



ORAVEL STAYS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **1st Extraordinary General Meeting (“EGM”)** of the members of **Oravel Stays Limited** (“the Company”) for the Financial Year 2026-27 will be held through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) on **Monday, May 18, 2026 at 5:30 P.M. (IST)**, to inter alia, consider and transact the following business:

SPECIAL BUSINESS:

Item No. 1:

Follow on offer and completion of issuance of Series G Fully and Compulsory Convertible Cumulative Preference Shares on a private placement basis, being deferred consideration under the transaction for the acquisition of K&J Consulting, approved at the 13th Annual General Meeting held on August 24, 2024

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

“RESOLVED THAT in furtherance of, and in completion of, the approval accorded by the members of the Company at the 13th Annual General Meeting held on August 24, 2024, which had authorised the issuance of shares as part consideration for the acquisition of K&J Consulting, a société par actions simplifiée organized under the laws of France with its registered office located at 33 avenue de Wagram, 75017 Paris and registered with the Paris Trade and Commercial registry under number 822 949 269 (“**Target Company**”), and pursuant to the provisions of Section 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Foreign Exchange Management Act, 1999 including the rules, regulations, guidelines, and directions made thereunder, other applicable provisions of law and the relevant provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to offer and issue 13,14,96,556 (Thirteen Crore Fourteen Lakh Ninety Six Thousand Five Hundred Fifty Six) Series G Fully and Compulsorily Convertible Cumulative Preference Shares (“**Series G CCCPS**”) of face value of INR 10/- (Indian Rupees Ten only) each with a value of INR 29/- (Indian Rupees Twenty Nine only) per Series G CCCPS, subject to any adjustments upon conversion to Equity Shares of the Company, required in relation to any corporate actions undertaken by the Company (including any bonus issues), on a private placement basis (“**Proposed Issuance**”) for consideration other than cash, being deferred consideration in connection with the acquisition of Target Company as per the terms of the share purchase agreement dated July 29, 2024, (as amended).

RESOLVED FURTHER THAT the Company record the name of the subscriber(s) and maintain such record of private placement offer of the issuance of Series G CCCPS in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT any of the Directors, Manager, General Counsel, Chief Financial Officer, and Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to make and accept any modifications in the offer letter and Form PAS-5 and to settle all questions or difficulties that may arise regarding the Proposed Issuance including amending

or modifying any of the terms of such Proposed Issuance in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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 do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to finalise, approve and sign the offer letter and form with authority to amend, vary, modify the offer letter and form and contents thereof as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, to execute the necessary documents and enter into contracts, arrangements, agreements, documents and make necessary filings with the statutory authorities, including but not limited to, the Registrar of Companies, Gujarat located at Ahmedabad and to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of the Series G CCCPS including for the post issue formalities, without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive.”

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

Sd/-
Shivam Kumar
Company Secretary & Compliance Officer
ICSI Membership No: A37514
Date: April 24, 2026
Place: Gurugram, Haryana

NOTES:

- (a) The Explanatory Statement under Section 102 of the Companies Act, 2013 ("**the Act**") read with the relevant rules made thereunder, setting out the material facts concerning the special business of this Notice of EGM, is annexed herewith.
- (b) The Board of Directors of the Company are convening this EGM through VC or OAVM in terms of General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 20/2021 dated 8th December 2021, General Circular No. 3/2022 dated 5th May 2022, General Circular No. 11/2022 dated 28th December 2022, General Circular No. 9/2023 dated 25th September 2023, General Circular No. 9/2024 dated 19th September 2024 and General Circular No. 3/2025 dated 22nd September 2025 respectively, and all other relevant circular issued by the Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**"), without the physical presence of the members at a common venue.
- (c) To comply with the applicable provisions of the Companies Act, 2013, the registered office of the Company, i.e., Ground Floor-001, Mauryansh Elanza, Shyamal Cross Road, Near Parekh Hospital, Satellite, Gujarat, Ahmedabad- 380015, India, will be considered as Deemed Venue.
- (d) Pursuant to the provisions of Section 105 of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on their behalf, and the proxy need not be a member of the Company. Members' physical attendance has been dispensed since this EGM will be held through VC/OAVM (pursuant to the MCA Circulars). Accordingly, the facility for members to appoint proxies will not be available for the EGM. Hence, the map, proxy form and attendance slip are not annexed to this Notice pursuant to MCA Circulars.
- (e) In case of joint holding, the members whose name appears as the first holder, in the order of names as per the company's register of members/ register of beneficial owners, will be entitled to vote at the EGM.
- (f) The corporate members are entitled to appoint authorized representatives to attend the EGM through VC/ OAVM, participate, and cast their votes through an electronic voting system. A corporate member intending to appoint its authorized representative to attend the meeting in terms of Section 113 of the Act is requested to send the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting at secretarial@prismlife.com or physical copy at the registered office of the Company.
- (g) In terms of Section 72 of the Act and the applicable provisions, the member(s) of the Company may nominate a person to whom the Shares held by them shall vest in the event of their death. The member(s) desirous of availing this facility may submit a nomination in the prescribed Form SH-13 to their respective Depository Participants (DP).
- (h) The Notice of the EGM is being sent to all eligible members whose names appear in the register of members/ register of beneficial owners as on Friday, April 17, 2026. The notice will be sent on the email id of the members registered with their respective depositories unless any member has requested a physical copy of the EGM notice.

The members may note that EGM Notice will be available on the Company's website at www.prismlife.com and the website of M/s. MUFG Intime India Pvt. Ltd., i.e. <https://instavote.linkintime.co.in/>.

Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MUFG Intime India Pvt. Ltd through e-mail request on rnt.helpdesk@linkintime.co.in with a copy to secretarial@prismlife.com.

The applicable documents referred to in the Notice will be available for inspection by the members as per the applicable provision of the Act.

- (i) If any assistance is required to use the technology before or during the EGM to access the EGM, the members may contact MUFG Intime India Pvt. Ltd.
- (j) The members attending the EGM through VC/ OAVM shall be counted to reckon the quorum under Section 103 of the Act as amended from time to time.
- (k) The facility for an electronic voting system shall be made available at the EGM. The members attending the EGM as of the cut-off date shall be able to exercise their voting rights at the EGM. The instructions for voting by Members on the date of the EGM are provided in the subsequent paragraphs.
- (l) The Company has fixed **Monday, May 11, 2026** as the "**cut-off date**" for voting at the EGM. The voting rights of the shareholders/ beneficial owners shall be reckoned on the shares they hold at the close of business hours on the cut-off date. A person who is not a member as of the cut-off date should treat the EGM notice for information purposes only.

In case a person has become a member of the Company after dispatch of the EGM Notice, but on or before the cut-off date for e-voting, such person may obtain the User ID and Password from RTA by e-mail request on rnt.helpdesk@linkintime.co.in with a copy to secretarial@prismlife.com.

- (m) Mr. Devesh Vasisht (CP No.:13700/Mem. No. F8488), Managing Partner of DPV & Associates LLP, Company Secretaries is appointed as a scrutinizer to scrutinize/ certify that the voting process is being carried out fairly and transparently.
- (n) The scrutinizer shall immediately, after the conclusion of electronic voting at the EGM, unblock the votes cast through e-voting and remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall submit, within three days from the date of the EGM, a consolidated scrutinizer's report on evoting and remote e-voting, of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (o) The results declared along with the scrutinizer's report shall be placed on the Company website at www.prismlife.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.
- (p) Submission of questions or queries before EGM/ registration of speakers:

The members seeking any information about the business matter to be placed at the EGM are requested to write to the Company latest by Friday May 8, 2026 through an e-mail at secretarial@prismlife.com. Such questions shall be taken up during the EGM for response by the Company. The members who would like to express their views or ask questions during the EGM may register as speakers by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/ Folio no., No. of shares, PAN, mobile number at secretarial@prismlife.com, clearly mentioning their queries, latest by

Friday May 8, 2026. Those members who have registered as speakers will be allowed to express their views and ask questions during the EGM. The Company reserves the right to restrict the number of speakers and the speaking time depending upon the availability of time during the EGM.

(q) **VOTING THROUGH ELECTRONIC MEANS:**

- Pursuant to the provisions of Section 108 of the Act and rules made thereunder and the Secretarial Standard on General Meetings (SS-2), the Company is providing its members with e-voting (including remote e-voting) facilities.

The Company has appointed M/s. MUFG Intime India Private Limited as the agency for facilitating voting through electronic means. Members can cast their votes using the remote e-voting facility and e-voting at the EGM.

- The remote e-voting period begins on **Thursday, May 14, 2026** at 9:00 AM (IST) and ends on **Sunday, May 17, 2026** at 5:00 PM (IST).
- Members whose names appear in the register of members/ beneficial owners as of the cut-off date may vote electronically using an e-voting/ remote e-voting facility.
- The members who have already casted their vote through remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at the EGM.
- The members are requested to join the EGM, through VC/ OAVM, 15 minutes before the scheduled time and only the members who have joined the EGM till 15 minutes after the scheduled time of the commencement of the EGM shall be counted to reckon the quorum of the EGM.
- The participation facility at the EGM through VC/ OAVM will be made available for 1,000 members on a first-come-first-served basis. However, the participation of members having significant stake (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors can attend the EGM without restriction of first-come-first served basis.
- The voting right of members shall be in proportion to their share in the Company's fully diluted share capital basis (Equity and Preference) as of the cut-off date.

Process and manner for attending the Extraordinary General Meeting through InstaMeet:

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box - PAN and enter 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 by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link “Cast your vote”.
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Team InstaMeet
MUG Intime India Private Limited
Formerly Link Intime India Private Limited

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 OTP based login

- a) Visit URL: <https://eservices.nsd.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.

METHOD 2 - 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) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- 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.
- e) 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 3 - 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 & 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 holding securities in demat mode with CDSL

METHOD 1 - 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- Enter existing username, Password & click on “Login”.
- 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:

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

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.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- 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 on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit”.

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

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

Shareholders not registered for INSTAVOTE facility:

a) 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.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - 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).

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 <u>Event No + Folio no.</u> registered with the Company

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.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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 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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <u>evoting@nsdl.co.in</u> 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 <u>helpdesk.evoting@cdslindia.com</u> or contact at toll free no. 1800 22 55 33

Forgot Password:

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

Individual 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.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

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

- Further Click on **“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”.
- ❖ Shareholders/ members are advised to join the meeting through tablets/ laptops connected through broadband for better experience.
- ❖ Shareholders/ members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- ❖ Please note that shareholders/ members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/ visual loss due to fluctuation in their network. It is therefore recommended to use a stable Wi-Fi or LAN connection to avoid any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ voting, they may send an email to enotices@in.mpms.mufg.com with a copy to secretarial@prismlife.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Follow on offer and completion of issuance of Series G Fully and Compulsory Convertible Cumulative Preference Shares on a private placement basis, being deferred consideration under the transaction for the acquisition of K&J Consulting, approved at the 13th Annual General Meeting held on August 24, 2024

The members are informed that the Company had acquired 100% of the shareholding of K&J Consulting, a société par actions simplifiée organized under the laws of France, which operates the “**Checkmyguest**” business – a short-stay and serviced-apartment management platform headquartered in Paris, France. The acquisition formed part of the Company’s European short-stay and vacation-rental strategy, complementing the Company’s existing presence in this segment, pursuant to a share purchase agreement dated July 29, 2024, as amended from time to time (“**SPA**”). Pursuant to the SPA, as a part payment of the acquisition, the issuance of 7,92,84,312 Series G Fully and Compulsorily Convertible Cumulative Preference Shares (“**Series G CCCPS**”) of a face value of INR 10/- each and at a value of INR 29/- (Rupees Twenty Nine only) per Series G CCCPS to the sellers of K&J Consulting, for consideration other than cash was approved by the shareholders of the Company at the 13th Annual General Meeting held on August 24, 2024 (“**13th AGM**”) and as allotted by the Board on September 23, 2024. As per the SPA, the balance consideration for this acquisition was agreed to be discharged as deferred consideration.

As per the SPA, an upfront cash consideration was paid by the subsidiary company, and the Company allotted 79,284,312 Series G CCCPS on September 23, 2024. Further, as part of the deferred consideration, the Company proposes to issue 131,496,556 Series G CCCPS.

In accordance with the SPA, the Company proposes to discharge the deferred consideration by way of issuance of 13,14,96,556 (Thirteen Crore Fourteen Lakh Ninety Six Thousand Five Hundred Fifty Six) Series G CCCPS of face value of INR 10/- (Indian Rupees Ten only) each at a value of INR 29/- (Rupees Twenty Nine Rupees only) per Series G CCCPS, subject to any adjustments upon conversion to Equity Shares of the Company, required in relation to any corporate actions undertaken by the Company (including any bonus issues), for consideration other than cash, on a private placement basis.

The members are requested to note that the proposed issuance of 13,14,96,556 (Thirteen Crore Fourteen Lakh Ninety Six Thousand Five Hundred Fifty Six) Series G CCCPS is for the completion of a pre-existing contractual obligations under the SPA which is in continuation of the previously approved issuance of Series G CCCPS by the members at the 13th AGM held on August 24, 2024 and should not be considered as a new acquisition transaction.

Pursuant to the provisions of the Company's Articles of Association and the applicable provisions of the Companies Act, 2013, the members' approval is required for the proposed issuance of 13,14,96,556 (Thirteen Crore Fourteen Lakh Ninety Six Thousand Five Hundred Fifty Six) Series G CCCPS. Accordingly, the members' consent is being sought.

The relevant details of the Proposed Issuance and other material facts in connection thereto are provided hereunder:

1. Date of the passing of Board resolution:

The Board of Directors of the Company at their meeting held on Saturday, April 11, 2026 had, subject to the approval of the members of the Company and such other approvals as may be required, approved the issuance of Series G CCCPS as per details mentioned in point 2 below, on a Private Placement basis for consideration other than cash.

2. Size of the proposed issue:

Number of Shares to be issued	Type of Shares	Nominal value of shares	Value per Security	Total amount sought to be raised
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13,14,96,556 Series G CCCPS	Series G CCCPS	INR 10/- (Indian Rupees Ten only) each	INR 29/ each, subject to any adjustments upon conversion to Equity Shares of the Company, required in relation to any corporate actions undertaken by the Company (including any bonus issues)	Not applicable. The issue is for consideration other than cash.
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3. The object of the issuance:

The object of the proposed issue is to discharge the Company's obligation towards payment of the remaining deferred consideration for the acquisition of K&J Consulting.

4. Relevant date with reference to which the value per share has been arrived at:

Under the provisions of the Companies Act, 2013, the relevant date for determining the value per share under this Proposed Issuance is 30 days prior to the date of this Extraordinary General Meeting.

5. The class or classes of persons to whom the allotment is proposed to be made:

Individuals and Body Corporates.

6. The value per Series G CCCPS proposed to be issued:

INR 29/- per Series G CCCPS as pre-agreed contractual value as per the SPA, subject to any adjustments upon conversion to Equity Shares of the Company, required in relation to any corporate actions undertaken by the Company (including any bonus issues).

7. The basis on which the value per Series G CCCPS has been arrived:

A valuation report has also been procured by the Company from CMA Subodh Kumar Sharma on April 16, 2026.

8. The amount which the Company intends to raise by way of such shares:

Not applicable. The issue of is for consideration other than cash.

9. Terms of issue of the Series G CCCPS:

All the terms of the Series G CCCPS shall remain unchanged, as previously approved by the shareholders and as set out in the Articles of Association of the Company, as last approved by the shareholders on Saturday, April 4, 2026 through the Postal Ballot Notice.

The conversion ratio of the Series G CCCPS remains same as approved by the Board on December 22, 2025, which has been duly adjusted to reflect the benefit of the bonus issuances as approved by the shareholders of the Company on September 26, 2025 and December 20, 2025, in accordance with applicable law and the Articles of Association of the Company.

10. The pre and post-issue shareholding pattern of the Company:

As per **Annexure A**

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/ private placement:

No change in control will occur consequent to the private placement.

12. The number of persons to whom allotment on preferential/ private placement basis has already been made during the year, in terms of number of securities as well as price:

During the financial year 2026-27, the Company has not made any offer or invitation to subscribe to its securities by way of private placement.

13. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

None of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Series G CCCPS proposed to be issued hereunder.

14. The proposed time within which the allotment shall be completed:

Within 60 days from the acceptance of offer.

15. Expected dilution in equity share capital upon conversion of preference shares:

The issued Series G CCCPS is expected to get diluted by ~1.71% upon conversion of preference shares. However, the dilution is subject to certain adjustments as per the terms of the issuance of the relevant preference shares, at the time of conversion of the preference shares of the Company.

16. The names of the proposed allottees and the percentage of post preferential offer/ private placement capital that may be held by them:

Sl. No.	Names of the proposed allottees	No. of shares	% holding post allotment on a fully diluted basis
1.	Sellers of K&J Consulting/its affiliates/assigned entity	13,14,96,556 Series G CCCPS	~1.71 %

17. Details of Registered valuer who performed valuation:

Name: CMA Subodh Kumar Sharma
Address: 210 Wadhwa Complex, Street No 10, Laxmi Nagar, Delhi, 110092

18. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer

The Board, in its meeting held on Saturday, April 11, 2026, approved the proposed issuance of Series G CCCPS to discharge the Company's obligation towards payment of the remaining deferred consideration, in connection with the acquisition of K&J Consulting. Members are informed that the Company's shareholders had previously approved the issuance of 7,92,84,312 Series G CCCPS as part consideration for acquisition of K&J Consulting at the 13th Annual General Meeting held on August 24, 2024. The present issuance of Series G CCCPS is the continuation of the same pre-approved contractual obligation, with the per-share value in accordance with the applicable laws, and is not considered as entirely a new acquisition transaction.

19. Others:

Principle terms of assets charged as securities: Not Applicable

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 recommends the resolution as set out in **item no. 1** for approval by the members as a **Special Resolution**.

Annexure A

Sl. No.	Category	Pre-Issue*				Post-Issue*			
		Equity		Preference		Equity		Preference	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding	No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoter's holding								
1	Indian:								
	Individual (A)	1,04,36,43,622	27.36%	-	-	1,04,36,43,622	27.36%	-	-
	Bodies Corporate	-	-	-	-	-	-	-	-
	Sub-Total	-	-	-	-	-	-	-	-
2	Foreign Promoters (B)	1,34,85,62,655	35.35%	8,22,72,55,387	74.77%	1,34,85,62,655	35.35%	8,22,72,55,387	72.93%
	Sub-Total (A)	2,39,22,06,277	62.71%	8,22,72,55,387	74.77%	2,39,22,06,277	62.71%	8,22,72,55,387	72.93%
B	Non- Promoter's holding:								
1	Institutional Investors	6,02,22,308	1.58%	2,20,40,09,716	20.03%	6,02,22,308	1.58%	2,20,40,09,716	19.54%
2	Non- Institution Investors:								
	Private Corporate Bodies	-	-	-	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-	-	-
	Indian Public	-	-	-	-	-	-	-	-
	Others [Including Non-resident Indians (NRIs)]	1,36,23,53,972	35.71%	57,28,80,591	3.80%	1,36,23,53,972	35.71%	85,03,38,324	7.54%
	Sub-Total (B)	1,42,25,76,280	37.29%	2,77,68,90,307	25.23%	1,42,25,76,280	37.29%	3,05,43,48,040	27.07%
	Grand Total (A+B)	3,81,47,82,557	100%	11,00,41,45,694	100%	3,81,47,82,557	100%	11,28,16,03,427	100%