



## **ORAVEL STAYS LIMITED**

*(Formerly known as Oravel Stays Private Limited)*

### **NOTICE OF 12<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **12<sup>th</sup> (Twelfth) Annual General Meeting ("AGM")** of the members of **Oravel Stays Limited** ("the Company") will be held through video conferencing ("VC") or other audio-visual means ("OAVM") on **Wednesday, September 27, 2023 at 5:30 PM (IST)**, to inter alia, consider and transact the following businesses:

#### **ORDINARY BUSINESSES:**

**Item No. 1 :** To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023 together with reports of the Board of Directors' and the Auditors' thereon and audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the report of the Auditors' thereon.

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

**"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2023 together with reports of the Board of Directors' and the Auditors' thereon and audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the report of the Auditors' thereon be and are hereby received, considered and adopted".

**Item No. 2 :** To appoint a Director in place of Mr. Aditya Ghosh (DIN: 01243445), Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** Mr. Aditya Ghosh (DIN: 01243445), Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company."

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

Sd/-  
**Abhishek Gupta**  
Group Chief Financial Officer

**Date: July 12, 2023**  
**Place: Gurugram**

## **NOTES:**

- (a) The Board of Directors of the Company are convening this annual general meeting (“AGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”) in terms of General Circular No. 14/2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 2/2021 dated 13<sup>th</sup> January 2021, General Circular No. 21/2021 dated 14<sup>th</sup> December 2021, General Circular No. 2/2022 dated 5<sup>th</sup> May 2022, and General Circular No. 10/2022 dated 28<sup>th</sup> December 2022 respectively, and all other relevant circular issued by Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), without the physical presence of the members at a common venue.
- (b) To comply with the 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.
- (c) Pursuant to the provisions of Section 105 of the Act, a member 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 member of the Company. Since this AGM will be held through VC/OAVM (pursuant to the MCA Circulars), physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM, and hence the map, proxy form and attendance slip are not annexed to this Notice pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs.
- (d) In case of joint holding, the members whose name appears as the first holder, in the order of names as per the register of members of the Company, will be entitled to vote at the AGM.
- (e) The corporate members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM, participate, and cast their votes through an electronic voting system. A corporate member intending to appoint its authorized representative to attend the meeting in terms of Section 113 of the Act is requested to send the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting at [secretarial@oyorooms.com](mailto:secretarial@oyorooms.com) or physical copy at the registered office of the Company.
- (f) 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.
- (g) The notice of the AGM along with Annual Report 2022-23 is being sent to all eligible member whose names appear in the register of members as on September 1, 2023. 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 AGM notice.

The members may note that AGM and Annual Report 2022-23 will be available on the Company’s website at [www.oyorooms.com](http://www.oyorooms.com) and the website of M/s. Link Intime India Pvt. Ltd (Voting Agency), i.e. <https://instavote.linkintime.co.in/>

- (h) In case of any assistance is required for using the technology before or during the AGM to access the AGM, the members may contact Link Intime India Pvt. Ltd.

- (i) The members 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.
- (j) 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 and physically for inspection by the members at the registered office of the Company during the working hours except on holidays, upto the date of the AGM. The members seeking to inspect such documents can send their request by way of an e-mail to [secretarial@oyorooms.com](mailto:secretarial@oyorooms.com).
- (k) The Company has received relevant disclosure/ consent from the Director seeking re-appointment.
- (l) The facility for electronic voting system shall be made available at the AGM. The members 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 Members on the date of the AGM are provided in the subsequent paragraphs.
- (m) The Company has fixed **September 20, 2023** 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 member as of the cut-off date should treat the AGM notice for information purposes only.

In case a person has become a member 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](mailto:rnt.helpdesk@linkintime.co.in) with a copy to [secretarial@oyorooms.com](mailto:secretarial@oyorooms.com).

- (n) The Board of Directors have appointed Mr. Devesh Vasisht, Managing Partner of DPV & Associates LLP as a scrutinizer to scrutinize/certify that the voting process is being carried out fairly and transparently.
- (o) 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (p) The results declared along with the scrutinizer's report shall be placed on the website of the Company at [www.oyorooms.com](http://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 authorized by him in writing.
- (q) Submission of questions or queries before AGM/ registration of speakers:

The members 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 **September 22, 2023** through an e-mail at [secretarial@oyorooms.com](mailto:secretarial@oyorooms.com). Such questions shall be taken up during the AGM for response by the Company. The members 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](mailto:secretarial@oyorooms.com) latest by **September 22, 2023**. Those members 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.

**(r) 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 members.

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

- The remote e-voting period begins on September 23, 2023 at 9:00 AM (IST) and ends on September 26, 2023 at 5:00 PM (IST)
- The members whose names appear in the register of members/ beneficial owners as on the cut-off date may vote electronically using an e-voting/ remote e-voting facility.
- The members are requested to join the AGM, through VC/ OAVM, 15 minutes before the scheduled time and only the members 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 members on a first-come-first-served basis. However, the participation of members having significant stake (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis.
- The members 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.linkintime.co.in> & 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@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

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

#### **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

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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
  - Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  - If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

## 2. Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/ Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

## 3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your 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 for



e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
  2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:-
    - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
    - B. 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.
    - C. DOB/ DOI:** Enter the Date of Birth (DOB)/ Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
    - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
- \*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
- \*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*
- 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).
  - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian/ Mutual Fund/ Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian/ Mutual Fund/ Corporate Body**’ login for the Scrutinizer to verify the same.



### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) 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.

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

### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical 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 Link 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 minimum 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

### **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@linkintime.co.in](mailto:enotices@linkintime.co.in) with a copy to [secretarial@oyorooms.com](mailto:secretarial@oyorooms.com).

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

Sd/-  
**Abhishek Gupta**  
**Group Chief Financial Officer**

**Date: July 12, 2023**  
**Place: Gurugram**