



WINTERFEEL

HOTELS & RESORTS LTD

WINTERFEEL HOTELS AND RESORTS LIMITED
CIN: U55209KL2017PLC049761
Regd. Off: 3rd Floor, Door No: 26/386/22, District Vyaparabhavan, Sahithya
Academy Road, Chambukavu, Thrissur, Kerala, India - 680020
E-Mail Id: 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 25th April 2023 at the Registered Office of the Company at 11.00 A M to transact the following business:

Item No:1_Enhancement of Authorised Share Capital

To consider and if thought fit, to pass, with or without modification the following resolution as a **Special 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. 55,00,00,000/- (Rupees Fifty Five Crore) divided into 55000000 (Five Crore Fifty Lakh) Equity Shares of Rs. 10/- each to Rs. 75,00,00,000/- (Rupees Seventy Five Crore) divided into 7,50,00,000/- (Seven Crore Fifty Lakh) Equity Shares of Rs. 10/- each by creation of additional 20000000 (Two Crore) 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:2_ 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 **Special 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 75,00,00,000.00 rupees, divided into 7,50,00,000 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:3_ Approval For Allotment Of Equity Shares For Cash

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

RESOLVED THAT pursuant to Section 62(1)(c) and such other provisions as may be applicable from time to time, of the Companies Act, 2013 and rule 13 of Companies (Share Capital and Debentures) Rules, 2014 framed there under, as may be amended from time to time and regulations /guidelines, if any issued / prescribed by the Ministry of Corporate Affairs and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the such other approvals and sanctions, as may be necessary, consent of the Company be and is hereby accorded and authorized the Board to create, issue and allot 2,00,00,000 (Two Crore) Equity Shares at a face value of Rs.10/- (Rupees Ten Only) per Equity Share each for cash, to the following persons being the un-issued share capital of the Company.

Sl. No.	Name of the Allottees	No. of Shares
1.	Vyapari Vyavasayi Benevolent Society (Permanently represented by Abdul Hameed Komalathuveetil, Din : 02441736 , chairman of Vyapari Vyavasayi Benevolent Society, Registration No.TSR/TC/57/2015)	20000000

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:4_ Alteration Of Articles Of Association Of The Company:

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 14 and any other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent

of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Kerala and approval of Shareholders in General Meeting, shall alter the Articles of Association of the Company, which shall Insert following Article 58.

58. The management of the company shall vest in its board of directors whose strength shall be not less than 3 (Three) and not more than 20 (TWENTY) including nominee directors.

The Following shall be the first Directors of the Company:

1. ABDUL HAMEED KOMALATHVEETIL
2. THALAKKOTTUR JOHN LUKOSE
3. KUTTICHAKKU GEORGE JOSE
4. PAYATTILLAMPARAMB PAVITHRAN
5. KOOLIYATTAYIL FAKARUL HASSAN
6. NEDUMPARAMBIL RADHAKRISHNAN VINODKUMAR
7. PALATHINGAL JOSEPH PIOUS

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.”

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

Date : 03.04.2023

**Komalathumveettil Abdul Hameed
(DIN : 02441736)
CHAIRMAN**

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 AGM 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, the 22nd April 2023 at 09:30 A.M. and ends on Monday, 24th April 2023 at 05:00 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. 19th April 2023, 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 19th April 2023.

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

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 :

Manner of holding shares Physical	Your User ID is:
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 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) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
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 sivadas.fcs@gmail.com with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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.
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. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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 UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No:1&2

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:3

The Members of the Company are informed, that the Board of Directors at its Meeting held on 20/03/2023 approved (subject to the approval of the Members in General Meeting), issue of 20000000 (Two Crore) Equity Shares at a face value of Rs. 10/- (Rupees Ten Only) per Equity Share each for cash, to the following persons, being the un-issued share capital of the Company. To enable them to participate in the Capital of the Company it is necessary to obtain approval of members by way of passing special resolution for the purpose of issue of shares on preferential basis.

Sl. No.	Name of the Allottees	No. of Shares
1.	Vyapari Vyavasayi Benevolent Society (Permanently represented by Abdul Hameed Komalathuveetil, Din : 02441736 , chairman of Vyapari Vyavasayi Benevolent Society, Registration No.TSR/TC/57/2015)	20000000

Hence, the directors commend the resolution for member's approval. All the directors are interested in respect of the issue proposed to be made.

Explanatory Statement in terms of the Companies (Share Capital and Debentures) Rules, 2014.

1. The objects of the issue

Expansion of the company's business activities and opportunities.

2. The total number of shares or other securities to be issued;

20000000 (Two Crore) Equity Shares at a face value of Rs.10/- (Rupees Ten Only) per Equity Share each for cash on the 'Preferential allotment Basis.

3. The price or price band at/within which the allotment is proposed;

The equity shares will be issued at the rate of Rs. 10/- per share.

4. Basis on which the price has been arrived at

The equity shares are being issued at par to the face value of Rs. 10/- per share as decided by the Board of Directors at its meeting held on 20/03/2023

5. Relevant date with reference to which the price has been arrived at;

In the Board of directors meeting held 20/03/2023

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

Sl. No.	Name of the Allottees	No. of Shares
1.	Vyapari Vyavasayi Benevolent Society (Permanently represented by Abdul Hameed Komalathuveetil, Din : 02441736 , chairman of Vyapari Vyavasayi Benevolent Society, Registration No.TSR/TC/57/2015)	20000000

7. Intention of promoters, directors or key managerial personnel to subscribe to the offer;

Intention of promoters, directors and subscribers to subscribe to the offer is for the Business Promotion.

8. The proposed time within which the allotment shall be completed;

The proposed allotment shall be completed within 1 year

9. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;

Sl. No.	Name of the Allottees	Percentage of post preferential offer	Post Issue Shareholding
1.	Vyapari Vyavasayi Benevolent Society (Permanently represented by Abdul Hameed Komalathuveetil, Din : 02441736 , chairman of Vyapari Vyavasayi Benevolent Society, Registration No.TSR/TC/57/2015)	73.10	53141414.4

10. 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.

11. 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;

20000000 Equity shares have been allotted to persons during the current financial year.

12. 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.

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

S. No.	Category	Pre-Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoter's Holding				
1.	Indian:				
	Individuals	1328083	2.52	1328083	1.83
	Bodies Corporate				
	Total	1328083	2.52	1328083	1.83
B.	Non-Promoter's				

	Holding				
1.	Institutional Investors				
2.	Non-Institution:				
	Private Corporate Sector				
	Directors and Relatives	1607000	3.05	1607000	2.21
	Indian Public:: <i>Individuals</i>	1,66,16,852.60	32	1,66,16,852.60	22.86
	Other (Including NRIs):: Abdul Hameed Komalathuveetil (Nominee of Vyapari Vyavasayi Benevolent Society)	33141414.40	62.89	53141414.4	73.10
	Sub Total (B)	51365267	97.48	71365267	98.17
	GRAND TOTAL	52693350	100.00	72693350	100.00

Item No:4

As per Provisions of Section 14 of the Companies act 2013, Alteration of Articles of Association of requires shareholders' approval, Board recommends the proposal for same, subject to approval of members in the general meeting. The Board of Directors has kept the draft copy of copy of Articles of Association, the members may verify if required and also the clause to be amended are mentioned in the special resolution.

The Directors commend the passing of the Resolution under Item No. 4 of the accompanying Notice for the approval of the Members of the Company. None of the directors are interested in the above resolution.

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

Date : 03.04.2023

Thrissur

**Komalathumveettil Abdul Hameed
(DIN : 02441736)
CHAIRMAN**

ATTENDANCE SLIP

I/We.....R/o.....
..... hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Tuesday 25th day of April, 2023 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 05th Extra Ordinary General Meeting of the Company on Tuesday 25th day of April, 2023 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..... 2023
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.