

# WINTERFEEL HOTELS AND RESORTS LIMITED

CIN: U55209KL2017PLC049761

Regd. Off: 3<sup>rd</sup> Floor, Door No: 26/386/22, District Vyaparabhavan, Sahithya Academy  
Road, Chambukavu, Thrissur, Kerala, India - 680020

E-Mail Id: [winterfeelind@gmail.com](mailto:winterfeelind@gmail.com), PH: 0487-2333311

## NOTICE TO MEMBERS

**NOTICE** is hereby given that the Extra Ordinary General Meeting of **M/S. WINTERFEEL HOTELS AND RESORTS LIMITED** will be held on Tuesday, the 17<sup>th</sup> June 2025 at the Registered Office of the Company at 11.00 A M to transact the following business:

### **ITEM NO.1: TO APPROVE FURTHER ISSUE OF EQUITY SHARES BY THE COMPANY ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT** pursuant to Section 62 (1) (c) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and applicable provisions in the Memorandum of Association and Articles of Association of the Company and subject to the approval of all concerned statutory and other authorities and other approvals as may be required, the Company do offer **Rs.2,50,00,000** Equity Shares of Rs.10/- each for cash at par on preferential basis to existing shareholder as detailed below provided that the aggregate issue amount shall not exceed **Rs.25,00,00,000/- (Rupees Twenty Five Crore only)”**

Sl. No.	Name of the Shareholder / Investor	No. of Shares to be offered	Amount per share (Rs.)	Total Amount (Rs.)
1	Vyapari Vyavasayi Benevolent Society	25000000	10	250000000
	Total	25000000	10	250000000

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, **Mr. KOMALATHUMVEETIL ABDUL HAMEED, Chairman Cum Director (DIN:02441736)** be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/ issue, allotment and utilization of the proceeds of issue of Equity Shares or otherwise and to do all such other acts, deeds, matters and things and to finalize and execute all such deeds documents and writings as may be necessary, desirable or expedient as they may deem fit.”

**ITEM NO. 2: ADDITION OF NEW INCIDENTAL OBJECT TO THE MEMORANDUM OF ASSOCIATION:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to necessary approvals from the Registrar of Companies and/or any other authority as may be required, consent of the members be and is hereby accorded for insertion of the following new Incidental Object as Clause III B (7) in the Memorandum of Association of the Company, after the existing Clause III B (6):

*(7) To invest and deal with the moneys and any other assets of the company not immediately required, in any assets such as land, buildings, shares, securities, fixed deposits, mutual funds, or in such other manner as may, from time to time, be determined by the Board of Directors of the Company.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution.”

**ITEM NO.3: APPROVAL FOR INVESTMENT IN SHARES OF OTHER COMPANIES:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals as may be required, the consent of the Company be and is hereby accorded to the Board of Directors to invest in the shares of other companies, including but not limited to acquiring controlling or minority stakes, entering into joint ventures, mergers, or acquisitions, as deemed appropriate by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all necessary steps, actions, and decisions in connection with the above, including filing necessary forms with the Registrar of Companies and complying with all applicable laws and regulations.”

**ITEM NO. 4: APPROVAL FOR ACQUISITION OF SHARES IN WINTERFEEL GLOBAL TRADING PRIVATE LIMITED:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals as may be required, the consent of the Company be and is hereby accorded to the Board of Directors to acquire shares of Winterfeel Global Trading Private Limited, a company in which the Company holds a stake, at

the same price as prevailing in the market, subject to compliance with all applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all necessary steps, actions, and decisions in connection with the above, including filing necessary forms with the Registrar of Companies and complying with all applicable laws and regulations.”

**By Order of the Board  
For Winterfeel Hotels and Resorts Limited**

**Sd/-**

**Date: 26.05.2025**

**Komalathumveettil Abdul Hameed  
(DIN : 02441736)  
Chairman Cum Director**

**Place: Thrissur**

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the Company.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company

at <http://winterfeelhotels.com> and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 14<sup>th</sup> June 2025 at 9.30 A.M. and ends on 16<sup>th</sup> June 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10<sup>th</sup> June 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10<sup>th</sup> June 2025.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available</li></ol>

under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the



company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [sreekrishnakumarfcs@gmail.com](mailto:sreekrishnakumarfcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms.Pallvi Mahtre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [winterfeelhotels@gmail.com](mailto:winterfeelhotels@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [winterfeelhotels@gmail.com](mailto:winterfeelhotels@gmail.com) ,If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**ANNEXURE TO THE NOTICE:**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The following Explanatory Statement sets out all material facts relating to the item of Special Business as mentioned in the accompanying Notice.

**ITEM NO.1: TO APPROVE FURTHER ISSUE OF EQUITY SHARES BY THE COMPANY:**

The Members are informed that the Company has a proposal to make an offer for the issue of Rs.2,50,00,000/- Equity Shares of Rs.10/- each at par aggregating Rs.25,00,00,000/-(Rupees Twenty Five Crore Only.) on preferential basis in order to augment the requirement of funds for meeting expansion and other working capital requirements of the company.

Pursuant to Section 62 (1) (c) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, where at any time a Company proposes to increase its subscribed capital by issue of further shares, such shares shall be offered to any persons whether or not they are existing shareholders, subject to the approval of the Members by means of a Special Resolution and subject to the conditions prescribed in the Companies (Share Capital and Debentures) Rules, 2014

As the Company proposes to make the offer to new shareholders, the Board of Directors of the Company at their Meeting held on 16<sup>th</sup> May 2025 accorded their approval to make an offer for the issue of Rs. 2,50,00,000/- Equity Shares of Rs.10/- each at par aggregating Rs.25,00,00,000/-(Rupees Twenty Five Crore Only.) on preferential basis subject to the approval of the Shareholders by means of a special resolution.

The disclosures as prescribed under Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are detailed below:

**Disclosures under Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:**

(i)	Particulars of the Offer *	:	The Company proposes to make an offer for issue of Rs. 2,50,00,000 Equity Shares of Rs.10/- each at par on preferential basis in order to augment the requirement of funds for expansion and other working capital
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			requirements of the Company. The offer has been recommended by the Board of Directors at their Meeting held on 16 <sup>th</sup> May 2025
(ii)	Kinds of Securities proposed to be offered *	:	Equity Shares
(iii)	The objects of the issue *	:	To augment the requirement of funds for meeting expansion and other working capital requirements of the Company.
(iv)	Total Number of Shares to be issued	:	Rs.2,50,00,000 Equity Shares of Rs.10/- each at par
(v)	Amount which the Company intends to raise by way of such securities *	:	Rs.25,00,00,000/-
(vi)	The price or price band at / within which the allotment is proposed	:	Rs.10/- per share i.e. at par.
(vii)	Basis on which the price has been arrived	:	Issue price has been arrived at keeping in mind the expansion plans of the Company.
(viii)	Relevant date with reference to which the price has been arrived at.	:	28/02/2025
(ix)	The class or classes of persons to whom the allotment is proposed to be made:		
	<b>Sl. No</b>	<b>Name of the Shareholder</b>	<b>Number of Shares proposed to be offered</b>
	1	<b>Vyapari Vyavasayi Benevolent Society</b>	<b>25000000</b>
	<b>Total</b>		<b>25000000</b>
(x)	Intention of promoters, directors or key managerial personnel to subscribe to the offer	:	The offer is not proposed to be made to any of the promoters, directors or key managerial personnel of the Company.
(xi)	The proposed time within which the allotment shall be completed.	:	The allotment is expected to be completed within 12 months from the date of passing Special Resolution.

(xii)	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them		
<b>Sl. No.</b>	<b>Name of the proposed allottees</b>		<b>Percentage of Post issue Equity Capital</b>
1	<b>VYAPARI VYAVASAYI BENEVOLENT SOCIETY</b>	<b>:</b>	<b>96.7%</b>

(xiii)	The change in control, if any, in the company that would occur consequent to the preferential offer	:	There is no change in the control in the company.
(xiv)	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	:	2,50,00,000 Equity Shares of Rs.10/- each at par have been allotted to persons during the current financial year.
(xv)	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	:	No shares are being allotted for the consideration other than cash, the said issue of shares to be made for consideration by way of cash..
(xvi)	Name and address of the valuer who performed the valuation. *	:	CA JOJIN GEORGE Thekkekara, Edappatta Post, Melattur Via Malappuram Dist.Kerala-679326
(xvii)	<b>The pre issue and post issue shareholding pattern of the company</b>		

**1. The pre issue and post issue shareholding pattern of the company in the following format-**

<b>S. No.</b>	<b>Category</b>	<b>Pre-Issue</b>		<b>Post Issue</b>	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoter's Holding</b>				
1.	Indian:				
	Individuals	1519983	1.52	1519983	1.00
	Bodies Corporate				

	<b>Total</b>	<b>1519983</b>	<b>1.52</b>	<b>1519983</b>	<b>1.00</b>
<b>B.</b>	<b>Non-Promoter's Holding</b>				
1.	Institutional Investors				
2.	Non-Institution:				
	Private Corporate Sector				
	Directors and Relatives	2719367	2.72	2719367	2.00
	Indian Public:: <i>Individuals</i>				
	Other (Including NRIs):: Abdul Hameed Komalathuveetil (Nominee of Vyapari Vyavasayi Benevolent Society)	95760650	95.76	120760650	96.7
	<b>Sub Total (B)</b>	<b>98480017</b>	<b>98.48</b>	<b>123480017</b>	<b>99.00</b>
	<b>GRAND TOTAL</b>	<b>100000000</b>	<b>100.00</b>	<b>125000000</b>	<b>100.00</b>

The Board of Directors accordingly commends the resolution set out Item No.1 of the accompanying Notice to be passed as a Special Resolution. Mr. Komalathumveettill Abdul Hameed, Chairman cum Director (DIN:02441736) is deemed to be interested in passing the above resolution.

#### **ITEM NO. 2: ADDITION OF NEW INCIDENTAL OBJECT TO THE MEMORANDUM OF ASSOCIATION:**

The board of directors of the company proposes to invest the surplus of the fund not immediately required in suitable investment options as they determine viable and economical for which the matter to be included in the incidental object III B as item 7 after the present incidental object 6 in the memorandum of association of the company for which the approval of the members by passing Special Resolution is required.

Hence the matter included in the notice for consideration and approval of the members of the company.

None of the directors are interested or concerned in the matter.

#### **ITEM NO. 3: APPROVAL FOR INVESTMENT IN SHARES OF OTHER COMPANIES:**

The Company is considering expanding its business operations through strategic investments in other companies. This may include acquiring shares, entering into joint ventures, or other forms of business combinations. The Board of Directors believes that such investments will enhance shareholder value and contribute to the growth of the Company.

As per Section 186 of the Companies Act, 2013, the Company requires approval from its members to make such investments. Therefore, the Board recommends the passing of the resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in the resolution.

**ITEM NO. 4: APPROVAL FOR ACQUISITION OF SHARES IN WINTERFEEL  
GLOBAL TRADING PRIVATE LIMITED:**

The Company is considering expanding its business operations through the acquisition of shares in Winterfeel Global Trading Private Limited, a company in which the Company holds a stake. The Board of Directors believes that such acquisition will enhance shareholder value and contribute to the growth of the Company.

As per Section 186 of the Companies Act, 2013, the Company requires approval from its members to make such acquisitions. Therefore, the Board recommends the passing of the resolution as a Special Resolution.

"Certain Directors of the Company, namely Vazhappilly Thomas George, Payattillamparamb Pavithran, Komalathumveettil Abdul Hameed, Kannoly Karunakaran Bhagyanathan, Manjali Jose Sebastian, Kooliyattayil Fakarul Hassan, Thalakkottur John Lukose, Narayanan, and Moothedan Erani Joy, are also directors in Winterfeel Global Trading Private Limited. Accordingly, they may be deemed to be concerned or interested in the resolution to the extent of their directorships in the said company. None of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested in the resolution."

**By Order of the Board  
For Winterfeel Hotels and Resorts Limited  
Sd/-**

**Date : 26.05.2025**

**Place: Thrissur**

**Komalathumveettil Abdul Hameed  
(DIN : 02441736)  
Chairman Cum Director**

### **ATTENDANCE SLIP**

I/We.....R/o.....  
..... hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Tuesday 17<sup>th</sup> day of June, 2025 at 11.00 A.M at the Registered office of Winterfeel Hotels and Resorts Limited.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

\* Applicable for investors holding shares in electronic form.

Signature of  
shareholder(s)/proxy

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Notice of the Extra Ordinary General Meeting (EGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
4. Notice of the Extra Ordinary General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.



## **PROXY FORM**

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

\* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company on Tuesday 17<sup>th</sup> day of June, 2025 at 11.00 A.M at the Registered Office of Winterfeel Hotels and Resorts Limited and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this ..... day of..... 2025  
Signature of shareholder.....  
Signature of Proxy holder(s) (1).....  
Signature of Proxy holder(s) (2).....  
Signature of Proxy holder(s) (3).....

Affix Revenue Stamp not less than Rs.1/-
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### **Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.5. Please complete all details including details of member(s) in above box before submission.