



ORAVEL STAYS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 4th **Extraordinary General Meeting (“EGM”)** of the members of **Oravel Stays Limited** (“the Company”) for FY 2024-25 will be held through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) on **Monday, December 9, 2024 at 5:30 P.M. (IST)**, to inter alia, consider and transact the following business:

SPECIAL BUSINESS:

Item No. 1:

To create, offer and issue Equity Shares on a private placement basis

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the relevant provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to create, offer, and issue up to 12,91,07,982 (Twelve Crore Ninety-One Lakh Seven Thousand Nine Hundred Eighty-Two) Equity Shares of the face value of INR 1/- (Indian Rupees One only) each, for cash at INR 42.60/- (Indian Rupees Forty-Two and Sixty Paise only) per Equity Share for an aggregate consideration amounting up to INR 5,50,00,00,034 (Indian Rupees Five Hundred Fifty Crore and Thirty-Four only) to Redsprig Innovation Partners LLP or any of the Founder’s affiliate entity (“**Investor**”) on a private placement basis (“**Proposed Issuance**”).

RESOLVED FURTHER THAT the members of the Company hereby approve the letter of offer cum application form in Form PAS-4 and to severally authorize the Directors and Company Secretary of the Company to sign the said form and send it to the Investor.

RESOLVED FURTHER THAT a copy of the valuation report issued by Samarth Valuation Advisory LLP, Registered Valuer, be and is hereby noted by the members of the Company.

RESOLVED FURTHER THAT pursuant to compliance of Section 42(6) of the Companies Act, 2013 and rules made thereunder, the aggregate amount of share application money received by the Company under this offer shall be kept in a separate bank account.

RESOLVED FURTHER THAT the Company record the name of the subscribers and maintain such record of private placement offer of the issued of Equity Shares in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Fund Raising Committee of the Board of Directors of the Company be and is hereby authorized to make and accept any modifications in the Offer Letter and Form PAS-5 and to settle all questions or difficulties that may arise regarding the

Proposed Issuance including amending or modifying any of the terms of such Proposed Issuance.

RESOLVED FURTHER THAT Equity Share proposed to be issued on a private placement basis through the Proposed Issuance shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Manager, Group General Counsel, Group Chief Financial Officer, and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to finalize, approve and sign the offer documents with authority to amend, vary, modify the offer document and contents thereof as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, issue and allotment of Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents and make necessary filings with the statutory authorities, including but not limited to, the Registrar of Companies, Gujarat and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of the Equity Shares including for the post issue formalities, without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive.”

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

Shivam Kumar
Company Secretary & Compliance Officer
ICSI Membership No: A37514

Date: November 12, 2024
Place: Gurugram

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 and General Circular No. 9/2024 dated 19th September 2024 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, will be entitled to vote at the EGM.
- (f) The corporate members are entitled to appoint authorized representatives to attend the EGM through VC/ OAVM, participate, and cast their votes through an electronic voting system. A corporate member intending to appoint its authorized representative to attend the meeting in terms of Section 113 of the Act is requested to send the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting at secretarial@oyorooms.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, November 8, 2024**. 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.oyorooms.com and the website of M/s. Link Intime India Pvt. Ltd (Voting Agency), 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, Link Intime India Pvt. Ltd through e-mail request on rnt.helpdesk@linkintime.co.in with a copy to secretarial@oyorooms.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 Link Intime India Pvt. Ltd.

- (j) The members attending the EGM through VC/ OAVM shall be counted to reckon the quorum under Section 103 of the Act as amended from time to time.
- (k) The facility for an electronic voting system shall be made available at the EGM. The members attending the EGM as of the cut-off date shall be able to exercise their voting rights at the EGM. The instructions for voting by Members on the date of the EGM are provided in the subsequent paragraphs.
- (l) The Company has fixed **Monday, December 2, 2024** as the “**cut-off date**” for voting at the EGM. The voting rights of the shareholders/ beneficial owners shall be reckoned on the shares they hold at the close of business hours on the cut-off date. A person who is not a member as of the cut-off date should treat the EGM notice for information purposes only.

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

- (m) 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.
- (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 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (o) The results declared along with the scrutinizer's report shall be placed on the company website at www.oyorooms.com, on the website of the voting agency, and on the Notice Board of the Company at its Registered Office and Corporate Office immediately after the Chairman or a person authorized by him in writing declares the result.
- (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 **Monday, December 2, 2024** through an e-mail at secretarial@oyorooms.com. Such questions shall be taken up during the EGM for response by the Company. The members who would like to express their views or ask questions during the EGM may register as speakers by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/ Folio no., No. of shares, PAN, mobile number at secretarial@oyorooms.com latest by **Monday, December 2, 2024**. Those members who have registered as speakers will be allowed to express their views and ask questions during the EGM. The Company reserves the right to restrict the number of speakers and the speaking time depending upon the availability of time during the EGM.

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

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

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

- The remote e-voting period begins on **Thursday, December 5, 2024** at 9:00 AM (IST) and ends on **Sunday, December 8, 2024** at 5:00 PM (IST).
- Members whose names appear in the register of members/ beneficial owners as of the cut-off date may vote electronically using an e-voting/ remote e-voting facility.
- The members are requested to join the EGM, through VC/ OAVM, 15 minutes before the scheduled time and only the members who have joined the EGM till 15 minutes after the scheduled time of the commencement of the EGM shall be counted to reckon the quorum of the EGM.
- The participation facility at the EGM through VC/ OAVM will be made available for 1,000 members on a first-come-first-served basis. However, the participation of members having significant stake (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors can attend the EGM without restriction of first-come-first served basis.
- The members who have already casted their vote through remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at the EGM.
- The voting right of members 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting will be eligible to attend/ participate in the Extraordinary 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 or contact on: - Tel: 022-49186175.

InstaMeet Support Desk
Link Intime India Private Limited

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

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

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

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

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period

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

METHOD 1 - From Easi/ Easiest

Users who have registered/ opted for Easi/ Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/ Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.

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

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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

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

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

Individual Shareholders of the Company, holding shares in physical form/ Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register 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 (“Corporate Body/ Custodian/ Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/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 at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section

- c) Map the Investor with the following details:
- a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

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

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at 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.

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

Forgot Password:

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

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

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

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

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

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

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

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

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Notes:

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

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

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

Item No. 1:

To create, offer and issue Equity Shares on a private placement basis

The members are informed that to give effect to the proposed funding transaction, the Company is required to issue up to 12,91,07,982 (Twelve Crore Ninety-One Lakh Seven Thousand Nine Hundred Eighty-Two) Equity Shares of the face value of INR 1/- (Indian Rupees One only) each, for cash at a price of INR 42.60/- (Indian Rupees Forty Two and Sixty Paise only) per Equity Share for an aggregate consideration amounting up to INR 5,50,00,00,034 (Indian Rupees Five Hundred Fifty Crore and Thirty-Four only) to Redsprig Innovation Partners LLP or any of the Founder's affiliate entity ("**Investor**") on a private placement basis ("**Proposed Issuance**") as permitted under Section 42, read with Section 62 and all other applicable provisions, if any, of the Companies Act, 2013.

Pursuant to the provisions of the company's Articles of Association and the applicable provisions of the Companies Act, 2013, the members' approval is required for the proposed issuance of Equity Shares and Series G CCCPS. Accordingly, the members' consent is being sought.

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

1. Date of the passing of Board resolution:

The Board of Directors of the Company at their meeting held on November 10, 2024 had, subject to the approval of the members of the Company and such other approvals as may be required, approved the issue of shares as per details mentioned in point 2 below, on a Private Placement basis for cash.

2. Size of the proposed issue:

Number of Shares to be issued	Type of Shares	Nominal value of shares	Price per Security	Total amount sought to be raised
Up to 12,91,07,982 Equity Shares	Equity Share	INR 1/- (Indian Rupees One only) each	INR 42.60 per Equity Share	Up to INR 5,50,00,00,034/-

3. The object of the issuance:

For general corporate purposes and other business-related activities, including, supporting the continued growth of the Company, supporting the Company's global expansion (including acquisitions) and enhanced business plan.

4. Relevant date with reference to which the price has been arrived at:

Under the provisions of the Companies Act, 2013, the relevant date for determining the price per share under this Proposed Issuance is November 9, 2024, which is 30 days prior to the date of this Extraordinary General Meeting.

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

Body Corporate.

6. The price at which the Equity Shares are proposed to be issued:

INR 42.60 per Equity Share, which is not lower than the fair share price determined per the valuation report.

7. The basis on which the price of Equity Shares have been arrived:

The price of the Equity Shares was arrived at based on the valuation report procured by the Company from Samarth Valuation Advisory LLP on May 23, 2024.

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

Up to INR 5,50,00,00,034 (Indian Rupees Five Hundred Fifty Crore and Thirty-Four only)

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

As per Annexure A

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

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

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

During the financial year 2024-25, the Company has made allotment of Series G Fully and Compulsory Convertible Cumulative Preference Shares ("Series G CCCPS") to the following persons through preferential/ private placement basis:

SI No.	Name of person whom the allotment is made	Number of Series G CCCPS allotted	Price per share	Date of allotment
1	InCred Wealth and Investment Services Private Limited	14,37,41,379/- Series G CCCPS	INR 29/- per Series G CCCPS	July 4, 2024
2	InCred Wealth and Investment Services Private Limited	2,62,84,483/- Series G CCCPS	INR 29/- per Series G CCCPS	August 23, 2024
3	ASK Financial Holdings Private Limited	48,27,586/- Series G CCCPS	INR 29/- per Series G CCCPS	August 24, 2024
4	J & A Partners	4,13,79,310/- Series G CCCPS	INR 29/- per Series G CCCPS	August 28, 2024

5	Patient Capital Investments Pte. Ltd.	28,62,06,897/- Series G CCCPS	INR 29/- per Series G CCCPS	September 20, 2024
6	Five Stars Capital SCA	7,81,97,715/- Series G CCCPS	Allotment is made for a consideration other than cash, being a part of stock consideration (Value- INR 29/- per Series G CCCPS)	September 23, 2024
	Jordan Setti	8,96,291/- Series G CCCPS		
	Charlotte Denoun	1,58,588/- Series G CCCPS		
	Thibaut Kolmann	31,718/- Series G CCCPS		

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

Except from Mr. Ritesh Agarwal, none of the other Promoters, Directors or Key Managerial Personnels of the Company intends to subscribe to any of the Equity Shares proposed to be issued hereunder.

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

Within 60 days from the receipt of acceptance letter and application money.

14. Expected dilution in equity share capital:

The issued equity share capital is expected to get diluted by ~1.728 on a fully diluted basis.

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

Sl. No.	Names of the proposed allottees	No. of shares (Up to)	% holding post allotment
1.	Redsprig Innovation Partners LLP or any of the Founder's affiliate entity	Up to 12,91,07,982 Equity Shares	~1.728

16. Details of Registered valuer who performed valuation:

Name: Samarth Valuation Advisory LLP
Address: 51/4, Primrose Street, Vatika City, Gurugram-122018, Haryana, India

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

Not applicable

18. Others:

Principle terms of assets charged as securities: Not Applicable

Except Mr. Ritesh Agarwal, none of the Directors and Key Managerial Personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

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

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

Shivam Kumar
Company Secretary & Compliance Officer
ICSI Membership No: A37514

Date: November 12, 2024
Place: Gurugram

Annexure-A									
Sl. No.	Category	Pre-Issue				Post-Issue			
		Equity		Preference*		Equity		Preference*	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding	No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoter's holding								
1	Indian:								
	Individual (A)	-	-	-	-	-	-	-	-
	Bodies Corporate	-	-	-	-	-	-	-	-
	Sub-Total	-	-	-	-	-	-	-	-
2	Foreign Promoters (B)	-	-	-	-	-	-	-	-
	Sub-Total (A)	-	-	-	-	-	-	-	-
B	Non- Promoter's holding:								
1	Institutional Investors	71,76,07,475	48.72%	4,68,35,22,651	87.98%	85,17,94,972	53.00%	4,69,14,87,774	87.99%
2	Non- Institution Investors:								
	Private Corporate Bodies	-	-	-	-	-	-	-	-
	Directors and Relatives	49,57,30,720	33.66%	-	-	49,57,30,720	30.85%	-	-
	Indian Public	-	-	-	-	-	-	-	-
	Others [Including Non-resident Indians (NRIs)]	25,94,73,086	17.62%	63,95,97,915	12.02%	25,95,26,841	16.15%	64,02,50,097	12.01%
	Sub-Total (B)	1,47,28,11,281	100.00%	5,32,31,20,566	100.00%	1,60,70,52,533	100.00%	5,33,17,37,871	100.00%
	Grand Total (A+B)	1,47,28,11,281	100.00%	5,32,31,20,566	100.00%	1,60,70,52,533	100.00%	5,33,17,37,871	100.00%

* Considering conversion ratio of Preference Shares