



# 07<sup>th</sup> ANNUAL REPORT

2023-24

**WINTERFEEL HOTELS AND RESORTS LIMITED**

**CIN : U55209KL2017PLC049761**

**ISIN : INE0A4701013**

Regd Office : 3<sup>rd</sup> Floor, Door No.26/386/22, District Vyaparabhavan

Sahithya Academy Road, Chambukavu, Thrissur, Kerala, India – 680020

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**NOTICE OF 07<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 07<sup>th</sup> Annual General Meeting(“AGM”) of the Company will be held on **Monday, 30<sup>th</sup> September 2024 at 11.00 a.m. (IST) at the Registered Office of the Company** in compliance with all the applicable provisions of the Companies Act, 2013(“Act”) and rules notified thereunder :

**ORDINARY BUSINESS**

**Item No. 1 – Adoption of financial statements**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors (“the Board”) and auditors thereon.

**Item No. 2 – Appointment of Mr. THALAKKOTTUR JOHN LUKOSE (DIN:07789348) as a Director liable to retire by rotation.**

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. THALAKKOTTUR JOHN LUKOSE (DIN:07789348)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

**Item No. 3 – Appointment of Mr. PAYATTILLAMPARAMB PAVITHRAN (DIN:01559236) as a Director liable to retire by rotation.**

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. PAYATTILLAMPARAMB PAVITHRAN (DIN:01559236)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

**Item No. 4 – Appointment of Mr. MOOTHEDAN ERANI JOY (DIN:07902711) as a director liable to retire by rotation.**

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. MOOTHEDAN ERANI JOY (DIN:07902711)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

**Item No. 5 – Appointment of Mr. RAVUNNY RAGHAVAN ATTASSERY (DIN:03572345) as a director liable to retire by rotation.**

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. RAVUNNY RAGHAVAN ATTASSERY (DIN:03572345)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

**Item No. 6 – Appointment of Mr. BIJU GEORGE (DIN:09436214) as a director liable to retire by rotation.**

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. BIJU GEORGE (DIN:09436214)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

**SPECIAL BUSINESS:**

**Item No. 7 – Appointment of Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601) as Director of the company.**

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, **Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601)** whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

**Item No. 8 – Appointment of Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930) as Director of the company.**

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, **Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930)** whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

**Item No. 9 – Enhancement of Authorised Share Capital**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from Rs. 100,00,00,000/- (Rupees Hundred Crore) divided into 10,00,00,000/- (Ten Crore) Equity Shares of Rs. 10/- each to Rs. 125,00,00,000/- (Rupees Hundred And Twenty Five Crore) divided into Rs.12,50,00,000/- (Twelve Crore Fifty Lakh) Equity Shares of Rs. 10/- each by creation of additional Rs.2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- each ranking pari passu in all respect with the existing Equity Shares.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

**Item No:10\_ Alteration of Capital Clause contained in the Memorandum of Association:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following Clause.

V. The Share Capital of the Company is 125,00,00,000/- rupees, divided into 12,50,00,000 Equity shares of 10.00 rupees each.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

**Item No:11\_ Approval of Appointment of Mr. KOMALATHUMVEETIL ABDUL HAMEED (DIN: 02441736) as Whole time Director of the Company:**

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197 , 198 and 201 read with Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to Articles of Association of the company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, and subject to approval of Central Government, the consent of the members of

the company be and is hereby accorded for the appointment of Mr. KOMALATHUMVEETIL ABDUL HAMEED, director of the Company with (DIN: 02441736), as Whole time director of the Company to hold office for a period of five years and a monthly remuneration is fixed by the board as per the rules of the Company”.

**Item No:12: Approval of Appointment of Mr. VAZHAPPILLY THOMAS GEORGE (DIN: 00813811) as Whole time Director of the Company.**

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197 , 198 and 201 read with Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to Articles of Association of the company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, and subject to approval of Central Government, the consent of the members of the company be and is hereby accorded for the appointment of Mr. VAZHAPPILLY THOMAS GEORGE, director of the Company with (DIN: 00813811), as Whole time director of the Company to hold office for a period of five years and a monthly remuneration is fixed by the board as per the rules of the Company”.

By Order of the Board  
For Winterfeel Hotels and Resorts Limited

Date : 07.09.2024

Place: Thrissur

Komalathumveetil Abdul Hameed  
(DIN : 02441736)  
CHAIRMAN

**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 AGM. 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 AGM 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 AGM has been uploaded on the website of the Company at <http://winterfeelhotels.com> and the AGM 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 27<sup>th</sup> September, 2024 (9:00 am) and ends on 29<sup>th</sup> September, 2024(5:00 pm). 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. 23<sup>rd</sup> September 2024 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 23<sup>rd</sup> September 2024.

#### **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.

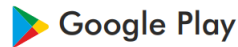
Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider 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>
2. 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.
3. 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**



Individual Shareholders holding securities in demat mode with CDSL

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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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 [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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.



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’?

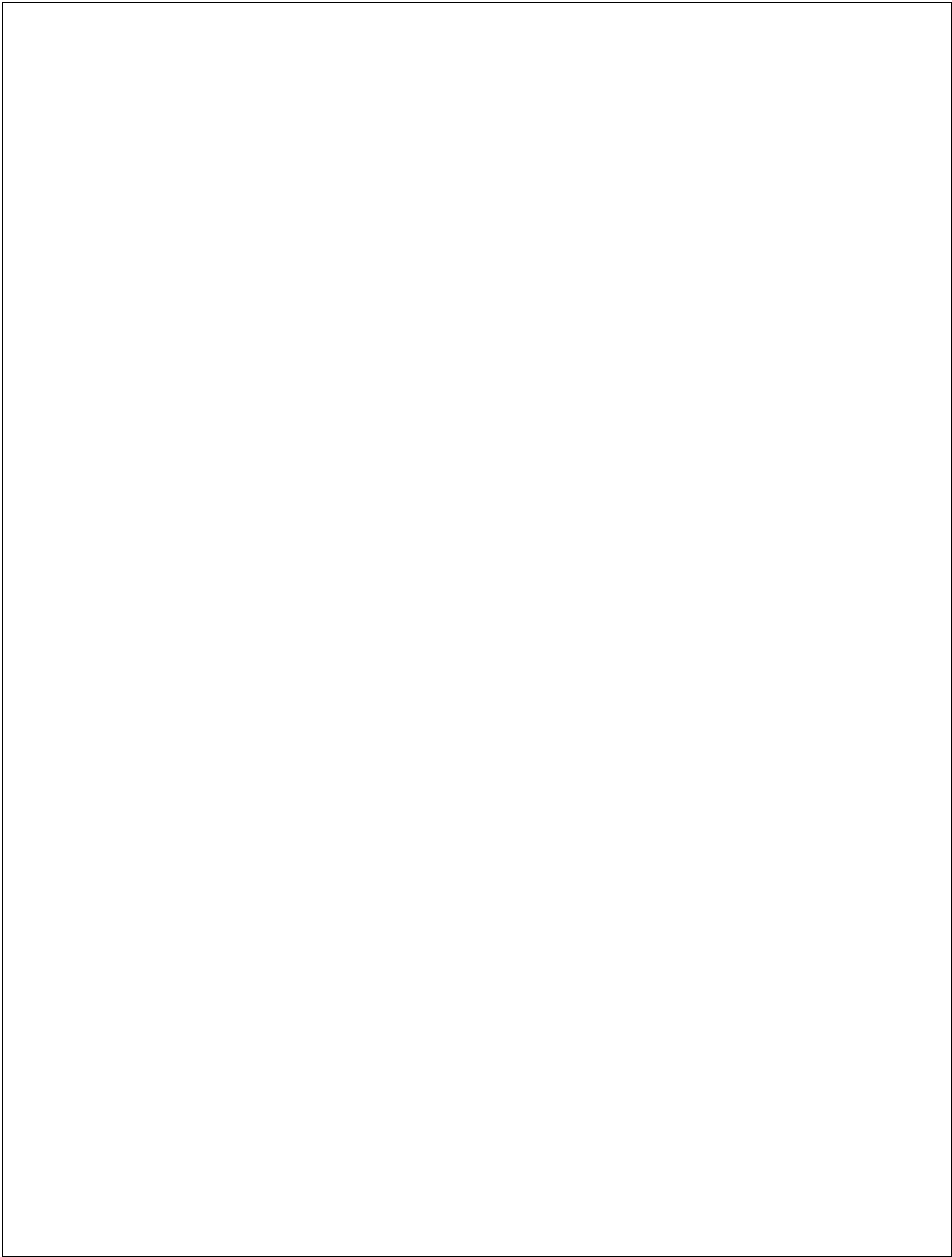
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .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 to [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.Pallavi Mhatre 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)
3. 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.**
4. 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.
5. 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
FOR ITEMS OF SPECIAL BUSINESS:**

**ITEM NO: 7,8**

Board of directors of the Company through resolution passed on 01/01/2024 has appointed as **Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601)** and **Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930)** as Additional Directors of the Company and they hold office of the Director till the conclusion of the ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of **Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601)** and **Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930)** as Directors of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601)** and **Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930)** are concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.7,8for the approval of the members.

**Item No:9&10**

The Management has decided to expand the business base of the Company. The Company therefore is in need of more funds. That is why the proposed increase of Authorized Capital for which the Memorandum of Association have to be amended by way of special resolution, under Section 61.

None of the directors are interested in the above resolution.

**ITEM NO: 11,12**

According to the provisions of Section 196(2) of the Companies Act, 2013, no company shall appoint or reappoint any person as it Wholetime Director for a term exceeding 5 years at atime, unless it is approved by its members in the general meeting as per section 196(4) of the Companies Act, 2013. Keeping in view that **Mr. KOMALATHUMVEETIL ABDUL HAMEED (DIN: 02441736),and Mr. VAZHAPPILLY THOMAS GEORGE (DIN: 00813811)** has rich and varied experience in the industry or has been involved in the operations of the

company over a long period of time, it would be in the interest of the company to continue the employment of **Mr. KOMALATHUMVEETIL ABDUL HAMEED (DIN: 02441736)** and **Mr. VAZHAPPILLY THOMAS GEORGE (DIN: 00813811)** as Whole time Director of the company. In pursuant to the recommendation of the Board, the Board of Directors of the company passed a resolution approving appointment of **Mr. KOMALATHUMVEETIL ABDUL HAMEED (DIN: 02441736)**, and **Mr. VAZHAPPILLY THOMAS GEORGE (DIN: 00813811)** as Wholetime Director of the Company as key managerial person for a period of 5 years subject to the approval of the shareholders at the General Meeting.

None of the Directors is concerned or interested in the above resolution.

### **ATTENDANCE SLIP**

I/We.....R/o.....  
hereby record my/our presence at the 07th Annual General Meeting of the Company on Monday, 30<sup>th</sup> day of September, 2024 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. Electronic copy of the Annual Report for 2013 and Notice of the Annual General Meeting (AGM) 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 AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2013 and Notice of the Annual 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 07<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> day of September, 2024 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..... 2024

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

**Notes:**

Affix Revenue Stamp not less than Rs.1/-
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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 05<sup>th</sup> Annual General Meeting.
5. Please complete all details including details of member(s) in above box before submission.

*Thank  
you*

