



ORAVEL STAYS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **2nd 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, October 12, 2026 at 5:30 P.M. (IST)**, to inter alia, consider and transact the following special business:

Item No. 1: TO ALTER AND INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

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

“RESOLVED THAT pursuant to Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, (including any statutory modification(s), amendments or re-enactment(s), thereof for the time being in force) (“**Act**”), and in accordance with the enabling provisions of the articles of association of the Company, the consent of the shareholders be and is hereby accorded to increase and alter the authorised share capital of the Company from INR 24,91,13,59,300/- (Indian Rupees Two Thousand Four Hundred Ninety One Crore Thirteen Lakh Fifty Nine Thousand Three Hundred only) consisting of:

- a) 17,60,00,00,000 (One Thousand Seven Hundred Sixty 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) 73,00,00,00,000 (Seventy Three Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each.

to INR 57,31,13,59,300/- (Indian Rupees Five Thousand Seven Hundred Thirty One Crore Thirteen Lakh Fifty Nine Thousand Three Hundred only) consisting of:

- a) 50,00,00,00,000 (Five Thousand 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, 13, 61, 64 and other applicable provisions of the Act, 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 57,31,13,59,300/- (Indian Rupees Five Thousand Seven Hundred Thirty One Crore Thirteen Lakh Fifty Nine Thousand Three Hundred only) divided into:

- a) 50,00,00,00,000 (Five Thousand 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, Gujarat at Ahmedabad.

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

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

Sd/-
Shivam Kumar
Company Secretary & Compliance Officer
ICSI Membership No: A37514
Date: September 19, 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 authorised 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 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@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, September 11, 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 Private Limited (*formerly known as Link Intime India Private Limited*), 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 Private Limited (*formerly known as Link Intime India Private Limited*) through e-mail request on investor.helpdesk@in.mpms.mufg.com 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 Private Limited.
- (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, October 5, 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 investor.helpdesk@in.mpms.mufig.com with a copy to secretarial@prismlife.com.

- (m) The Board of Directors have appointed Mr. Devesh Vasisht (CP No.:13700/Mem. No. F8488), Managing Partner of DPV & Associates LLP 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 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.
- (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 authorised 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, September 25, 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 along with their respective questions from their registered e-mail address mentioning their name, DP ID and client ID/ Folio no., No. of shares, PAN, mobile number and at secretarial@prismlife.com latest by **Friday, September 25, 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 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 MUFG Intime India Private Limited (*formerly known as Link 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 EGM.

- The remote e-voting period begins on Thursday, October 8, 2026 at 9:00 AM (IST) and ends on Sunday, October 11, 2026 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 EGM, through VC/ OAVM, 15 minutes before the scheduled time and only the shareholders 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 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 EGM without restriction of first-come-first served basis.
- The shareholders who have already cast 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 voting rights of members shall be in accordance with the provisions of Section 47 of the Companies Act, 2013, the applicable rules made thereunder and the Articles of Association of the Company, as applicable.

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

INSTAMEET VC INSTRUCTIONS:

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 EGM 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 EGM 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 come first served 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 EGM 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 EGM through InstaMeet facility and have not cast 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 EGM will be eligible to attend/ participate in the EGM 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.

REMOTE EVOTING INSTRUCTIONS:

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

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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.
- 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:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- 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.
- 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:

- 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>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- 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 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- 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”.
- 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.
- 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

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- 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”.

- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration>
<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
 b) Proceed with updating the required fields for registration.
 c) 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.

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

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

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

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
 b) Enter details as under:
1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.
 (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

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

Shareholders not registered for INSTAVOTE facility:

- e) 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.

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

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).

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.muvg.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: 8108116767.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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".

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.muvg.com with a copy to secretarial@prismlife.com.

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

TO ALTER AND INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

The shareholders are informed that, with a view to providing adequate headroom for the Company's future capital requirements and enabling the Company to undertake various potential capital transactions in future, it is proposed to increase the authorised share capital of the Company. At present, the authorised share capital of the Company of INR 24,91,13,59,300/- (Indian Rupees Two Thousand Four Hundred Ninety One Crore Thirteen Lakh Fifty Nine Thousand Three Hundred only) consisting of:

- a. 17,60,00,00,000 (One Thousand Seven Hundred Sixty 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 10,37,77,33,470/- (Indian Rupees One Thousand Thirty Seven Crore Seventy Seven Lakh Thirty Three Thousand Four Hundred Seventy Only) consisting of:

- a. 3,75,33,32,300 (Three Hundred Seventy Five Crore Thirty Three Lakh Thirty Two Thousand Three Hundred) 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. 1,03,518 (One Lakh Three Thousand Five Hundred Eighteen) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d. 93,779 (Ninety Three Thousand Seven Hundred Seventy Nine) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;

- e. 1,61,750 (One Lakh Sixty One Thousand Seven Hundred Fifty) 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. 66,13,55,387 (Sixty Six Crore Thirteen Lakh Fifty Five Thousand Three Hundred Eighty Seven) 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 57,31,13,59,300/- (Indian Rupees Five Thousand Seven Hundred Thirty One Crore Thirteen Lakh Fifty Nine Thousand Three Hundred only) consisting of:

- a. 50,00,00,00,000 (Five Thousand Crore) Equity Shares of INR 1/- (Indian Rupee One only) each;
- b. 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupee One only) each;
- c. 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d. 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e. 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f. 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g. 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h. 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i. 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j. 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k. 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l. 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m. 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- n. 73,00,00,000 (Seventy Three Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;

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.

Sections 13, 61 and 64 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorised by its articles of association, with the consent of its shareholders in its general meeting, alter the conditions of its memorandum of association so as to increase its share capital by such amount as it thinks expedient.

Article 10 of Part I of the Articles of Association of the Company empower the Company to alter its Authorised Share Capital.

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

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

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

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

Sd/-
Shivam Kumar
Company Secretary & Compliance Officer

Date: September 19, 2026
Place: Gurugram

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 subsidize 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 57,31,13,59,300/- (Indian Rupees Five Thousand Seven Hundred Thirty One Crore Thirteen Lakh Fifty Nine Thousand Three Hundred only) divided into: * @@@

- a) 50,00,00,00,000 (Five Thousand 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 Rupees One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m) 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- n) 73,00,00,00,000 (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 the shareholders meetings held on September 1, 2021, June 18, 2024, August 8, 2024, September 26, 2025 and December 20, 2025.

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

@@@ Proposed Amendment

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	I hereby witness signatures of both the subscribers to the Memorandum and Articles of Association ALOK KUMAR - ACS (CPN-8005) s/o Sh. Krishna Lal Anand C/o R.M. & Associates - Company Secretaries B-8/158, Sector-3, Rohtak, Delhi-110005
2	Amit Kumar s/o Ghanashyam Gupta R/o Near LSA school Link Road, 2 nd 3 rd Main Naya 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