ("Record Date"), in the ratio of 6000:1, i.e., 1 (one) Bonus CCPS for every 6000 (six thousand) existing Equity Shares.

**RESOLVED FURTHER THAT** the terms and conditions of the Bonus CCPS, as outlined in **Annexure A** be and are hereby approved.

**RESOLVED FURTHER THAT** the Bonus CCPS proposed to be issued as bonus shares shall, inter-alia, have the following characteristics set out below:

<b>Sr. No</b>	<b>Particulars</b>	<b>Characteristics of Bonus CCPS</b>
1.	The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares.	<u>Preferential Dividend:</u> The Bonus CCPS are issued at a non-cumulative preferential dividend rate of 0.01% (Zero point Zero One per cent) per annum. In addition, subject to applicable law, the holders of Bonus CCPS will be entitled to

<b>Sr. No</b>	<b>Particulars</b>	<b>Characteristics of Bonus CCPS</b>
		<p>dividend on an as-if-converted basis with the holders of Equity Shares of the Company. Notwithstanding the above, the Bonus CCPS Dividend shall be due only when declared by the Board</p> <p>Repayment of Capital: Pari passu rights with the equity shares of the Company.</p>
2.	Voting Rights	The holders of Bonus CCPS shall be entitled to receive notice and attend all meetings of the Shareholders of the Company and will be entitled to such voting rights, as may be permissible under Applicable Law, assuming at all times that each Bonus CCPS shall convert at such ratio as prescribed under point no.6 below.
3.	Participation in surplus funds	Only to the extent mentioned in Serial No. 1 above.
4.	Participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.	Only to the extent mentioned in Serial No. 1 above.
5.	Payment of dividend on cumulative or non-cumulative basis	Non-cumulative basis
6.	Conversion into equity shares	<p>(a) Each Bonus CCPS shall be convertible into 1 (one) equity share ("Default Bonus Conversion Ratio").</p> <p>(b) However, the holders of Equity Shares will have the ability to opt for a different conversion ratio which will be based on the achievement/ non-achievement of the Milestone, whereby each Bonus CCPS shall: (i) be convertible in the ratio of 1:1109, whereby 1 (one) Bonus CCPS will be convertible into 1109 (one thousand and one hundred nine) Equity Shares upon achievement of the Milestone ("Milestone Achievement Ratio"); or (ii) be convertible in the ratio of 1:0.10 whereby 1 Bonus CCPS will convert into 0.10 (zero point one zero) Equity Shares upon non-achievement of the Milestone ("Milestone Non-Achievement Ratio") (such option, the "Milestone Based Option").</p>

Sr. No	Particulars	Characteristics of Bonus CCPS
		<p>All holders of Equity Shares who have not elected for the Milestone Based Option, in accordance with the notification requirement, as specified below, and whose Bonus CCPS will be subject to the Default Bonus Conversion Ratio, will be referred to as the "Class A Bonus CCPS Holders". All holders of Bonus CCPS who have elected for the Milestone Based Option and whose Bonus CCPS will be subject to either the Milestone Achievement Ratio or Milestone Non-Achievement Ratio, will be referred to as the "Class B Bonus CCPS Holders".</p> <p>No fractional Equity Shares shall be issued upon conversion of Bonus CCPS, and the number of Equity Shares to be issued in the aggregate upon conversion of the Bonus CCPS, shall, if the resultant Equity Shares are less than 1 (one), be rounded up to a whole number, else the same will be rounded to the nearest whole number.</p> <p>For the purposes of the above, "Milestone" means "Appointment of the Bankers during the financial year 2025-26 in connection with any proposed initial public offering of the Company."</p> <p><b>Notification Requirement:</b> Each of the holders of Equity Shares shall notify the Company in writing of its election with respect to the Milestone Based Option on or within three (3) <i>working</i> days from the date of dispatch of Postal Ballot Notice ("Notification Date") by way of a duly filled election letter in the format included herein. In the event that a holder of Equity Shares does not opt for the Milestone Based Option as set out above by the Notification Date, then, the Bonus CCPS held by such holder shall be convertible at the Default Bonus Conversion Ratio and such holder will be classified as a Class A Bonus CCPS Holder. In the event the holders of Equity Shares elect to opt for the Milestone Based Option, then such holders of Equity Shares shall be required to provide an intimation to the Company on or before the Notification Date in this respect in the format set forth in Annexure B.</p>

Sr. No	Particulars	Characteristics of Bonus CCPS
		<p>Notwithstanding the foregoing, the holders of Equity Shares that hold more than 1% (one percent) of the equity share capital of the Company on a fully diluted basis shall be entitled to have the right to select different conversion ratios for different portions of the Bonus CCPS that will be issued to them.</p> <p>The Bonus CCPS shall be converted in accordance with Annexure A.</p>
7.	Redemption of preference shares	The Bonus CCPS cannot be redeemed. In lieu of redemption, the Bonus CCPS shall be compulsorily convertible.

**RESOLVED FURTHER THAT** no holder of Equity Shares shall be entitled to a fraction of a Bonus CCPS, or resultant equity share as a result of implementation of this resolution and no certificate or coupon, or cash shall be issued for fraction of Bonus CCPS, or resultant equity shares and the fractional entitlement if any, shall be rounded down to the next whole number and the holders of less than 6,000 (six thousand) Equity Shares of the Company shall not be entitled to any Bonus CCPS.

**RESOLVED FURTHER THAT** pursuant to the rights attached to the Compulsorily Convertible Preference Shares (CCPS) and Compulsorily Convertible Cumulative Preference Shares (CCCPs) of the Company ("Series A CCPS, Series A1 CCCPS, Series B CCCPS, Series C CCCPS, Series C1 CCCPS, Series D CCCPS, Series D1 CCCPS, Series E CCCPS, Series F CCCPS, Series F1 CCCPS, Series F2 CCCPS and Series G CCCPS", collectively referred to as "Series A CCPS to Series G CCCPS"), as set out in the Articles of Association of the Company and the Shareholders' Agreement dated July 29, 2019, as amended from time to time, the consent of the shareholders be and is hereby accorded that in respect of those holders of Series A CCPS to Series G CCCPS from whom a written waiver for adjustment of the conversion ratio pursuant to the issuance of Bonus CCPS is received by the Company, no adjustment shall be made to the existing conversion ratio of their respective series of CCPS/CCCPs, and such series shall continue to be governed by the existing conversion terms without any change and in respect of those holders of Series A CCPS to Series G CCCPS who have not provided a waiver for adjustment, an appropriate adjustment shall be made to the conversion ratio of such CCPS/CCCPs, immediately upon the issuance and allotment of the Bonus Compulsorily Convertible Preference Shares ("Bonus CCPS") in such a manner that the holders of such CCPS/CCCPs shall be entitled to receive such number of equity shares that they would have been entitled to receive immediately after the issuance and allotment of such Bonus CCPS, based on the ratio applicable to the Bonus CCPS issued under the Default Bonus Conversion Ratio.

**RESOLVED FURTHER THAT** consent of the shareholders be and is hereby accorded to make appropriate adjustments as a consequence of issuance and allotment of aforesaid Bonus CCPS to:

- a) the Employees' Stock Option as on the Record Date (including both vested and unvested options);
- b) the number of options available for grant (including lapsed or forfeited options) in the ESOP Pool as on the Record Date; and
- c) the exercise price of such options, if required.

**RESOLVED FURTHER THAT** the Bonus CCPS will be credited to the respective demat accounts of the Class A Bonus CCPS Holders and Class B Bonus CCPS Holders (as the case may be), and in the event that any holder has not opened a demat account, the Bonus CCPS shall be held in abeyance until such holder opens a demat account and requests the Company to credit the Bonus CCPS into their account as Class A Bonus CCPS Holder or Class B Bonus CCPS Holder (as the case may be).

**RESOLVED FURTHER THAT** the Board be and are hereby severally authorised to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto and the Board's decision in this regard shall be final and binding and to sign, submit and file such form, returns, declaration, undertakings and such other documents under the Foreign Exchange Management Act, 1999 or with such other regulatory authority(ies) as may be applicable and to do all acts incidental and ancillary to give effect to the resolution for and on behalf of the Company.

**RESOLVED FURTHER THAT** any of the Directors, Manager, General Counsel, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

### **3. APPROVAL FOR ISSUANCE OF SWEAT EQUITY SHARES**

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolution**:

#### **a) Issuance of Sweat Equity Shares to Mr. Troy Matthew Alstead, Independent Director**

**"RESOLVED THAT** pursuant to the provisions of Sections 54 and other applicable provisions of the Companies Act, 2013, read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014, Schedule V to the Companies Act, 2013 (including any statutory modification(s), amendments or re-enactment(s), thereof for the time being in force) ("Act"), the Foreign Exchange Management Act, 1999, and other applicable laws, in accordance with the memorandum and articles of association of the Company, the relevant provision of the Shareholders' Agreement dated July 29, 2019, as amended from time to time and subject to such approvals, consents and permissions as may be required, the consent of the shareholders be and is hereby accorded to issue and allot up to 23,73,384 (Twenty Three Lakh Seventy Three Thousand Three Hundred Eighty Four) fully paid-up equity shares of face value INR 1/- (Rupee One only) each, as Sweat Equity Shares, to Mr. Troy Matthew Alstead (DIN: 08736307), Independent Director of the Company in consideration of the value addition and professional contribution made by him, based on the valuation report of the registered valuer and on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, and that the appropriate adjustment for the bonus issuance in the ratio of 1:1, as approved by the Board of Directors and shareholders at their respective meetings held on August 27, 2025 and September 26, 2025, shall be duly made in relation to the aforesaid issuance of Sweat Equity Shares.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, 198, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the rules, regulations, directions, and notifications issued thereunder, the Foreign Exchange Management Act, 1999, and other applicable laws (including any amendments or re-enactments thereof), and the applicable provisions of the Articles of Association of the Company, and on the recommendation of the Nomination & Remuneration Committee and

the Board of Directors, and subject to all necessary approvals, if any, the consent of the shareholders be and is hereby accorded to approve the payment of remuneration to Mr. Troy Matthew Alstead (DIN: 08736307), Independent Director of the Company, for his value addition and professional contribution, by way of allotment of 47,46,768 (Forty Seven Lakh Forty Six Thousand Seven Hundred Sixty Eight) equity shares as Sweat Equity (including 1:1 bonus issuance adjustment), over and above the remuneration earlier approved.

**RESOLVE FURTHER THAT** such issuance being considered as part of the managerial remuneration of Mr. Alstead, and in compliance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Equity Shares to be issued shall rank pari-passu with the existing Equity Shares of the Company and shall be subject to lock in for a period of 3 years from the date of allotment.

**RESOLVED FURTHER THAT** to give effect to the above resolution, any of the Director, Manager, General Counsel, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all the required documents including but not limited to making applications and returns and filing of all such forms with relevant governmental authorities and all others acts which are required for the purpose of giving effect to the aforesaid resolution along with the filing of necessary E-form(s) with the Registrar of Companies, Ahmedabad, Gujarat, India.

**RESOLVED FURTHER THAT** any of the Directors, Manager, General Counsel, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

**b) Issuance of Sweat Equity Shares to Mr. William Steve Albrecht, Independent Director**

**"RESOLVED THAT** pursuant to the provisions of Sections 54 and other applicable provisions of the Companies Act, 2013, read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014, Schedule V to the Companies Act, 2013 (including any statutory modification(s), amendments or re-enactment(s), thereof for the time being in force) ("Act"), the Foreign Exchange Management Act, 1999, and other applicable laws, in accordance with the memorandum and articles of association of the Company, the relevant provision of the Shareholders' Agreement dated July 29, 2019, as amended from time to time and subject to such approvals, consents and permissions as may be required, the consent of the shareholders be and is hereby accorded to issue and allot up to 23,73,384 (Twenty Three Lakh Seventy Three Thousand Three Hundred Eighty Four) fully paid-up equity shares of face value INR 1/- (Rupee One only) each, as Sweat Equity Shares, to Mr. William Steve Albrecht (DIN: 08742229), Independent Director of the Company in consideration of the value addition and professional contribution made by him, based on the valuation report of the registered valuer and, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, and that the appropriate adjustment for the Bonus Issuance in the ratio of 1:1, as approved by the Board of Directors and shareholders at their respective meetings held on August 27, 2025 and September 26, 2025, shall be duly made in relation to the aforesaid issuance of Sweat Equity Shares.

**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the rules, regulations, directions, and notifications issued thereunder, the Foreign Exchange Management Act, 1999, and other applicable laws (including any amendments or re-enactments thereof), and the applicable provisions of the Articles of Association of the Company, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and subject to all necessary approvals, if any, the consent of the Shareholders be and is hereby

accorded to approve the payment of remuneration to Mr. William Steve Albrecht (DIN: 08742229), Independent Director of the Company, for his value addition and professional contribution, by way of allotment of 47,46,768 (Forty Seven Lakh Forty Six Thousand Seven Hundred Sixty Eight) equity shares as Sweat Equity (including 1:1 bonus issuance adjustment), over and above the remuneration earlier approved.

**RESOLVE FURTHER THAT** such issuance being considered as part of the managerial remuneration of Mr. Albrecht, and in compliance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Equity Shares to be issued shall rank pari-passu with the existing Equity Shares of the Company and shall be subject to lock in for a period of 3 years from the date of allotment.

**RESOLVED FURTHER THAT** to give effect to the above resolution, any of the Director, Manager, General Counsel, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all the required documents including but not limited to making applications and returns and filing of all such forms with relevant governmental authorities and all others acts which are required for the purpose of giving effect to the aforesaid resolution along with the filing of necessary E-form(s) with the Registrar of Companies, Ahmedabad, Gujarat, India.

**RESOLVED FURTHER THAT** any of the Directors, Manager, General Counsel, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

By order of the Board  
For **Oravel Stays Limited**

**Sd/-**  
**Shivam Kumar**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No: A37514**  
Date: October 28, 2025  
Place: Gurugram

**Notes:**

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those shareholders of the Company ("Shareholders") whose names appear on the Register of Members/ List of Beneficial Owners maintained by Depositories as on **Friday, October 24, 2025** ("Cut-Off Date") and whose e-mail address are registered with the Depositories or RTA. The physical copies of this Postal Ballot Notice along with postal ballot form(s) and pre-paid business reply envelope(s) are not being sent to the Shareholders. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.

Members who have not registered their E-mail IDs should follow the instructions given below. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on the said Cut-off date are entitled to vote on the resolutions set forth in this Postal Ballot Notice.

3. The remote e-voting shall commence on Thursday, October 30, 2025 from 9:00 A.M. (IST) onwards. Members are requested to cast their vote through the remote e-voting at any time before Friday, November 28, 2025 at 5:00 P.M. (IST) (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter.
4. Once the vote on a resolution(s) is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
5. The voting rights of the Members shall be in proportion to their shareholding on the fully diluted basis as on the cut-off date. In case of joint holders, only such joint holder who is first in the order of names will be entitled to do e-voting on the resolution included in the Postal Ballot Notice.
6. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
7. Members may note that the Postal Ballot Notice will be available on the Company's website at [www.oyorooms.com](http://www.oyorooms.com) and the website of M/s. MUFG Intime India Pvt. Ltd., i.e. <https://instavote.linkintime.co.in/>.
8. The Company has engaged the services of RTA as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
9. The Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht (Mem. No. F8488 & CoP No. 13700), Managing Partner, failing him Mr. Parveen Kumar, (Mem. No. F10315 & CoP No. 13411), Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500, Peer Review Certificate No. 6189/2024), as the Scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The Scrutinizer has consented to act as such and will oversee the process.
10. The Scrutinizer shall, after the conclusion of the remote e-voting on Friday, November 28, 2025 at 5:00 P.M. (IST), unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer's report within the prescribed time.

Such report shall contain details of the total votes cast in favour or against, if any, and shall be submitted to the Chairman or any person authorised by the Chairman, who shall countersign the same and declare the result of Postal Ballot forthwith.

11. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, November 28, 2025, subject to receipt of the requisite number of votes in favour of the resolution.
12. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorised by him. The results of voting will be announced on or before Monday, December 1, 2025, and will be displayed on the Company's website at [www.oyorooms.com](http://www.oyorooms.com), on the website of the voting agency, and on the Notice Board of the Company at its Registered Office and Corporate Office immediately after the Chairman or a person authorized by him in writing declares the result.
13. A Member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy of the Board Resolution / Authority letter authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at [secretarial@oyorooms.com](mailto:secretarial@oyorooms.com) or physical copy at the registered office of the Company.
14. All the material documents referred to in the explanatory statement, shall be available for inspection for Members through electronic mode during office hours from October 30, 2025 to November 28, 2025, basis the request being sent on [secretarial@oyorooms.com](mailto:secretarial@oyorooms.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
15. The procedure for e-voting is as under

#### **REMOTE EVOTING INSTRUCTIONS:**

In terms of applicable provisions of law(s), 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 correctly in their demat accounts to access remote e-Voting facility.*

#### **Login method for Individual shareholders holding securities in demat mode:**

##### **Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - NSDL IDeAS facility**

##### **Shareholders registered for IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



**METHOD 2 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 3 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders registered with CDSL Easi/ Easiest facility**

**METHOD 1 - CDSL Easi/ Easiest facility:**

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cDSLindia.com/myeasitoken/Home/Login> or [www.cDSLindia.com](http://www.cDSLindia.com) & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting

link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

**METHOD 2 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP to InstaVote**

**Shareholders registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.	
Shares held in physical form	User ID is Event No + Folio no. registered with the Company	

#### Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "**Sign Up**" under 'SHARE HOLDER' tab & register with details as under:
  1. User ID: Enter User ID
  2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
  4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - o Shareholders holding shares in **NSDL form**, shall provide 'point 4' above
    - o Shareholders holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
  5. Set the password of your choice. (The password should contain minimum 8 characters, at least one special Character (!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter).
  6. Enter Image Verification (CAPTCHA) Code.
  7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

#### STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

### **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

#### **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.

- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### **Helpdesk:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **Forgot Password:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

#### **General Instructions - Shareholders**

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**1. TO ALTER AND INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY.**

The shareholders are informed that, as a part of the Company's preparations for its proposed Initial Public Offering (IPO) and in order to accommodate other capital fund raising transactions, the Board and the shareholders of the Company, in their respective meetings held on August 27, 2025 and September 26, 2025, has already approved an increase in the Company's authorised share capital from INR 16,31,13,59,300/- (Indian Rupees Sixteen Hundred and Thirty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) to INR 24,31,13,59,300/- (Indian Rupees Twenty Four Hundred and Thirty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only). This increase was primarily undertaken to support the proposed IPO and other related capital structure matters.

Now, the Company proposes to further increase in its authorised share capital to accommodate the proposed bonus issuance to existing equity shareholders of the Company.

At present, the authorised share capital of the Company of INR 24,31,13,59,300/- (Indian Rupees Twenty Four Hundred and Thirty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) consisting of:

- a) 17,00,00,00,000 (One Thousand Seven Hundred Crore) Equity Shares of INR 1/- (Indian Rupee One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupee One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m) 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- n) 73,00,00,000 (Seventy Three Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each.

and issued, subscribed and paid up capital as on October 9, 2025 is INR 8,94,33,11,248/- (Indian Rupees Eight Hundred Ninety Four Crore Thirty Three Lakh Eleven Thousand Two Hundred Forty Eight Only) consisting of:

- a) 3,47,34,23,838 (Three Hundred Forty Seven Crore Thirty Four Lakh Twenty Three Thousand Eight Hundred Thirty Eight) Equity Shares of INR 1/- (Indian Rupee One only) each;
- b) 80,160 (Eighty Thousand One Hundred Sixty) Series A Fully and Compulsorily Convertible Preference Shares of INR 1/- (Indian Rupee One only) each;
- c) 1,03,679 (One Lakh Three Thousand Six Hundred Seventy Nine) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 94,376 (Ninety Four Thousand Three Hundred Seventy Six) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,62,049 (One Lakh Sixty Two Thousand Forty Nine) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,04,600 (One Lakh Four Thousand Six Hundred) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 3,22,790 (Three Lakh Twenty Two Thousand Seven Hundred Ninety) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 8,727 (Eight Thousand Seven Hundred Twenty Seven) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 1,37,000 (One Lakh Thirty Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,43,750 (One Lakh Forty Three Thousand Seven Hundred Fifty) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 800 (Eight Hundred) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- l) 54,59,02,954 (Fifty Four Crore Fifty Nine Lakh Two Thousand Nine Hundred Fifty Four) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each.

It is therefore proposed to increase the authorised share capital of the Company to INR 24,33,13,59,300/- (Indian Rupees Twenty Four Hundred and Thirty Three Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) consisting of:

- a) 17,00,00,00,000 (One Thousand Seven Hundred Crore) Equity Shares of INR 1/- (Indian Rupee One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupee One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;

- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m) 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- n) 73,00,00,000 (Seventy Three Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- o) 10,00,000 (Ten Lakh) Bonus A Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- p) 10,00,000 (Ten Lakh) Bonus B Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each.

The aforesaid alteration of the Authorised Share Capital will also require consequential amendment to the capital clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the increase and alteration in the existing authorised share capital of the Company requires the approval of the shareholders of the Company.

A copy of draft of proposed Memorandum of Association is enclosed with this Notice as "**Annexure-1**" for perusal by the shareholders.

None of the Directors and key managerial personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

The Board of Directors recommends the aforesaid resolution as set out in item no. 1 for approval of the Shareholders by way of an **Ordinary Resolution**.

## **2. APPROVAL TO ISSUE BONUS COMPULSORILY CONVERTIBLE PREFERENCE SHARES TO THE EXISTING HOLDERS OF EQUITY SHARES OF THE COMPANY**

The shareholders are informed that the Board of Directors at their meeting held on September 19, 2025, recommended the issuance of bonus shares in proportion of 6000:1, i.e., 1 (one) bonus compulsorily convertible preference shares ("**Bonus CCPS**") for every 6000 (six thousand) existing equity shares of nominal value of INR 1 (Indian Rupees One) each with each Bonus CCPS having a face value of INR 10 (Indian Rupees Ten), capitalised out of the free reserve, securities premium account, other permissible account of the Company as at March 31, 2025, credited as fully paid up to every holder of equity shares of nominal value of INR 1 (Indian Rupees One) each of the Company ("**Equity Shares**") as of **Friday, October 24, 2025** ("**Record Date**").

No members shall be entitled to a fraction of a Bonus CCPS, or resultant equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of Bonus CCPS or resultant equity shares.

Pursuant to the Articles of Association of the Company and the Companies Act, 2013, and rules made thereunder, the credit of the securities premium account and bonus issue of the Bonus CCPS thereof, requires the approval of the members in a general meeting.

The Board of Directors is of the opinion that the aforesaid issue of Bonus CCPS, is in the best interest of the Company and hence recommends passing of the resolutions set out at as a Special Resolution.

Each Bonus CCPS shall be convertible into equity shares corresponding one (1) Equity Share (“**Default Bonus Conversion Ratio**”).

However, the holders of Equity Shares will have the ability to opt for a different conversion ratio which will be based on the achievement/ non-achievement of the Milestone, whereby each Bonus CCPS shall: (i) be convertible in the ratio of 1:1109, whereby 1 (one) Bonus CCPS will be convertible into 1109 (One Thousand One Hundred and Nine) Equity Shares upon achievement of the Milestone (“**Milestone Achievement Ratio**”); or (ii) be convertible in the ratio of 1:0.10 whereby 1 Bonus CCPS will convert into 0.10 (zero point one zero) Equity Shares upon non-achievement of the Milestone (“**Milestone Non-Achievement Ratio**”) (such option, the “**Milestone Based Option**”).

Notwithstanding the foregoing, the holders of Equity Shares that hold more than 1% (one percent) of the share capital of the Company on a fully diluted basis shall be entitled to have the right to select different conversion ratios for different portions of the Bonus CCPS that will be issued to them.

All holders of Equity Shares who have not elected for the Milestone Based Option and whose Bonus CCPS will be subject to the Default Bonus Conversion Ratio, will be referred to as the “**Class A Bonus CCPS Holders**”. All holders of equity shares who have elected for the Milestone Based Option and whose Bonus CCPS will be subject to either the Milestone Achievement Ratio or Milestone Non-Achievement Ratio, will be referred to as the “**Class B Bonus CCPS Holder**”.

No fractional shares shall be issued upon conversion of Bonus CCPS, and the number of equity shares to be issued in the aggregate upon conversion of the Bonus CCPS, shall be rounded up to the nearest whole number.

For the purposes of the above, “**Milestone**” means “Appointment of the Bankers during the financial year 2025-26 in connection with any proposed initial public offering of the Company.”

In the event that a holder of Equity Shares does not opt for the Milestone Based Option as set out above, then for such holder, the Default Bonus Conversion Ratio will apply with respect to the Bonus CCPS held by such holder.

**Notification Requirement:** To exercise the Milestone Based Option, each of the holders of Equity Shares shall notify the Company in writing of its election with respect to the Milestone Based Option on or before three (3) working days from the date of dispatch of Postal Ballot Notice (“**Notification Date**”). In the event that a holder of Equity Shares does not opt for the Milestone Based Option as set out above by the Notification Date, then, the Bonus CCPS that will be issued to such holder shall be convertible at the Default Bonus Conversion Ratio and such holder will be classified as a Class A Bonus CCPS Holder. In the event the holders of Equity Shares elect to opt for the Milestone Based Option, then such holders of Equity Shares shall be required to provide an intimation to the Company on or before the Notification Date in this respect in the format set forth in **Annexure B**.

The Bonus CCPS shall be converted in accordance with **Annexure A**.

None of the Directors and Key Managerial Personnel and/or their relatives are interested/concern either financial or otherwise in the said resolution except to the extent of their shareholding.

**A. Disclosures pursuant to provisions of Rule 9(3) of the Companies (Share Capital and Debenture) Rules, 2014:**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Description</b>
1	The size of the issue and number of preference shares to be issued and nominal value of each share	Up to 10,00,000 (Ten Lakh) Bonus CCPS of the Company of face value of INR 10 (Indian Rupees Ten Only) each.
2	Nature of shares	The Bonus CCPS shall be non-cumulative compulsorily convertible preference shares ("Bonus CCPS").
3	The objectives of the issues	Issue of Bonus CCPS aims to reward equity shareholders by distributing additional shares at no cost, enhancing stock liquidity and signaling robust company health without impacting cash reserves. This will also assist in rebalancing the capital structure and making the stock more accessible to a wider range of investors.
4	Manner of issue of shares	The Bonus CCPS issue is proposed to be undertaken to the holders of Equity Shares of the Company as of the Record Date.
5	The price at which such shares are proposed to be issued	Given that the issuance of the Bonus CCPS is being undertaken as a bonus issuance there is no consideration.
6	The basis on which the price has been arrived at	Not applicable as the issuance of the Bonus CCPS is being undertaken as a bonus issuance.
7	The terms of issue, including terms and rate of dividend on each share, etc.	As provided in the aforementioned Special Resolution.
8	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The Bonus CCPS being compulsorily convertible are not redeemable. The terms of conversion of Bonus CCPS are set out in <b>Annexure A</b> to this notice.
9	The manner and modes of redemption	The Bonus CCPS cannot be redeemed as they are compulsorily convertible.
10	The current shareholding pattern of the company	The details of the same is enclosed as <b>Annexure C</b> to this notice.
11	The expected dilution in equity share capital upon conversion of preference shares	The expected dilution shall be in the range of 0.025 to 0.035 % in equity share capital upon conversion of preference shares.

The issue of Bonus CCPS is subject to the approval of members as per the provision of Section 63, Section 55 and other applicable provisions of the Companies Act, 2013.

None of the Directors and key managerial personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

The Board of Directors recommends the aforesaid resolution as set out in item no. 2 for approval of the Shareholders by way of as a **Special Resolution**.

**3. APPROVAL FOR ISSUANCE OF SWEAT EQUITY SHARES**

The shareholders are informed that the Board of Directors at their meeting held on September 19, 2025, approved the proposal to issue up to 23,73,384 (Twenty Three Lakh Seventy Three Thousand Three Hundred Eighty Four) fully paid-up equity shares of face value INR 1/- (Rupee One only) each, as Sweat Equity Shares each to Mr. Troy Matthew Alstead (DIN: 08736307) and Mr. William Steve Albrecht (DIN: 08742229), Independent Directors of the Company, in recognition of their exceptional value creation and professional contribution to the growth and success of the Company (“**Proposed Issuance**”).

Further, it is clarified that appropriate adjustment for the Bonus Issuance in the ratio of 1:1, as approved by the Board and shareholders in their respective meetings held on August 27, 2025 and September 26, 2025, shall be duly made in relation to this proposed issuance.

The value of the Sweat Equity Shares (including 1:1 bonus issuance adjustment) issued to Mr. Alstead and Mr. Albrecht be treated as part of their managerial remuneration, in accordance with the applicable provisions of the Companies Act, 2013, and Schedule V, considering that the allotment is in lieu of the professional contribution made by them.

Details of the proposed issuance as below:

SI No.	Particular	Details
1	The total number of shares to be issued as sweat equity.	Up to 23,73,384 equity share of a face value of INR 1/- each to Mr. Alstead and Mr. Albrecht. The necessary adjustment of 1:1 bonus issuance will also be made in the proposed issuance of sweat equity shares.
2	Fair Value of share	INR 37.12 per share
3	The issue price at which the sweat equity shares are proposed to be issued.	INR 37.12 per share  <i>However the consideration for the proposed issuance of sweat equity shares shall be the non-cash (i.e. value of contributions made by Mr. William Steve Albrecht and Mr. Troy Matthew Alstead).</i>
4	Details of Consideration	The consideration for the proposed issuance of sweat equity shares shall be the non-cash value of contributions made by Mr. William Steve Albrecht and Mr. Troy Matthew Alstead, as determined by an independent valuation report.  The fair value of the contributions made by both the Directors has been assessed at INR 154.87 million each, as per the valuation report issued by the registered valuer. The said value shall be treated as the non-cash consideration for the proposed issuance of sweat equity shares.
5	The reasons or justification for the issue;	Mr. Troy Matthew Alstead and Mr. William Steve Albrecht have been associated with the Company since September 2021 as Independent Directors. Over this period, they have made significant contributions to the Company's governance, strategic direction,

		<p>and overall growth. Their deep industry experience and strategic insights have played a vital role in strengthening the Company's corporate framework and supporting its expansion initiatives.</p> <p>The proposed issuance of sweat equity shares to Mr. William Steve Albrecht and Mr. Troy Matthew Alstead is in recognition of their outstanding contributions and strategic leadership towards the growth and value creation of G6 Hospitality International Inc. ("G6"), incorporated in the U.S. a wholly owned subsidiary acquired by the Company during the financial year ended March 31, 2025.</p>												
6	The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation	<ul style="list-style-type: none"> <li>➤ The Sweat Equity Shares issued will be treated as a part of managerial remuneration for the purpose of applicable provisions of the Companies Act, 2013.</li> <li>➤ The Sweat Equity Shares shall be Lock-in for a period of three year from the date of allotment.</li> <li>➤ Valuation as per valuation report received from M/s Samarth Valuation Advisory LLP.</li> <li>➤ Equity Shares to be issued shall rank pari passu with existing shares.</li> </ul>												
7	The time period of association of such person with the company	Mr. Alstead and Mr. Albrecht both are Independent Directors of the Company from September 26, 2021.												
8	The names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and Key Managerial Personnel	<table border="1"> <tr> <td>Name of director</td> <td>Mr. Troy Matthew Alstead (DIN: 08736307)</td> <td>Mr. William Steve Albrecht (DIN: 08742229)</td> </tr> <tr> <td>Type of directorship</td> <td>Independent Director</td> <td>Independent Director</td> </tr> <tr> <td>Number of sweat equity shares to be issued</td> <td>23,73,384</td> <td>23,73,384</td> </tr> <tr> <td>Relationship with the promoter or/and Key Managerial Personnel</td> <td>Nil</td> <td>Nil</td> </tr> </table>	Name of director	Mr. Troy Matthew Alstead (DIN: 08736307)	Mr. William Steve Albrecht (DIN: 08742229)	Type of directorship	Independent Director	Independent Director	Number of sweat equity shares to be issued	23,73,384	23,73,384	Relationship with the promoter or/and Key Managerial Personnel	Nil	Nil
Name of director	Mr. Troy Matthew Alstead (DIN: 08736307)	Mr. William Steve Albrecht (DIN: 08742229)												
Type of directorship	Independent Director	Independent Director												
Number of sweat equity shares to be issued	23,73,384	23,73,384												
Relationship with the promoter or/and Key Managerial Personnel	Nil	Nil												
9	The ceiling on managerial remuneration, if any, be breached by issuance of such	Not Applicable.												

	sweat equity and how it is proposed to be dealt with	
10	Diluted Earning Per Share pursuant to the issue of sweat equity shares , calculated in accordance with the applicable accounting standards	As on June 30, 2025, Diluted Earning Per Share pursuant to the issue of sweat equity shares is INR 0.39 per share

The Board hereby affirm and confirm that the Company shall adhere to the accounting policies in respect of the treatment and disclosure of this issuance of Sweat Equity shares.

**A gist of the valuation report, along with its critical elements obtained for the proposed issuance, is as follows:**

The valuation report, prepared by Samarth Valuation Advisory LLP ("Valuer"), addresses the determination and certification of the fair value of value-additions attributed to the efforts and leadership of Mr. William Steve Albrecht and Mr. Troy Matthew Alstead, Independent Directors of the Company. The Company requested this valuation concerning its wholly owned subsidiary, G6, as the Directors' efforts were believed to be instrumental in delivering measurable value creation for G6. The purpose of the report is to assist the Board of Directors in issuing sweat equity shares to the Directors pursuant to Section 54 of the Companies Act, 2013. The Valuer employed the Discounted Cash Flow (DCF) method, specifically utilizing the With-Without Method to measure the intangible value of the Directors' contributions by comparing the equity value of G6 with their presence versus without their presence. The analysis concluded that the total Value of Contribution of the each of Independent Director in G6 is INR 154.87 million.

Details required under Secretarial Standards- II and Schedule V of the Companies Act, 2013 are enclosed as **Annexure-D** of the notice.

Except Mr. Alstead and Mr. Albrecht, none of the Directors, Key Managerial Personnel of the Company including their respective relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution as set out at Item No. 3 of the notice.

The Board of Directors recommends the aforesaid resolution as set out in item no. 3 for approval by the shareholders as a **Special Resolution**.

## Annexure A

FOR THE PURPOSE OF THIS ANNEXURE, UNLESS OTHERWISE SPECIFICALLY DEFINED HEREIN, ALL CAPITALISED TERMS SHALL HAVE THE SAME MEANINGS AS ASCRIBED TO THEM IN THE SHAREHOLDERS' AGREEMENT DATED JULY 29, 2019 (AS AMENDED FROM TIME TO TIME), ENTERED INTO BY THE COMPANY WITH ITS SHAREHOLDERS ("SHA").

The terms and conditions of the Bonus CCPS shall be as follows:

### 1. DIVIDEND RIGHTS

- 1.1. The Bonus CCPS are issued at a minimum preferential dividend rate of 0.01% (Zero point Zero One percent) per annum ("Bonus CCPS Preferential Dividend"). The Bonus CCPS Preferential Dividend is non-cumulative. Notwithstanding the above, the Bonus CCPS Preferential Dividend shall be due only when declared by the Board.
- 1.2. In addition to and after payment of the Bonus CCPS Preferential Dividend, each Bonus CCPS would be entitled to participate *pari passu* in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a pro-rata, as-if-converted basis.
- 1.3. No dividend or distribution shall be paid on any share of any class or series of the Company if and to the extent that as a consequence of such dividend or distribution any Bonus CCPS would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid in respect of any securities of an Indian company held by a non-resident under Laws (including without limitation, the Foreign Exchange Management Act, 1999).

### 2. CONVERSION OF THE BONUS CCPS

- 2.1. The Bonus CCPS shall be compulsorily convertible, in whole or part, without any further action of the holders thereof, into Equity Shares within the timelines set out in this Clause 2 of **Annexure A**, subject to the adjustments provided in this **Annexure A** and other terms and conditions of the SHA. It being clarified that the number of Equity Shares that shall be issued upon the conversion of the Bonus CCPS to a holder of Bonus CCPS, subject to the adjustments provided in this **Annexure A** and the SHA, shall be as set forth in Clause 2.2.1, i.e.: (i) 1 (one) Equity Share for every Bonus CCPS held by a Class A Bonus CCPS Holder; (ii) 1109 (one thousand one hundred and nine) Equity Shares for every Bonus CCPS held by a Class B Bonus CCPS Holder upon achievement of the Milestone; (iii) 0.10 (zero point one zero) Equity Shares for every Bonus CCPS held by a Class B Bonus CCPS Holder in the event the Milestone has not been met.
- 2.2. The Bonus CCPS held by the Class A Bonus CCPS Holders and Class B Bonus CCPS Holders, respectively, may be converted into Equity Shares at any time at the option of the holder of such Bonus CCPS at the Bonus CCPS Conversion Ratio then in effect. Notwithstanding the foregoing, the Bonus CCPS shall automatically be converted (if not already converted), at the Bonus CCPS Conversion Ratio then in effect, at the earlier of: (i) 1 (One) day prior to the expiry of 20 (Twenty) years from the date of allotment; or (ii) in connection with an IPO (or any subsequent IPO), prior to the filing of the UDRHP (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under applicable Laws.

2.3. The Bonus CCPS Conversion Ratio, in case of a Class B Bonus CCPS Holder shall, subject to the adjustments provided in this **Annexure A** and the SHA, stand finalized upon occurrence or non-occurrence of the Milestone.

#### 2.4. **Conversion Ratio**

2.4.1. Each Bonus CCPS shall be convertible into Equity Shares corresponding to either of the following ratios ("**Bonus CCPS Conversion Ratio**"):

- (a) 1 (one) Equity Share in case of a Class A Bonus CCPS Holder ("**Default Bonus Conversion Ratio**"); or
- (b) In case of a Class B Bonus CCPS Holder: (i) 1109 (one thousand one hundred and nine) Equity Shares upon achievement of the Milestone ("**Milestone Achievement Ratio**"); or (ii) 0.10 (zero point one zero) Equity Shares in the event the Milestone has not been met ("**Milestone Non-Achievement Ratio**").

#### 2.5. **Conversion Procedure**

2.5.1. The Company shall, as soon as practicable after the conversion of the Bonus CCPS in accordance with Clause 2.2 above, and in any event within 10 (ten) Business Days thereafter, issue duly executed irrevocable instructions to its depository participant to credit the number of Equity Shares issuable upon such conversion of the Bonus CCPS to the demat account of the relevant holder of the Bonus CCPS and provide certified copies of the same to the relevant holder of the Bonus CCPS.

2.5.2. Where such aggregate number of Equity Shares issuable upon conversion of the Bonus CCPS includes any fractional share, such fractional share shall if the resultant Equity Shares are less than 1 (one), be rounded up to a whole number, else the same will be rounded to the nearest whole number.

#### 2.6. **Anti-Dilution Adjustments**

The holders of Bonus CCPS shall not be entitled to any anti-dilution adjustment.

2.7. In the event that the Company undertakes any form of Capital Restructuring, the number of Equity Shares that each Bonus CCPS converts into and the Bonus CCPS Conversion Ratio shall be adjusted accordingly in a manner that the holders of the Bonus CCPS receive such number of Equity Shares that such holders of the Bonus CCPS would have been entitled to receive immediately after occurrence of any such Capital Restructuring had the conversion of the Bonus CCPS occurred immediately prior to the occurrence of such Capital Restructuring.

2.8. Notwithstanding anything contained elsewhere in this **Annexure A** or the SHA, the provisions of this **Annexure A** and in the SHA relating to conversion and payment of dividends in relation to the Bonus CCPS shall be subject to applicable Law including the provisions of the Act and the rules/regulations made thereunder. In the event that any provision in this **Annexure A** or the SHA contravenes any applicable Law, the Company and the parties to the SHA shall amend the relevant provision so as to confer upon the holders of Bonus CCPS the benefits originally intended under the relevant provision to the fullest extent permitted under applicable Laws.

### **3. VOTING RIGHTS OF THE BONUS CCPS**

The holders of the Bonus CCPS shall be entitled to voting rights as provided under applicable Laws. Each Bonus CCPS shall entitle the holder to the number of votes equal to the number of Equity Shares into which such Bonus CCPS could then be converted. For the purposes of this Clause 3, until the achievement of the Milestone, the Bonus CCPS held by the Class B Bonus CCPS Holders shall be deemed to have converted at the Milestone Non-Achievement Ratio.

### **4. GENERAL**

4.1. **No Impairment.** The Company shall not avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Bonus CCPS against impairment.

**“Milestone”** means “Appointment of the Bankers during the financial year 2025-26 in connection with any proposed initial public offering of the Company.”

**“Class A Bonus CCPS Holders”** means all holders of Bonus CCPS who have elected to convert their Bonus CCPS at the Default Bonus Conversion Ratio, and any transferees thereof.

**“Class B Bonus CCPS Holders”** means all holders of Bonus CCPS who have elected to convert their Bonus CCPS at the Milestone Achievement Ratio or the Milestone Non-Achievement Ratio.

## Annexure B

### ELECTION LETTER FOR BONUS CCPS CONVERSION OPTION

Date: [●], 2025

To,  
Company Secretary  
Oravel Stays Limited

#### **Subject: Election to Exercise Conversion Option in respect of Bonus CCPS**

I/We, being the shareholder(s)/beneficial owner(s)/authorised representative(s) of shareholder(s) of Oravel Stays Limited (the "Company"), acknowledge that pursuant to the proposed issuance of Bonus Compulsorily Convertible Preference Shares ("Bonus CCPS") in the ratio of 1 (One) Bonus CCPS for every 6,000 (Six Thousand) equity shares held as on the Record Date, as set out in the postal ballot notice dated October 24, 2025.

In accordance with the terms of issue, each shareholder is required to indicate its election between:

- **Option 1 - Default Conversion Ratio** → 1 (one) equity share for each Bonus CCPS.
- **Option 2 - Milestone Based Conversion Ratio** → 0.10 equity shares per Bonus CCPS if the Milestone is not achieved, and 1109 equity shares per Bonus CCPS if the Milestone is achieved.

For this purpose, I/We hereby submit this **Election Letter**, duly completed in the following parts:

- **Part A** - Shareholder Details
- **Part B** - Conversion Option
- **Part C** - Declarations
- **Part D** - Enclosures
- **Part E** - Submission

## Part A - Shareholder Details

Particulars	Details
Name of Shareholder / Entity	[●]
Category of Shareholder	Resident Individual / Non-Resident Individual / Company / LLP / Trust / FPI / Other
Nationality / Country of Incorporation	[●]
DP ID & Client ID / Folio No.	[●]
PAN (if applicable)	[●]
Passport No. (for foreign nationals)	[●]
Registered / Correspondence Address	[●]
Email ID & Mobile No.	[●]
No. of Equity Shares held as on Record Date	[●]

## Part B - Conversion Option (Please tick one)

### Option 1 - Default Bonus Conversion Ratio

Each Bonus CCPS = 1 (one) equity share.

### Option 2 - Milestone Based Conversion Ratio

Each Bonus CCPS =

0.10 equity shares (if Milestone not achieved), or  
1109 equity shares (if Milestone achieved).

## Part C - Declarations

1. I/We have read and understood the risks associated with the Milestone Based Conversion Ratio.
2. I/We confirm that this election is final, irrevocable, and binding.
3. I/We confirm compliance with FEMA, RBI and other applicable regulations (in case of non-resident shareholders).
4. I/We declare that all documents submitted by [me/us] are true, correct, and complete.

## Part D - Enclosures (Mandatory for Acceptance)

For Individual Shareholders:

1. Latest Client Master Report (not older than 7 days).

For Resident/Non-Resident Entities (Company/LLP/Trust/Fund/FPI etc.):

1. Board/Partner/Trustee Resolution authorising the signatory, if any.
2. KYC documents of Authorised Signatory.
3. Latest Client Master Report (not older than 7 days).

### Common to All:

1. In case the signature of any shareholder differs from the signature available on the PAN records, such signature shall be duly verified and attested by the concerned bank official, along with the bank's stamp/seal.

## Part E - Submission Process

1. Soft copy (scanned PDF) must be emailed to [secretarial@oyorooms.com](mailto:secretarial@oyorooms.com) with subject line: "*Bonus CCPS – Election Letter – [DP ID & Client ID]*"
2. Deadline of submission of conversion option: **within 3 business days** from Notification Date as defined in the explanatory statement.
3. Incomplete, incorrect, delayed submissions, or emails not sent with the prescribed subject line shall be deemed as acceptance of Option 1 (Default Conversion Ratio), and Option 1 shall accordingly be allocated to the respective shareholder; the Company shall not be responsible for tracking/processing such submissions which are not received as per the instructions or are not received within the prescribed timeline.

Signature of Shareholder/Authorized Signatory: \_\_\_\_\_

Name: \_\_\_\_\_

Designation (if applicable): \_\_\_\_\_

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**Annexure C**

Sl. No.	Category	Shareholding pattern as on October 9, 2025*			
		Equity		Preference	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
<b>A</b>	<b>Promoter's holding</b>				
1	Indian:				
	Individual (A)	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub-Total	-	-	-	-
2	Foreign Promoters (B)	-	-	-	-
	<b>Sub-Total (A)</b>	-	-	-	-
<b>B</b>	<b>Non-Promoter's holding:</b>				
1	Institutional Investors	1,34,20,41,137	38.08%	9,90,84,15,459	94.47%
2	Non- Institution Investors:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	99,14,61,440	28.13%	-	-
	Indian Public	-	-	-	-
	Others [Including Non-resident Indians (NRIs)]	1,19,04,62,372	33.78%	58,07,30,114	5.54%
	<b>Sub-Total (B)</b>	<b>3,52,39,64,949</b>	<b>100.00%</b>	<b>10,48,91,45,573</b>	<b>100.00%</b>
	<b>Grand Total (A+B)</b>	<b>3,52,39,64,949</b>	<b>100.00%</b>	<b>10,48,91,45,573</b>	<b>100.00%</b>

\* Considering conversion ratio of Preference Shares and only exercised stock options.

## Annexure D

Details required under Secretarial Standards- II and Schedule V of the Companies Act, 2013 are as follow:

**Troy Matthew Alstead**, is an Independent Director of the Company. He holds a bachelor's degree in business administration, from University of Washington, Seattle, USA. In the past, he has worked as a chief operating officer at Starbucks Corporation. He also serves as a director in Levi Strauss & Co., Harley Davidson Inc., Array Technologies, Heritage Distilling Co. and as the Chief Executive Officer of Harbor 05 LLC.

<b>Name of the Director</b>	<b>Troy Matthew Alstead</b>
<b>DIN</b>	08736307
<b>Date of Birth</b>	21/03/1963
<b>Remuneration sought to be paid</b>	As mentioned in the explanatory statement
<b>Remuneration last drawn from the Company</b>	In the current financial year 2025–26, his monthly remuneration continues to be INR equivalent to USD 20,833.33, in line with the approval previously granted by the shareholders.
<b>Date of first appointment on the Board of Directors of the Company</b>	21/04/2020
<b>Shareholding in the Company (as on the date of this Notice)</b>	Nil
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	None
<b>Number of Board meetings attended during the year FY 2025-26</b>	3 Board meetings
<b>List of Directorships held in other companies</b>	Nil
<b>Membership/ Chairmanship of Committees of Board of Directors of other companies</b>	Nil

### Information about the appointee:

- a. Background Details: As per details mentioned in his brief profile.
- b. Recognition or Awards: As per details mentioned in his brief profile.
- c. Job Profile and his suitability: He is responsible for the strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.
- e. Remuneration Proposed: Except for issuance of sweat equity share, no change in existing approved remuneration.
- f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Not Applicable
- g. Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel or any other Director, if any: Besides the proposed issuance of sweat

equity share and approved remuneration, he does not have any pecuniary relationship with the Company, and other directors.

**William Steve Albrecht**, is an Independent Director of the Company. He holds a bachelor's of science degree from Brigham Young University in Provo, Utah, USA, a master's degree in business administration and a degree of doctor in philosophy from the University of Wisconsin in Madison, Wisconsin, USA. He is also certified internal auditor, a certified fraud examiner and a certified public accountant, and is the Dr. Jay H. Price, Jr./ Arthur Andersen Endowed Professor of Accountancy at Utah State University. He also serves as a Director in Deseret Mutual Benefit Administrator (DMBA).

<b>Name of the Director</b>	<b>William Steve Albrecht</b>
<b>DIN</b>	08742229
<b>Date of Birth</b>	06/02/1947
<b>Remuneration sought to be paid</b>	As mentioned in the explanatory statement
<b>Remuneration last drawn from the Company</b>	In the current financial year 2025-26, his monthly remuneration continues to be INR equivalent to USD 20,833.33, in line with the approval previously granted by the shareholders.
<b>Date of first appointment on the Board of Directors of the Company</b>	14/05/2020
<b>Shareholding in the Company (as on the date of this Notice)</b>	Nil
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	None
<b>Number of Board meetings attended during the year FY 2025-26</b>	3 Board meetings
<b>List of Directorships held in other companies</b>	Nil
<b>Membership/ Chairmanship of Committees of Board of Directors of other companies</b>	Nil

**Information about the appointee:**

- d. Background Details: As per details mentioned in his brief profile.
- e. Recognition or Awards: As per details mentioned in his brief profile.
- f. Job Profile and his suitability: He is responsible for the strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.
- f. Remuneration Proposed: Except for issuance of sweat equity share, no change in existing approved remuneration.
- g. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Not Applicable
- h. Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel or any other Director, if any: Besides the proposed issuance of sweat equity share and approved remuneration, he does not have any pecuniary relationship with the Company, and other directors.

## **GENERAL INFORMATION OF THE COMPANY:**

a. **Nature of Industry:** Oravel Stays Limited ("the Company") is incorporated under the Companies Act, 1956 having its registered office at Ground Floor-001, Mauryansh Elanza, Shyamal Cross Road, Nr.Parekh Hospital, Satelite, Ahmedabad Gujarat-380015 India.

The Company operates in the global hospitality technology industry, which connects travellers with hotels, short-stay homes, and other accommodations through digital platforms. The industry is growing rapidly due to increasing demand for convenient, cost-effective, and quality stays. The Company focuses on transforming unbranded and underutilized hospitality assets into branded, tech-enabled storefronts, offering better revenue for owners and high-quality experiences for guests across economy, mid-market, and upmarket segments.

b. **Date or expected date of commencement of commercial production:** Not Applicable, since the Company has already commenced the business activity. The Company was incorporated on 21<sup>st</sup> February, 2012.

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:** As per the Financial Statements of the Company for the Financial Year 2024-25 duly approved by the Board and adopted by the Shareholders of the Company in their Annual General meeting.

e. **Foreign Investment or Collaboration, if any:** The Company has received Foreign Direct Investment under FDI guidelines. As on the date of this notice, out of total, on a fully diluted basis ~72% (approx.) is held by Foreign Investor under Foreign Direct Investment scheme of RBI. Further, the Company has following wholly owned subsidiaries and joint ventures overseas:

Name of the Entity	Status	Country
Oravel Stays Singapore Pte Limited #	Wholly owned Subsidiary	Singapore

*# Oravel Stays Singapore Pte Limited is the Wholly owned Subsidiary of the Company and this Subsidiary Company has invested in multiple Step-down Subsidiaries and Joint Venture(s) directly and indirectly incorporated outside India.*

## **Other Information:**

a. **Reason of loss or inadequate profits:** Not Applicable

b. **Steps taken or proposed to be taken for improvement:** Not Applicable

c. **Expected Increase in productivity and profits in measurable terms:** Not Applicable

**“Annexure-1”**

**Proposed Memorandum of Association of the Company**

**ORAVEL STAYS LIMITED##**

I.The Name of the Company is **ORAVEL STAYS LIMITED ##**

II.The Registered office of the Company will be situated in the State of Gujarat.

III.The objects for which the Company is established are: -

**A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of providing, operating, managing, branding, advising, online and offline booking &marketing and business ancillary service related to, accommodations including hotels, guest houses, motels, lodging and boarding houses, serviced apartments, holiday resorts, co-working spaces, short stays accommodations and such other accommodations of similar nature.
2. To carry on the business of travel marketing, travel agent services, travel agent email database marketing, travel website marketing, corporate & consumer database marketing, last minute travel promotions, travel media planning & advertising services, translation services, travel information centre & other allied activities.
3. To organize religious, educational, sightseeing and business tours and for the purpose to charter ships, trains, aero planes, motor buses, motor lorries, motor cars, wagon carts, motor boats and carriages of every description, to book and reserve accommodation and rooms in hotels, restaurants and boarding lodges houses, boat houses & others.

**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE: -**

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To carry on the business of manufacturing, packaging, importing, exporting, buying and selling food and beverage, providing or facilitating sale of food and beverage services, providing or facilitating concierge services, providing or facilitating transportation services and any other such ancillary services in relation to hotel or accommodation services.
3. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
4. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
5. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

6. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
7. To undertake or promote scientific research relating to the main business or class of business of the Company.
8. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, or take possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
9. To negotiate and enter into agreements and contracts including but not limited to franchising and brand licensing contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
10. To amalgamate with any other company, of which all or any of their objects are similar to the objects of the Company, in any manner with or without liquidation.
11. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
12. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance manufacturing processes know-how and other information, designs, patterns, copyrights, trade-mark, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
13. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, licence or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
14. To make application, file documents, apply for tenders, enter into agreements with any Government or other Authorities or any persons or companies that may seem conducive to the main objects of the Company and to obtain from any such Government, other authority, person or company any rights, charters, contracts, licenses and concessions

which the Company may think desirable to obtain and to carry out, exercise and comply therewith.

15. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
16. Subject to Section 179, 180, 185 and 186 of the Companies Act, 2013 and the rules thereunder and the directions issued by any authority, to receive money on loan or raise money in such manner as the Company may deem fit, including issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owed by mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or company, of any obligation undertaken by the Company, or any such other person or company.
17. Subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, to grant, avail any kind of guarantee, corporate guarantee and counter guarantee and to guarantee the payment/repayment of loans, borrowings of any nature whatsoever granted by any institutions and/or any person to/from any individual, firm(s), HUF, company(s), association of person and money secured by or payable under or in respect of stocks, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and securities of any person, whether incorporated or not.
18. To draw, make, accept, discount, execute and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of business of the Company.
19. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required in or upon such manner as, from time to time, may be determined.
20. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
21. To establish, or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
22. To sell, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
23. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Sec. 52 of the Companies Act, 2013.
24. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company propose to acquire.

25. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
26. To create any reserve fund, sinking fund or any other such special funds whether for depreciation, repairing, improving and research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
28. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company, either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine.
30. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and expenses of and incidental to the acquisition by the Company of any property or assets.
31. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
32. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act 2013 or such other statutes or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
33. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

34. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object of and for exhibition, subject to the provisions of Sections 180, 182 & 183 of the Companies Act, 2013.
35. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
36. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them. ##

V. The Authorised Share Capital of the Company is INR 24,33,13,59,300/- (Indian Rupees Twenty Four Hundred and Thirty Three Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) divided into: \* @

- a) 17,00,00,00,000 (One Thousand Seven Hundred Crore) Equity Shares of INR 1/- (Indian Rupees One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupees One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m) 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- n) 73,00,00,000 (Seventy Three Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- o) 10,00,000 (Ten Lakh) Bonus A Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- p) 10,00,000 (Ten Lakh) Bonus B Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each.

\* The shareholder of the Company increase the authorised share capital of the Company at the shareholders meetings held on September 1, 2021, June 18, 2024, August 8, 2024 and September 26, 2025.

\* The Shareholder of the Company sub divide the authorised share capital of the Company at Extra Ordinary General Meeting held on September 10, 2021.

@ Proposed alteration in Memorandum of Association of the Company

## The Shareholders of the Company amended the Memorandum of Association of the Company pursuant to conversion of the Company from Private Limited Company to Public Limited Company at Extra Ordinary General Meeting dated September 12, 2021.

We, the several persons whose names and addresses are subscribed below, are desirous of being formed into a company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the company set opposite our respective names:

Sl. No.	Name, address, description and occupation of each subscriber	No. of equity shares taken by each subscriber	Signature of Subscriber	Signature of witness with address, description and occupation
1	Ritesh Agarwal S/o Ramesh Prasad Agarwal R/o Hemkunt Colony, Greater Kailash - 1, New Delhi - 110098	8000 (Eight Thousand) Equity Shares	Ritesh Agarwal	Alok Kumar - ACS (CPNo. - 8225) S/o Sh. Krishna Lal Ahire C/o A.M. & Associates - Company Secretaries B-8/158, Sector-3, Rohini, New Delhi - 110085
2	Amit Kumar S/o Ghamshyam Gupta R/o Near USA School Link Road, 2 <sup>nd</sup> Mc Nagar Distt., Jhunjhunu, Rajasthan PIN - 333001 Occupation: Business.	2000 (Two Thousand) Equity Shares  10,000 (Ten Thousand) Equity Shares	Amit Gupta	I hereby witness signatures of both the subscribers to the Memorandum of Association and witness of Association

Dated: 12/02/2012

Place: Delhi