

ORAVEL STAYS LIMITED

NOTICE OF 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the **14th (Fourteenth) Annual General Meeting (“AGM”)** of the shareholders of **Oravel Stays Limited (“the Company”)** will be held through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) on **Friday, September 26, 2025 at 5:30 PM (IST)**, to inter alia, consider and transact the following businesses:

ORDINARY BUSINESSES:

- Item No. 1 :** To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the Auditors’ Report and Board’s Reports thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Auditors’ Report thereon.
- Item No. 2 :** To re-appoint Mr. Aditya Ghosh (DIN: 01243445), Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment.
- Item No. 3 :** To appoint M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company, and to fix their remuneration.

SPECIAL BUSINESSES:

- Item No. 4 :** To approve the issuance of bonus shares.

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

“RESOLVED THAT pursuant to Sections 52, 63 and all 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, 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 of equity shares of face value of INR 1/- Indian Rupee One Only each (**“Equity Shares”**) of the Company as bonus shares (**“Bonus Shares”**) credited as fully paid up, to the eligible shareholders of the Company holding Equity Shares/ whose names appear in the register of members/ beneficial owners’ position of the Company, as on Tuesday, September 30, 2025 (**“Record Date”**), in the proportion of 1 (One) new equity share for every 1 (One) equity share of the Company held as on the Record Date and that the new Bonus Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by such members and not as income in lieu of dividend credited.

RESOLVED FURTHER THAT the Equity Shares of the Company proposed to be issued and allotted as Bonus Shares shall be subject to the provisions of the memorandum and articles of association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company.

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 as "**Series A CCPS to Series G CCCPS**") as set out in the Company's articles of association and the shareholders agreement, as amended from time to time, the consent of the shareholders be and is hereby accorded for adjusting the conversion ratio of the CCPS and CCCPS, immediately upon the issuance and allotment of the Bonus Shares, in a manner that the holders of Series A CCPS to Series G CCPS are entitled to receive such number of Equity Shares that such holders would have been entitled to receive immediately after the occurrence of issuance and allotment of such Bonus Shares had the conversion of each of the Series A CCPS to Series G CCCPS occurred immediately prior to the occurrence of such bonus issuance.

RESOLVED FURTHER THAT consent of the shareholders be and is hereby accorded to the Board to take all necessary actions to issue and allot Equity Shares to the holders of Series A CCPS to Series G CCCPS in accordance with the adjusted conversion ratio specified above, on and from the time such adjustment comes into effect which shall be the date of allotment of such Bonus Shares by the Board, by capitalizing the free reserves, securities premium account or other permissible account of the Company, each standing as at March 31, 2025.

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 Shares to:

- a) all outstanding options under the Employees' Stock Option Plan 2018 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 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."

Item No. 5 : To alter and increase the authorised share capital of the Company.

To consider and, if thought fit, pass the following resolution, with or without modification(s), 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, consent of the shareholders be and is hereby accorded to increase and alter the authorised share capital of the Company from INR 16,31,13,59,300/- (Indian Rupees Sixteen Hundred and Thirty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) consisting of:

- a) 900,00,00,000 (Nine 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 24,31,13,59,300/- (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.

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 24,31,13,59,300/- (Indian Rupees Twenty Four Hundred and Thirty One 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; 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.

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.”

Item No. 6 : To approve the increase in the Employee Stock Option (ESOP) Pool of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, (including any statutory modification(s), amendments or re-enactment(s), thereof for the time being in force) (**“Act”**), and pursuant to relevant provisions of the articles of association of the Company, the consent of the shareholders be and is hereby accorded to increase the Employee Stock Option Pool (**“ESOP Pool”**) of the Company by adding 8,80,00,000 (Eight Crore Eighty Lakh) stock options over and above to the existing stock options under Employee Stock Option Plan-2018 (**“ESOP Plan”**) of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee (Compensation Committee) of the Board be and is hereby empowered to administer and supervise the ESOP Plan and in its discretion deal with ESOP Pool in accordance with the provisions of ESOP Plan, and applicable laws and regulations.

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.”

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

Sd/-
Shivam Kumar
Company Secretary

Date: September 1, 2025
Place: Gurugram

NOTES:

- (a) The Board of the Company are convening this AGM 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. 20/2020 dated May 5, 2020, General Circular No. 2/2021 dated 13th January 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 2/2022 dated 5th May 2022, General Circular No. 10/2022 dated 28th December 2022, General Circular No. 9/2023 dated 25th September 2023, and General Circular No. 9/2024 dated 19th September 2024 respectively, and all other relevant circular issued by Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”), without the physical presence of the shareholders at a common venue.
- (b) To comply with the MCA Circulars and applicable provisions of the Companies Act 2013 (“**Act**”), 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 of the AGM.
- (c) The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of Director retiring by rotation at this AGM are provided in the “**Annexure-A**” to this Notice.
- (d) S.R. Batliboi & Associates LLP, the current Statutory Auditors of the Company, will complete their ten-year term at the conclusion of this 14th AGM in accordance with the provisions of the Companies Act, 2013. During their tenure, S.R. Batliboi & Associates LLP, the Company's statutory auditors, have not issued any qualifications, reservations, adverse remarks, or disclaimers in their audit reports.

Therefore, the Board of Directors has recommended the appointment of M/S. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the new Statutory Auditors of the Company. Walker Chandiok & Co LLP is the Indian member firm of Grant Thornton International Ltd., a leading global audit, tax, and advisory organisation. It is recognised as a prominent audit firm with extensive experience in auditing listed companies.

- (e) The Explanatory Statement pursuant to Section 102 of the Act read with the applicable rules made thereunder, setting out the material facts concerning the special businesses of this Notice of AGM is annexed herewith.
- (f) Pursuant to the provisions of Section 105 of the Act, a shareholders entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf, and the proxy need not be a shareholders of the Company. Since this AGM will be held through VC/OAVM (pursuant to the MCA Circulars), physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM, and hence the map, proxy form and attendance slip are not annexed to this Notice pursuant to MCA Circulars.
- (g) In case of joint holding, the shareholders whose name appears as the first holder, in the order of names as per the Company's register of members, will be entitled to vote at the AGM.
- (h) The corporate shareholders are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM, participate, and cast their votes through an electronic voting system. A corporate shareholders intending to appoint its authorised 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 authorising such representative to attend and vote on its behalf at the meeting at secretarial@oyorooms.com or physical copy at the registered office of the Company.

- (i) In terms of Section 72 of the Act and the applicable provisions, the shareholder(s) of the Company may nominate a person to whom the Shares held by them shall vest in the event of their death. The shareholder(s) desirous of availing this facility may submit a nomination in the prescribed Form SH-13 to their respective Depository Participants.
- (j) The notice of the AGM along with Annual Report 2024-25 is being sent to all eligible shareholders whose names appear in the register of members/list of Beneficial Owners as on **Friday, August 29, 2025**. The notice will be sent on the email id of the shareholders registered with their respective depositories unless any shareholder has requested a physical copy of the AGM notice.

The shareholders may note that the Notice of AGM and Annual Report 2024-25 will be available on the Company's website at www.oyorooms.com and the website of M/s. MUFG Intime India Private Limited (Voting Agency), i.e. <https://instavote.linkintime.co.in/>

Shareholders holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and shareholders holding shares in physical mode are requested to update their email addresses with the Company's RTA, MUFG Intime India Private Limited through e-mail request on [rnt.helpdesk@linkintime.co.in/](mailto:rnt.helpdesk@linkintime.co.in) enotices@in.mpms.mufg.com with a copy to secretarial@oyorooms.com.

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

- (k) If any assistance is required for using the technology before or during the AGM to access the AGM, the shareholders may contact MUFG Intime India Private Limited.
- (l) The shareholders attending the AGM through VC/ OAVM shall be counted to reckon the quorum under Section 103 of the Act as amended from time to time.
- (m) The register of directors and key managerial personnel and their shareholding maintained as per Section 170 of the Act, and the register of contracts or arrangements in which directors are interested maintained as per Section 189 of the Act, and the relevant documents will be available electronically for inspection by the shareholders at the registered office of the Company during the working hours except on holidays, upto the date of the AGM. The shareholders seeking to inspect such documents can send their request by way of an e-mail to secretarial@oyorooms.com.
- (n) The Company has received consent from the Director seeking re-appointment.
- (o) The facility for electronic voting system shall be made available at the AGM. The shareholders as on the cut-off date, attending the AGM shall be able to exercise their voting rights at the AGM. The instructions for voting by shareholders on the date of the AGM are provided in the subsequent paragraphs.
- (p) The Company has fixed **Friday, September 19, 2025** as the "**cut-off date**" for voting at the AGM. The voting rights of the shareholders/ beneficial owners shall be reckoned on the shares held by them at the close of business hours on the cut-off date. A person who is not a shareholder as of the cut-off date should treat the AGM notice for information purposes only.

In case a person has become a shareholders of the Company after dispatch of the AGM 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@oyorooms.com.

- (q) The Board of Directors have appointed Mr. Devesh Vasisht, Managing Partner of DPV & Associates LLP, Company Secretaries as a scrutinizer to scrutinize/certify that the voting process is being carried out fairly and transparently.
- (r) The scrutinizer shall immediately after the conclusion of electronic voting at the AGM, unblock the votes cast through e-voting and remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, within three days from the date of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (s) The results declared along with the scrutinizer's report shall be placed on the website of the Company at www.oyorooms.com, on the website of the voting agency and the Notice Board of the Company at its Registered Office and as well as Corporate Office immediately after the declaration of the result by the Chairman or a person authorised by him in writing.
- (t) Submission of questions or queries before AGM/ registration of speakers:

The shareholders seeking any information with regard to the financial statements or any other matter to be placed at the AGM are requested to write to the Company latest by **Friday, September 19, 2025** through an e-mail at secretarial@oyorooms.com. Such questions shall be taken up during the AGM for response by the Company. The shareholders who would like to express their views or ask questions during the AGM may register themselves as speaker 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@oyorooms.com latest by **Friday, September 19, 2025**. Those shareholders who have registered as speakers will be allowed to express their views and ask questions during the AGM. The Company reserves the right to restrict the number of speakers and the speaking time depending upon the availability of time during the AGM.

(u) **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 a facility of e-voting (including remote e-voting) to its shareholders.

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

- The remote e-voting period begins on **Monday, September 22, 2025** at 9:00 AM (IST) and ends on **Thursday, September 25, 2025** at 5:00 PM (IST)
- The shareholders whose names appear in the register of shareholders/ members/ beneficial owners as on the cut-off date may vote electronically using an e-voting/ remote e-voting facility.
- The shareholders are requested to join the AGM, through VC/ OAVM, 15 minutes before the scheduled time and only the shareholders who have joined the AGM till 15 minutes after the scheduled time of the commencement of the AGM shall be counted to reckon

the quorum of the AGM.

- The participation facility at the AGM through VC/ OAVM will be made available for 1,000 shareholders on a first-come-first-served basis. However, the participation of shareholders having significant stake (shareholders 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 AGM without restriction of first-come-first served basis.
- The shareholders who have already casted their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
- The voting right of shareholders shall be in proportion to their share in the Company's paid-up share capital (Equity and Preference) as of the cut-off date.

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

Open the internet browser and launch the URL: <https://instameet.in.mpms.mufg.com/> & Click on "Login".

► Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/ Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the Company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the

meeting.

5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

Instructions for Shareholders/ Members to vote during the Annual General Meeting through InstaMeet:

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. 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 and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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'.
5. 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.
6. 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@in.mpms.muvg.com or contact on: - Tel: Tel: 022 – 4918 6000 / 49186175.

**InstaMeet Support Desk
MUFG Intime India Private Limited**

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Members who have registered for NSDL 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.

OR

Members 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 - By directly visiting the e-voting website of NSDL:

- 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 sixteen-digit demat account number 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 can see “Access to e-voting”.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime 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.

2. Individual Shareholders holding securities in demat mode with CDSL Easi/ Easiest facility:

METHOD 1 – From Easi/ Easiest

Users who have registered/ opted for Easi/ Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or 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.

Users not registered for Easi/ Easiest

- 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 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter 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) After successful authentication, click on "MUFG InTime/ Link InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period.

3. Individual Shareholders holding securities in demat mode with depository participants.

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

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form/ 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 <u>Event No + Folio no.</u> registered with the Company

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 ‘D’ above
 - Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ 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

- Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- Select ‘View’ icon. E-voting page will appear.
- 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’.
- 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 (“Corporate Body/ Custodian/ Mutual Fund”):

STEP 1 – Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- Fill up your entity details and submit the form.
- 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 at Sr. No. 2 above). 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.
- Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID (You have now registered on InstaVote).

STEP 2 –Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on “Investor Mapping” tab under the Menu Section
- Map the Investor with the following details:
 - ‘Investor ID’ -
 - Members/ Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*

- ii. *Members/ Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
- b. 'Investor's Name - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
 - c) Enter 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.' for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting.
- c) E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact MUFG Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com: or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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/ Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members/ Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of MUFG Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of MUFG Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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”.

Notes:

1. Shareholders/ members are advised to join the meeting through tablets/ laptops connected through broadband for better experience.
2. Shareholders/ members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
3. 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@oyorooms.com.

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

Item No. 4:

To approve the issuance of bonus shares.

The shareholders are informed that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable financial interest in the Company's shares. To reward the existing shareholders of the Company, the Board at their meeting held on August 27, 2025, considered it desirable to recommend issue of bonus shares in the ratio of 1 (One) new Bonus Equity Share of INR 1/- (Indian Rupee One only) each for every existing fully paid-up equity share of INR 1/- each, to the holders of the equity shares of the Company/ whose names shall appear in the Register of Members or in the records of the Depository Participants, as on Tuesday, September 30, 2025 (the "**Record Date**"). The bonus shares so issued and allotted shall be treated, for all purposes, as an increase in the nominal amount of equity share capital held by each such member and not as income in lieu of dividend credited to the shareholders.

Further, the Board's decision to recommend bonus shares is based on:

- a) Strong operational performance and improved financial position over recent years;
- b) Desire to reward long-term shareholders for their continued support;
- c) Making shares more affordable and accessible to retail investors;
- d) Improving market liquidity of the Company's shares; and
- e) Capitalising accumulated reserves in a tax-efficient manner for shareholders

This bonus issue, being in addition to the previous bonus issuance in FY 2021-22, reflects the Company's consistent growth and value creation for shareholders.

The proposed 1:1 bonus issue shall be funded by capitalising the Company's free reserves, securities premium account and/or any other permissible reserves of the Company, standing as at March 31, 2025. The Company has demonstrated strong financial performance by generating profits for the last two consecutive years, which has resulted in adequate provisions to support this bonus issuance.

In terms of the Company's articles of association and the Shareholders' Agreement dated July 29, 2019, as amended from time to time, if the Company undertakes any form of restructuring of its share capital, including but not limited to (i) consolidation, sub-division or split of shares; (ii) issue of bonus shares; (iii) issue of shares pursuant to a scheme of arrangement (including amalgamation or demerger); (iv) reclassification of shares or variation of rights; and (v) issue of rights shares (collectively referred to as "**Capital Restructuring**"), the number of equity shares into which the Compulsorily Convertible Preference Shares (CCPS) and Compulsorily Convertible Cumulative Preference Shares (CCCPS) convert, and the conversion price, are required to be adjusted in a manner such that the holders of CCPS receive the proportionate number of equity shares as they would have been entitled to, had such CCPS been converted immediately prior to the occurrence of the Capital Restructuring.

Accordingly, as a consequence of the proposed Bonus Issue, the conversion ratio of each CCPS (Series A to Series G) shall be adjusted. The additional equity shares to be issued and allotted to the CCPS holders upon conversion after such adjustment shall be issued by capitalising the free reserves, securities premium account and/or any other permissible reserves of the Company, standing as at March 31, 2025.

The appropriate adjustments as a consequence of the issuance and allotment of the aforesaid Bonus Shares, shall be made to:

- a) all outstanding options under the Employees' Stock Option Plan 2018 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,

such that the option holders are placed in the same economic position they would have been in had they exercised their options immediately prior to the Record Date and received the bonus shares accordingly. The adjustments shall be made on a proportional basis in accordance with the bonus ratio of 1:1, ensuring that option holders are neither advantaged nor disadvantaged by the bonus share issuance.

Pursuant to Section 63 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company is accordingly sought for the issuance of the proposed bonus shares.

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. 4 for approval of the Shareholders by way of an **Ordinary Resolution**.

Item No. 5:

To alter and increase the authorised share capital of the Company.

The shareholders are informed that the Company proposes to increase in its authorised share capital to:

- a) Accommodate the proposed 1:1 bonus issue to existing shareholders;
- b) Provide flexibility for future capital requirements arising from business expansion;
- c) Support the increased ESOP Pool requirements; and
- d) Ensure adequate headroom for potential future fundraising or strategic transactions.

The proposed 1:1 bonus issue shall be funded by capitalising the Company's free reserves, securities premium account and/or any other permissible reserves of the Company, standing as at March 31, 2025. The Company has demonstrated strong financial performance by generating profits for the last two consecutive years, which has resulted in adequate reserves to support this bonus issuance. This increase in authorised share capital will be sufficient for covering the bonus issuance.

This increase demonstrates the Company's confidence in its growth trajectory and commitment to rewarding shareholders while maintaining financial flexibility for future opportunities.

At present, the authorised share capital of the Company of INR 16,31,13,59,300/- (Indian Rupees Sixteen Hundred and Thirty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) consisting of:

- a) 900,00,00,000 (Nine 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 the date of this notice is INR 7,16,88,60,981/- (Indian Rupees Seven Hundred Sixteen Crores Eighty Eight Lakhs Sixty Thousand Nine Hundred Eighty One only) consisting of:

- a) 1,70,09,73,571 (One Hundred Seventy Crore Nine Lakh Seventy Three Thousand Five Hundred Seventy One) 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 24,31,13,59,300/- (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.

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 of AGM 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. 5 for approval of the Shareholders by way of an **Ordinary Resolution**.

Item No. 6:

To approve an increase in the Employee Stock Option (ESOP) Pool of the Company.

The Shareholders are informed that the Company is operating in a highly competitive market where attracting and retaining top talent is crucial for sustained growth and market leadership.

In this regard, the Company proposes to increase the current Employee Stock Option Pool ("**ESOP Pool**") by adding 8,80,00,000 units under the Employees Stock Option Plan-2018 ("**ESOP Plan**") of the Company.

The proposed increase in the ESOP Pool will:

- a) Enable the Company to attract senior management and key technical personnel;
- b) Provide competitive equity compensation packages aligned with industry standards;
- c) Support the Company's expansion plans into new markets and service offerings; and
- d) Ensure long-term retention of critical employees who drive business performance.

The current ESOP Pool has been substantially utilised, and this increase is essential to meet the Company's talent acquisition and retention needs for the next 2-3 years.

This stock based compensation approach aligns with Company's employee incentives plans gear with shareholder value creation and reinforces the Company's commitment to merit-based rewards.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has approved an increase in the existing ESOP Pool.

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 and ESOPs granted to them under the Plan.

The Board of Directors recommends the aforesaid resolution as set out in item no. 6 for approval of the Shareholders by way of a **Special Resolution**.

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

Sd/-
Shivam Kumar
Company Secretary

Date: September 1, 2025
Place: Gurugram

Annexure-A

Details of director retiring by rotation at the meeting:

Aditya Ghosh is a Non-Executive Nominee Director of the Company. He has completed an advanced management program at Harvard Business School, USA. He is a co-founder, a member of the board of directors, an advisor to SNV Aviation Private Limited (Akasa Air), and a designated partner and founder of Homage Advisers LLP, Homage Ventures LLP, Homage Aviation LLP, and Homage Foundation.

Name of the Director	Aditya Ghosh
DIN	01243445
Date of Birth	27/07/1975
terms and conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Aditya Ghosh, Director of the Company is liable to retire by rotation in this AGM.
Remuneration sought to be paid	As per existing approved terms of appointment.
Remuneration last drawn from the Company	In the Financial Year 2024-25, he has drawn an annual gross remuneration of INR 83,07,000 Per Annum.
Date of first appointment on the Board of Directors of the Company	13/12/2019
Shareholding in the Company	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during the year FY 2024-25	6 (Six)
List of Directorships held in other companies	<ul style="list-style-type: none">• Magnum Fitness Private Limited• Speciality Restaurants Limited• Homage Aviation Private Limited• Rudi Multi Trading Company Limited• Greencell Mobility Private Limited• SNV Aviation Private Limited• Turner Morrison Limited• Ubifly Technologies Private Limited• Hygienic Research Institute Private Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	Nil

“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 lodging 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 24,31,13,59,300/- (Indian Rupees Twenty Four Hundred and Thirty One 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; 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.

* The Shareholder of the Company increase the authorised share capital of the Company at Extra Ordinary General Meetings held on September 1, 2021, June 18, 2024 and August 8, 2024.

* 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 subscribers	Signature of Subscriber	Signature of witness with address, description and occupation
1	Ritesh Agarwal s/o Ramesh Prasad Agarwal R/o Hemkunt Colony, Greater Noida-1, New Delhi-110048	8000 (Eight Thousand) Equity Shares	Ritesh Agarwal	<p>I hereby witness signatures of both the subscribers to the Memorandum and Articles of Association</p> <p><u>Alok Kumar - ACS (CPNo.-825)</u> <u>S/O Sh. Krishna Lal Anand</u> <u>C/o A.K. & Associates - Company Secretaries</u> <u>Br-8/158, Sector-3,</u> <u>Rohtak, Delhi-110045</u></p>
2	Amit kumar S/o Ghanashyam Gupta R/o Near LBA school Link Road, 2 nd Main Nagar Distt., Jhunjhunu, Rajasthan PIN- 333001 Occupation: Business.	2000 (Two Thousand) Equity shares	Amit Gupta	
		10,000 (Ten Thousand) Equity Shares		

Dated: 13/02/2012
Place: Delhi

