



ORAVEL STAYS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **Extraordinary General Meeting (“EGM”)** of the members of **Oravel Stays Limited** (“the Company”) will be held through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) on **Tuesday, June 18, 2024 at 5:30 P.M. (IST)**, to inter alia, consider and transact the following businesses:

SPECIAL BUSINESSES:

Item No. 1:

To alter and increase of authorized share capital of the Company:

To consider and if thought fit, to 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, each as amended (the **“Companies Act”**), and in accordance with the enabling provisions of the articles of association of the Company, consent of the shareholders be and is hereby accorded to increase and alter the authorized share capital of the Company of INR 9,01,13,59,300/- (Indian Rupees Nine Hundred One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) consisting of:

- a) 900,00,00,000 (Nine Hundred Crore) Equity Shares of INR 1/- (Indian Rupees One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupees One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;

- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- 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.

to INR 13,41,13,59,300/- (Indian Rupees Thirteen Hundred and Forty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) consisting of:

- a) 900,00,00,000 (Nine Hundred Crore) Equity Shares of INR 1/- (Indian Rupees One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupees One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;

- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m) 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- n) 44,00,00,000 (Forty Four Crores) Series G Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to Section 4 and 13 and other applicable provisions of the Companies Act, 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 13,41,13,59,300/- (Indian Rupees Thirteen Hundred and Forty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) divided into:

- a) 900,00,00,000 (Nine Hundred Crore) Equity Shares of INR 1/- (Indian Rupees One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupees One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;

- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m) 1,770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- n) 44,00,00,000 (Forty Four Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Manager, Group General Counsel, Chief Human Resources Officer, Chief Financial Officer, and Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all the required documents, applications and returns and all others acts including the filing of necessary E-form(s) with the Registrar of Companies.”

Item No. 2:

To create, offer and issue 14,37,41,379 Series G Fully and Compulsory Convertible Cumulative Preference Shares to InCred Wealth and Investment Services Private Limited on 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, 55, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 9 & 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (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 and the private placement offer letter in Form PAS-4 to be issued to InCred Wealth and Investment Services Private Limited (**“InCred”**), consent of the shareholders of the Company be and is hereby accorded to create, offer, and issue 14,37,41,379 (Fourteen Crore Thirty Seven Lakh Forty One Thousand Three Hundred and Seventy Nine) Series G Fully and Compulsory Convertible Cumulative Preference Shares (**“Series G CCCPS”**) of face value of INR 10/- (Indian Rupees Ten only) each for cash at an issue price of INR 29 per Series G CCCPS for an aggregate consideration amounting up to INR 4,16,85,00,000 (Rupees Four hundred Sixteen Crore and Eighty Five Lakhs only) to InCred on a private placement basis, through issue of a serially numbered private placement offer cum application letter recorded as Form PAS-4 (**“Offer Letter”**).

RESOLVED FURTHER THAT the members/shareholders 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 issue to InCred.

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 i.e. up to INR 4,16,85,00,000 (Rupees Four hundred Sixteen Crore and Eighty Five Lakhs only) to be

received by issue of 14,37,41,379 (Fourteen Crore Thirty Seven Lakh Forty One Thousand Three Hundred and Seventy Nine) Series G CCCPS of face value of INR 10/- (Indian Rupees Ten only) each, be kept in a separate bank account.

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

RESOLVED FURTHER THAT 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 in regard to the Issue including amending or modifying any of the terms of such Issue.

RESOLVED FURTHER THAT Series G CCCPS proposed to be issued on a private placement basis shall, *inter alia* have the following characteristics set out in the table below:

Key Terms of Series G CCCPS

Sl. No.	Characteristics	Series G CCCPS
1.	Summary of key terms of Series G CCCPS	<p>The terms mentioned herein are only a summary of the key terms of the Series G CCCPS being issued to InCred Wealth and Investment Services Private Limited ("InCred"). All other terms of the Series G CCCPS set forth in the Shareholders' Agreement shall form an integral part of the terms of the Series G CCCPS being issued to InCred, for all purposes.</p> <p>In the event of any conflict between the summary of the key terms of the Series G CCCPS (as issued to InCred) stated herein and the terms of Series G CCCPS (as issued to InCred) set forth in the Shareholders' Agreement, the terms set forth in the Shareholders' Agreement shall supersede and prevail.</p> <p>Capitalized terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Shareholders' Agreement.</p> <p>The term "Shareholders' Agreement" shall mean the Shareholders' Agreement dated July 29, 2019, (as may be amended, supplemented, superseded or replaced from time to time).</p>
2.	Priority with respect to payment of dividend or repayment of capital <i>vis-a-vis</i> equity shares	<p>Dividend: The Series G CCCPS are issued at a minimum preferential dividend rate of 0.01% (Zero point Zero One percent) per annum ("Series G Preferential Dividend").</p> <p>The Series G Preferential Dividend is cumulative and shall accrue from year to year whether or not</p>

paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year (other than in respect of the Series A CCPS, Series A1 CCCPS, Series B CCCPS, Series C CCCPS, Series C1 CCCPS, Series D CCCPS, Series D1 CCCPS, Series E CCCPS, Series F CCCPS, Series F1 CCCPS, and Series F2 CCCPS which shall be treated in *pari passu* in this regard). Notwithstanding the above, the Series G Preferential Dividend shall be due only when declared by the Board. In addition to and after payment of the Series G Preferential Dividend, each Series G CCCPS would be entitled to participate *pari passu* in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a *pro-rata*, *as-if-converted* basis.

The Series G CCCPS shall have priority with respect to repayment of capital *vis-a-vis* equity shares of the Company.

The Investors, including the subscribers to Series G CCCPS, shall (on a *pari passu* basis) be entitled to receive, prior to and in preference to any distribution of the proceeds of Liquidity Event to other Shareholders, the higher of the following amounts:

- (i) Liquidation Proceeds *pro-rata* to their respective Equity Securities liquidated (upon conversion); or
- (ii) an amount equal to the amount paid by the respective Investors for subscription of their respective Equity Securities (on an *as-if-converted* basis) liquidated pursuant to a Liquidity Event *plus* all due and unpaid dividends in respect of such Equity Securities.

After the amounts above have been fully paid to the respective Investors, any remaining amounts in the proceeds available for distribution to the Shareholders shall be distributed to the holders of Equity Shares *pro-rata* to their *inter-se* shareholding in the Company.

		The term “ Liquidity Event ” shall have the meaning ascribed to such term in the Shareholders’ Agreement.
3.	Participation in surplus fund	In addition to and after payment of the Series G Preferential Dividend, each Series G CCCPS would be entitled to participate <i>pari passu</i> in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a <i>pro-rata</i> , as-if-converted basis.
4.	Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	As stated in paragraph 2 above.
5.	Voting rights	The holders of the Series G CCCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares). The Company and the Founder hereby acknowledge that the subscribers of the Series G CCCPS have agreed to subscribe to the Series G CCCPS on the basis that the holders of the Series G CCCPS will be able to exercise voting rights on the Series G CCCPS as if the same were converted into Equity Shares. Each Series G CCCPS shall entitle the holder to the number of votes equal to the number of whole or fractional Equity Shares into which such Series G CCCPS could then be converted. To this effect, so long as applicable Law does not permit the holders of Series G CCCPS to exercise voting rights on all Shareholder matters submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares), then until the conversion of all the Series G CCCPS into Equity Shares, each Founder shall vote in accordance with the instructions of the Investors at a general meeting or provide proxies without instructions to the Investors for the purposes of a general meeting, in respect of such number of Equity Shares held by each of them such that a relevant percentage (“ Series G Relevant Percentage ”) of the Equity Shares of the Company are voted on in the manner required by the Investors. For the purposes of this paragraph, the Series G Relevant Percentage in relation to the Investors shall be equal to the percentage of Equity Shares in the Company that the Investors would hold if the Investors were to elect to convert their Series G CCCPS into Equity Shares based on the then applicable Series G Conversion Price to the total number of equity shares of the Company on a Fully Diluted basis. The

		obligation of the Founder to vote on their Equity Shares as aforesaid shall be pro-rated in accordance with their inter se shareholding in the Company.
6.	Payment of dividend on cumulative or non-cumulative basis	The Series G Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year (other than in respect of the Series A CCPS, Series A1 CCCPS, Series B CCCPS, Series C CCCPS, Series C1 CCCPS, Series D CCCPS, Series D1 CCCPS Series E CCCPS, Series F CCCPS, Series F1 CCCPS and Series F2 CCCPS which shall be treated in <i>pari passu</i> in this regard).
7.	Conversion into equity shares	<p>(a) Subject to the adjustment pursuant to paragraph 9 below (the details of which are more particularly set forth in the Shareholders' Agreement), each Series G CCCPS may be converted into Equity Shares on a 1:1 basis at any time at the option of the holder of the Series G CCCPS.</p> <p>(b) Subject to compliance with law, each Series G CCCPS shall automatically be converted into Equity Shares, at the conversion price then in effect, upon the earliest of (i) 1 (One) day prior to the expiry of 20 (Twenty) years from the date of issue of Series G CCCPS; or (ii) in connection with an IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.</p> <p>(c) The Series G CCCPS shall be converted into Equity Shares at the Series G Conversion Price determined as provided herein in effect at the time of conversion ("Series G Conversion Price").</p> <p>(d) The initial Series G Conversion Price for the Series G CCCPS shall be the Series G CCCPS Subscription Price.</p>
8.	Redemption	In lieu of redemption, the Series G CCCPS shall be compulsorily convertible into Equity Shares as provided in paragraph 7 above.
9.	Anti-dilution	The holders of Series G CCCPS shall be entitled to broad-based weighted average anti-dilution protection in accordance with and subject to the terms and conditions set out in the Shareholders' Agreement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Manager, Group General Counsel, Chief Human Resources Officer, 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, for issuance and allotment of Series G CCCPS, 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/Fund Raising Committee in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of the Series G CCCPS including for the post issue formalities, without being required to seek any fresh approval of the members/shareholders of the Company and the decision of the Board shall be final and conclusive.”

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

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

Date: **May 24, 2024**
Place: Gurugram

NOTES:

- (a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with the relevant rules made thereunder, setting out the material facts concerning the special businesses 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, and General Circular No. 9/2023 dated 25th September 2023 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. Since this EGM 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 EGM, and 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 register of members of the Company, 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, May 17, 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.

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

- (i) In case of any assistance is required for using 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 electronic voting system shall be made available at the EGM. The members as on the cut-off date, attending the EGM 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 **Tuesday, June 11, 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 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 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 website of the Company at www.oyorooms.com, on the website of the voting agency and the Notice Board of the Company at its Registered Office and as well as Corporate Office immediately after the declaration of the result by the Chairman or a person authorized by him in writing.
- (p) Submission of questions or queries before EGM/ registration of speakers:

The members seeking any information with regard to the business matter to be placed at the EGM are requested to write to the Company latest by **Tuesday, June 11, 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 themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/ Folio no., No. of shares, PAN, mobile number at secretarial@oyorooms.com latest by **Tuesday, June 11, 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 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 EGM.

- The remote e-voting period begins on **Friday, June 14, 2024** at 9:00 AM (IST) and ends on **Monday, June 17, 2024** 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 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, Auditors, Scrutinizer 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 shareholders shall be in proportion to their share in the Company's paid-up share capital (Equity and Preference) on a fully diluted basis 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

User 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 alter and increase of authorized share capital of the Company

The Company proposes to undertake private placement of its Series G Compulsorily Convertible Cumulative Preference Shares (the “Series G CCCPS” and such offering, the “Offer”) which may comprise a fresh issue of Series G CCCPS. In order to undertake the Offer, the Company is required to increase its existing share capital.

The existing authorized share capital of the Company of INR 9,01,13,59,300/- (Indian Rupees Nine Hundred One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) consists of:

- a) 900,00,00,000 (Nine Hundred Crore) Equity Shares of INR 1/- (Indian Rupees One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupees One only) each;
- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each; and
- 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.

will be altered and increased to INR 13,41,13,59,300/- (Indian Rupees Thirteen Hundred and Forty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only):

- a) 900,00,00,000 (Nine Hundred Crore) Equity Shares of INR 1/- (Indian Rupees One only) each;
- b) 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of

INR 1/- (Indian Rupees One only) each;

- c) 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- d) 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- e) 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- f) 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- g) 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- h) 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- i) 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- j) 1,37,000 (One Lakh Thirty-Seven Thousand) Series E Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- k) 1,54,000 (One Lakh Fifty-Four Thousand) Series F Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- l) 1,250 (One Thousand Two Hundred and Fifty) Series F1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
- m) 1770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
and
- n) 44,00,00,000 (Forty Four Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each.

Pursuant to Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the alteration and increase in the existing authorized share capital of the Company requires the approval of the shareholders of the Company.

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

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 resolution(s) set out in item no. 1 of the Notice for approval by the members as an **Ordinary Resolution**.

Item No. 2:

To create, offer and issue 14,37,41,379 Series G Fully and Compulsory Convertible Cumulative Preference Shares to InCred Wealth and Investment Services Private Limited on private placement basis

The shareholders are informed that, in order to give effect to the proposed transaction with InCred Wealth and Investment Services Private Limited (“InCred”), the Company is required to issue 14,37,41,379 (Fourteen Crore Thirty Seven Lakh Forty One Thousand Three Hundred and Seventy Nine) Series G Fully and Compulsory Convertible Cumulative Preference Shares (Series G CCCPS) of face value of INR 10/- (Indian Rupees Ten only) each for cash at an issue price of INR 29/- per Series G CCCPS for an aggregate consideration amounting up to INR 4,16,85,00,000 (Rupees Four Hundred Sixteen Crore and Eighty Five Lakhs only) to InCred on a private placement basis as permitted by Section 42, Section 55 read with Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules 9 & 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

Pursuant to the provisions of Articles of Association of the Company, Section 42, Section 55, Section 62(1)(c) and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, approval of the members/shareholders is required for the proposed issuance of Series G CCCPS. Accordingly, the consent of the members/shareholders is being sought.

The relevant details of the proposed issuance of Series G CCCPS and other material facts in connection thereto are provided hereunder:

The Series G CCCPS will bear a dividend/cumulative dividend at the minimum rate of 0.01% (Zero point Zero One percent) per annum payable from the date of allotment of Series G CCCPS till the date of conversion into equity shares.

1. Date of passing of Board resolution:

The Board of Directors of the Company at their meeting held on May 12, 2024 had, subject to the approval of the members of the Company (‘Members’) and such other approvals as may be required, approved the issue of shares as per details mentioned in point 2 below to InCred, on a Private Placement basis for cash.

2. Size of the proposed issue:

Number of Shares to be issued	Type of Shares	Nature of Shares	Nominal value of shares	Price per Security	Total amount sought to be raised
14,37,41,379	Series G Fully and Compulsory Convertible	Preference Shares	INR 10/- (Indian Rupees Ten)	INR 29 per	Up to INR 4,16,85,00,000/-

	Cumulative Preference Shares (Series G CCCPS)		only) each	Series G CCCPS	
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3. The object of the issuance of Series G CCCPS:

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:

In terms of the provisions of the Companies Act, 2013, relevant date for determining the price for the allotment of Series G CCCPS is May 12, 2024.

5. The manner of issue of Series G CCCPS:

The offer is proposed to be made as a further issue of shares on private placement basis in accordance with the provisions of Section 42, 55 and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), and Rule 9 & 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

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

Body Corporate

7. The price at which the Series G CCCPS is proposed to be issued:

The Series G CCCPS are being offered at a price of INR 29 per Series G CCCPS, respectively, which is not lower than the fair price determined as per valuation report, procured by the Company on May 23, 2024, from Samarth Valuation Advisory LLP.

8. The basis on which the price of the Series G CCCPS have been arrived:

The price of the Series G CCCPS have been arrived on the basis of the valuation report procured by the Company on, procured by the Company on May 23, 2024, from Samarth Valuation Advisory LLP.

9. Amount which the Company intends to raise by way of such shares:

Up to INR 4,16,85,00,000/-

10. Terms of issue of the Series G CCCPS:

The Series G CCCPS proposed to be issued under the Private Placement basis shall, *inter alia* have the following characteristics set out in the table below:

Key Terms of Series G CCCPS

Sl. No.	Characteristics	Series G CCCPS
1.	Summary of key terms of Series G CCCPS	<p>The terms mentioned herein are only a summary of the key terms of the Series G CCCPS being issued to InCred Wealth and Investment Services Private Limited (“InCred”). All other terms of the Series G CCCPS set forth in the Shareholders’ Agreement shall form an integral part of the terms of the Series G CCCPS being issued to InCred, for all purposes.</p> <p>In the event of any conflict between the summary of the key terms of the Series G CCCPS (as issued to InCred) stated herein and the terms of Series G CCCPS (as issued to InCred) set forth in the Shareholders’ Agreement, the terms set forth in the Shareholders’ Agreement shall supersede and prevail.</p> <p>Capitalized terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Shareholders’ Agreement.</p> <p>The term “Shareholders’ Agreement” shall mean the Shareholders’ Agreement dated July 29, 2019, (as may be amended, supplemented, superseded or replaced from time to time).</p>
2.	Priority with respect to payment of dividend or repayment of capital <i>vis-a-vis</i> equity shares	<p>Dividend: The Series G CCCPS are issued at a minimum preferential dividend rate of 0.01% (Zero point Zero One percent) per annum (“Series G Preferential Dividend”).</p> <p>The Series G Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year (other than in respect of the Series A CCPS, Series A1 CCCPS, Series B CCCPS, Series C CCCPS, Series C1 CCCPS, Series D CCCPS, Series D1 CCCPS, Series E CCCPS, Series F CCCPS, Series F1 CCCPS, and Series F2 CCCPS which shall be treated in pari</p>

		<p>passu in this regard). Notwithstanding the above, the Series G Preferential Dividend shall be due only when declared by the Board. In addition to and after payment of the Series G Preferential Dividend, each Series G CCCPS would be entitled to participate <i>pari passu</i> in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a <i>pro-rata, as-if-converted</i> basis.</p> <p>The Series G CCCPS shall have priority with respect to repayment of capital vis-a-vis equity shares of the Company.</p> <p>The Investors, including the subscribers to Series G CCCPS, shall (on a <i>pari passu</i> basis) be entitled to receive, prior to and in preference to any distribution of the proceeds of Liquidity Event to other Shareholders, the higher of the following amounts:</p> <ul style="list-style-type: none"> (i) Liquidation Proceeds <i>pro-rata</i> to their respective Equity Securities liquidated (upon conversion); or (ii) an amount equal to the amount paid by the respective Investors for subscription of their respective Equity Securities (on an <i>as-if-converted</i> basis) liquidated pursuant to a Liquidity Event <i>plus</i> all due and unpaid dividends in respect of such Equity Securities. <p>After the amounts above have been fully paid to the respective Investors, any remaining amounts in the proceeds available for distribution to the Shareholders shall be distributed to the holders of Equity Shares <i>pro-rata</i> to their <i>inter-se</i> shareholding in the Company.</p> <p>The term “Liquidity Event” shall have the meaning ascribed to such term in the Shareholders’ Agreement.</p>
3.	Participation in surplus fund	<p>In addition to and after payment of the Series G Preferential Dividend, each Series G CCCPS would be entitled to participate <i>pari passu</i> in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a <i>pro-rata, as-if-converted</i> basis.</p>

4.	Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	As stated in paragraph 2 above.
5.	Voting rights	<p>The holders of the Series G CCCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares). The Company and the Founder hereby acknowledge that the subscribers of the Series G CCCPS have agreed to subscribe to the Series G CCCPS on the basis that the holders of the Series G CCCPS will be able to exercise voting rights on the Series G CCCPS as if the same were converted into Equity Shares. Each Series G CCCPS shall entitle the holder to the number of votes equal to the number of whole or fractional Equity Shares into which such Series G CCCPS could then be converted. To this effect, so long as applicable Law does not permit the holders of Series G CCCPS to exercise voting rights on all Shareholder matters submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares), then until the conversion of all the Series G CCCPS into Equity Shares, each Founder shall vote in accordance with the instructions of the Investors at a general meeting or provide proxies without instructions to the Investors for the purposes of a general meeting, in respect of such number of Equity Shares held by each of them such that a relevant percentage (“Series G Relevant Percentage”) of the Equity Shares of the Company are voted on in the manner required by the Investors. For the purposes of this paragraph, the Series G Relevant Percentage in relation to the Investors shall be equal to the percentage of Equity Shares in the Company that the Investors would hold if the Investors were to elect to convert their Series G CCCPS into Equity Shares based on the then applicable Series G Conversion Price to the total number of equity shares of the Company on a Fully Diluted basis. The obligation of the Founder to vote on their Equity Shares as aforesaid shall be pro-rated in accordance with their inter se shareholding in the Company.</p>
6.	Payment of dividend on cumulative or non-cumulative basis	The Series G Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends

		shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year (other than in respect of the Series A CCPS, Series A1 CCCPS, Series B CCCPS, Series C CCCPS, Series C1 CCCPS, Series D CCCPS, Series D1 CCCPS Series E CCCPS, Series F CCCPS, Series F1 CCCPS and Series F2 CCCPS which shall be treated in <i>pari passu</i> in this regard).
7.	Conversion into equity shares	<p>(a) Subject to the adjustment pursuant to paragraph 9 below (the details of which are more particularly set forth in the Shareholders' Agreement), each Series G CCCPS may be converted into Equity Shares on a 1:1 basis at any time at the option of the holder of the Series G CCCPS.</p> <p>(b) Subject to compliance with Law, each Series G CCCPS shall automatically be converted into Equity Shares, at the conversion price then in effect, upon the earliest of (i) 1 (One) day prior to the expiry of 20 (Twenty) years from the date of issue of Series G CCCPS; or (ii) in connection with an IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.</p> <p>(c) The Series G CCCPS shall be converted into Equity Shares at the Series G Conversion Price determined as provided herein in effect at the time of conversion ("Series G Conversion Price").</p> <p>(d) The initial Series G Conversion Price for the Series G CCCPS shall be the Series G CCCPS Subscription Price.</p>
8.	Redemption	In lieu of redemption, the Series G CCCPS shall be compulsorily convertible into Equity Shares as provided in the paragraph 7 above.
9.	Anti-dilution	The holders of Series G CCCPS shall be entitled to broad-based weighted average anti-dilution protection in accordance with and subject to the terms and conditions set out in the Shareholders' Agreement.

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

As per Annexure-B.

12. 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.

13. Number of persons to whom allotment on preferential/private basis have already been made during the year, in terms of number of securities as well as price: None

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

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

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

Within 60 days from the receipt of share application money.

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

The issued equity share capital is expected to get diluted by ~2.11% on Fully Diluted Basis (FDB), upon conversion of preference shares and without taking into consideration the adjustment of Anti-dilution. However, the dilution is subject to certain adjustments as per the terms of the issuance of the relevant preference shares, at the time of conversion of the preference shares of the Company.

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

Sl. No.	Names of the proposed allottees	No. of shares	% holding post allotment
1.	InCred Wealth and Investment Services Private Limited	14,37,41,379	~2.11 (FDB) <i>(Refer note No. 16 above related to anti-dilution)</i>

18. Details of Registered valuer who performed valuation:

Name: Samarth Valuation Advisory LLP

Address: 51/4, Primrose Street, Vatika City, Gurugram 122018 (Haryana)

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

Not applicable.

20. Object of offer:

It is 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.

21. Others:

Principle terms of assets charged as securities: Not Applicable

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

The Board of Directors recommends the resolution(s) set out in item no. 2 of the Notice for approval by the members as a **Special Resolution**.

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

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

Date: May 24, 2024
Place: Gurugram

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ORAVEL STAYS LIMITED##

- I. The Name of the Company is **ORAVEL STAYS LIMITED ##**
- II. The Registered office of the Company will be situated in the State of Gujarat.
- III. The objects for which the Company is established are: -
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on the business of providing, operating, managing, branding, advising, online and offline booking & marketing and business ancillary service related to, accommodations including hotels, guest houses, motels, lodging and boarding houses, serviced apartments, holiday resorts, co-working spaces, short stays accommodations and such other accommodations of similar nature.
 2. To carry on the business of travel marketing, travel agent services, travel agent email database marketing, travel website marketing, corporate & consumer database marketing, last minute travel promotions, travel media planning & advertising services, translation services, travel information centre & other allied activities.
 3. To organize religious, educational, sightseeing and business tours and for the purpose to charter ships, trains, aero planes, motor buses, motor lorries, motor cars, wagon carts, motor boats and carriages of every description, to book and reserve accommodation and rooms in hotels, restaurants and boarding lodging houses, boat houses & others.
 - (B) **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE: -**
 1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
 2. To carry on the business of manufacturing, packaging, importing, exporting, buying and selling food and beverage, providing or facilitating sale of food and beverage services,

providing or facilitating concierge services, providing or facilitating transportation services and any other such ancillary services in relation to hotel or accommodation services

3. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
4. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
5. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
6. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
7. To undertake or promote scientific research relating to the main business or class of business of the Company.
8. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, or take possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
9. To negotiate and enter into agreements and contracts including but not limited to franchising and brand licensing contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
10. To amalgamate with any other company, of which all or any of their objects are similar to the objects of the Company, in any manner with or without liquidation.
11. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
12. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance

manufacturing processes know-how and other information, designs, patterns, copyrights, trade-mark, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.

13. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, licence or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
14. To make application, file documents, apply for tenders, enter into agreements with any Government or other Authorities or any persons or companies that may seem conducive to the main objects of the Company and to obtain from any such Government, other authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
15. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
16. Subject to Section 179, 180, 185 and 186 of the Companies Act, 2013 and the rules thereunder and the directions issued by any authority, to receive money on loan or raise money in such manner as the Company may deem fit, including issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owed by mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or company, of any obligation undertaken by the Company, or any such other person or company.
17. Subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, to grant, avail any kind of guarantee, corporate guarantee and counter guarantee and to guarantee the payment/repayment of loans, borrowings of any nature whatsoever granted by any institutions and/or any person to/from any individual, firm(s), HUF, company(s), association of person and money secured by or payable under or in respect of stocks, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and securities of any person, whether incorporated or not.
18. To draw, make, accept, discount, execute and issue bills of exchanges, promissory notes, bills

of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of business of the Company.

19. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required in or upon such manner as, from time to time, may be determined.
20. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
21. To establish, or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
22. To sell, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
23. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Sec. 52 of the Companies Act, 2013.
24. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company propose to acquire.
25. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
26. To create any reserve fund, sinking fund or any other such special funds whether for depreciation, repairing, improving and research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and

subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

28. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company, either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine.
30. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and expenses of and incidental to the acquisition by the Company of any property or assets.
31. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
32. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act 2013 or such other statutes or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
33. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
34. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object of and for exhibition, subject to the provisions of Sections 180, 182 & 183 of the Companies Act, 2013.
35. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
36. To do all such other things as may be deemed incidental or conducive to the attainment of the

main objects.

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them. ##
- V. The Authorised Share Capital of the Company is INR 13,41,13,59,300/- (Indian Rupees Thirteen Hundred and Forty One Crore Thirteen Lakhs Fifty Nine Thousand Three Hundred only) divided into:*
- a. 900,00,00,000 (Nine Hundred Crore) Equity Shares of INR 1/- (Indian Rupees One only) each;
 - b. 1,00,000 (One Lakh) Series A Fully and Compulsory Convertible Preference Shares of INR 1/- (Indian Rupees One only) each;
 - c. 1,15,000 (One Lakh Fifteen Thousand) Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
 - d. 1,05,000 (One Lakh Five Thousand) Series B Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
 - e. 1,70,000 (One Lakh Seventy Thousand) Series C Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
 - f. 1,05,000 (One Lakh Five Thousand) Series C1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each;
 - g. 910 (Nine Hundred and Ten) Series C2 Fully and Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten only) each;
 - h. 3,23,000 (Three Lakh Twenty Three Thousand) Series D Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only);
 - i. 13,000 (Thirteen Thousand) Series D1 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only):
 - 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):
 - 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):
 - 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. 1770 (One Thousand Seven Hundred Seventy) Series F2 Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each.
 - n. 44,00,00,000 (Forty Four Crores) Series G Fully and Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) each.

* The Shareholder of the Company increase the authorised share capital of the Company at Extra Ordinary General Meeting dated September 1, 2021.

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

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 Kailash-1, New Delhi-110048	8000 (Eight Thousand) Equity Shares	<i>Ritesh Agarwal</i>	I hereby witness signatures of both the subscribers to the Memorandum and Articles of Association ALOK KUMAR - ACS (CPNs.-825) s/o Sh. Krishna Lal Anra C/O N.M. & Associates - Company Secretaries B-8/158, Sector-3, Rohtak, Delhi - 110085
2	Amit kumar s/o Ghanashyam Gupta R/o Near USA school Link Road, 23 Man Nagar Distt., Jhunjhunu, Rajasthan PIN- 333001 Occupation: Business.	2000 (Two Thousand) Equity shares	<i>Amit Gupta</i>	
		10,000 (Ten Thousand) Equity Shares		

Dated: 12/02/2012

Place: Delhi

Annexure-B									
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)	51,02,63,000	37.89%	-	-	51,02,63,000	37.89%	-	-
	Bodies Corporate	-	-	-	-	-	-	-	-
	Sub-Total	51,02,63,000	37.89%	-	-	51,02,63,000	37.89%	-	-
2	Foreign Promoters (B)	60,67,60,000	45.05%	3,85,68,00,000	81.53%	60,67,60,000	45.05%	3,85,68,00,000	79.12%
	Sub-Total (A)	1,11,70,23,000	82.94%	3,85,68,00,000	81.53%	1,11,70,23,000	82.94%	3,85,68,00,000	79.12%
B	Non- Promoter's holding:								
1	Institutional Investors	6,87,20,000	5.10%	87,39,20,000	18.47%	6,87,20,000	5.10%	1,01,76,61,379	20.88%
2	Non- Institution Investors:								
	Private Corporate Bodies	-	-	-	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-	-	-
	Indian Public	-	-	-	-	-	-	-	-
	Others [Including Non-resident Indians (NRIs)]	16,10,14,678	11.96%	-	-	16,10,14,678	11.96%	-	-
	Sub-Total (B)	22,97,34,678	17.06%	87,39,20,000	18.47%	22,97,34,678	17.06%	1,01,76,61,379	20.88%
	Grand Total (A+B)	1,34,67,57,678	100.00%	4,73,07,20,000	100.00%	1,34,67,57,678	100.00%	4,87,44,61,379	100.00%

* Considering conversion ratio of Preference Shares