



**Details regarding the voting results under Clause 35A of the Listing Agreement**

Date of AGM:	31 <sup>st</sup> July, 2015
Total No of Shareholders on record date:	2688 shareholders as on 24 <sup>th</sup> July, 2015 (record date)
No of Shareholders present in the meeting either in person or through proxy:	61
Promoters and Promoter Group:	4
Public:	57
No of Shareholders attended the meeting through Video Conferencing:	Nil
Promoters and Promoter Group:	
Public:	

**Agenda wise**

**In case of Poll/Postal ballot/E-voting:**

The Mode of voting for all resolutions was E-voting and Poll conducted at the Meeting.

**ORDINARY RESOLUTIONS**

**Resolution 1: Adoption of the Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon**

Promoter/Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	%of votes against on votes polled
	(1)	(2)	(3)=[2/1]*100	(4)	(5)	(6)=[4/2]*100	(7)=[5/2]*100
Promoter and Promoter Group	2911953	2911953	100	2911953	0	61.6977	0
Public : Institutional holders:	0	0	0	0	0	0	0
Public-Others	1807756	1807756	100	1807751	5	38.3022	0.0001
Total	4719709	4719709	100	4719704	5	99.9999	0.0001



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**Resolution 2: Declaration of Dividend**

Promoter/Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	%of votes against on votes polled
	(1)	(2)	(3)=[2/1]*100	(4)	(5)	(6)=[4/2]*100	(7)=[5/2]*100
Promoter and Promoter Group	2911953	2911953	100	2911953	0	61.6977	0
Public : Institutional holders:	0	0	0	0	0	0	0
Public-Others	1807756	1807756	100	1807751	5	38.3022	0.0001
Total	4719709	4719709	100	4719704	5	99.9999	0.0001

**Resolution 3: Appoint a Director in place of Mr Rohan Sikri (DIN: 00216343), who retires by rotation and being eligible, offers himself for re-appointment.**

Promoter/Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	%of votes against on votes polled
	(1)	(2)	(3)=[2/1]*100	(4)	(5)	(6)=[4/2]*100	(7)=[5/2]*100
Promoter and Promoter Group	2911953	2911953	100	2911953	0	61.6977	0
Public : Institutional holders:	0	0	0	0	0	0	0
Public-Others	1807756	1807756	100	1807751	5	38.3022	0.0001
Total	4719709	4719709	100	4719704	5	99.9999	0.0001



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**Resolution 4: Appoint a director in place of Mr Hardeep Sachdeva (DIN:00374288), who retires by rotation and being eligible, offers himself for re-appointment.**

Promoter/Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	%of votes against on votes polled
	(1)	(2)	(3)=[2/1]*100	(4)	(5)	(6)=[4/2]*100	(7)=[5/2]*100
Promoter and Promoter Group	2911953	2911953	100	2911953	0	61.6977	0
Public : Institutional holders:	0	0	0	0	0	0	0
Public-Others	1807756	1807756	100	1807751	5	38.3022	0.0001
Total	4719709	4719709	100	4719704	5	99.9999	0.0001

**Resolution 5 : “RESOLVED that pursuant to the provision of Section 139(2) and 142 (1) of the Companies Act, 2013 M/s S R Batliboi & Co. LLP, Chartered Accountants, Kolkata (Firm Reg. No 301003E) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting at such remuneration as may be determined by the Board of Directors.”**

Promoter/Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	%of votes against on votes polled
	(1)	(2)	(3)=[2/1]*100	(4)	(5)	(6)=[4/2]*100	(7)=[5/2]*100
Promoter and Promoter Group	2911953	2911953	100	2911953	0	61.70	0
Public : Institutional holders:	0	0	0	0	0	0	0
Public-Others	1807751	1807751	100	1807751	0	38.30	0
Total	4719704	4719704	100	4719704	0	100	0



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**SPECIAL BUSINESS:**

**Resolution 6 : “RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms Preeti Khicha (DIN: 05108059) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”**

Promoter/Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	%of votes against on votes polled
	(1)	(2)	(3)=[2/1]*100	(4)	(5)	(6)=[4/2]*100	(7)=[5/2]*100
Promoter and Promoter Group	2911953	2911953	100	2911953	0	61.6977	0
Public : Institutional holders:	0	0	0	0	0	0	0
Public-Others	1807756	1807756	100	1807751	5	38.3022	0.0001
Total	4719709	4719709	100	4719704	5	99.9999	0.0001

**Resolution 7 : “RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV to the Companies Act, 2013 and listing Agreement entered into with the stock exchanges, Mr S C Sekhar (DIN : 00024780) who was appointed as Independent Director w.e.f. 11<sup>th</sup> April, 2015, be and is hereby appointed as an Independent Director to hold the office for one year w.e.f. 11<sup>th</sup> April, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director.”**

Promoter/Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	%of votes against on votes polled
	(1)	(2)	(3)=[2/1]*100	(4)	(5)	(6)=[4/2]*100	(7)=[5/2]*100
Promoter and Promoter Group	2911953	2911953	100	2911953	0	61.6977	0
Public : Institutional holders:	0	0	0	0	0	0	0
Public-Others	1807756	1807756	100	1807751	5	38.3022	0.0001
Total	4719709	4719709	100	4719704	5	99.9999	0.0001



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**SPECIAL RESOLUTION**

**Resolution 8 :** “RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr No	Nature of transaction as per section 188 of the Companies Act, 2013	Name of the Director/KMP and their relatives	Name of Related Party	Maximum Amount (Rs.in lacs per annum)	
				Receipts	Payments
1	Sitting Fee	Dr Niren Suchanti Chairman		-	1.00
2	Commission	Mr Navin Suchanti Managing Director		-	25.00
3	Salary	Ms Pooja Suchanti Shah Chief of Communications		-	15.00
4	Salary	Mr B L Soni, CFO		-	20.00
5	Press release/notifications News papers, magazines and digital advertising	Dr Niren Suchanti, Chairman and Mr Navin Suchanti, Managing Director are common Directors and promoters with shareholding interest	Pressman Advertising Ltd	Rates charged as per Prescribed by newspapers, Magazines, digital media etc.	
6	Rent for office space		Pressman Realty Ltd	-	15.00
7	Rent for office Space		Son-et-Lumiere Art Gallery Pvt Ltd	-	5.00
8	Rent for office space	Dr Niren Suchanti, Chairman and Mr Navin Suchanti, Managing Director are promoters with shareholding interest	Pressman Properties Ltd	-	25.00

**“RESOLVED THAT the Board of Directors be and is hereby authorised to do or cause to be done all such act, matter, deeds, and things and to settle any queries, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the interest of the Company.”**



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	(1)	(2)	(3)=[2/1]*100	(4)	(5)	(6)=[4/2]*100	(7)=[5/2]*100
Promoter and Promoter Group	2911953	2911953	100	2911953	0	61.6977	0
Public : Institutional holders:	0	0	0	0	0	0	0
Public-Others	1807756	1807756	100	1807751	5	38.3022	0.0001
Total	4719709	4719709	100	4719704	5	99.9999	0.0001

Note : All the aforesaid resolutions were passed with requisite majority

For Sinclairs Hotels Ltd

Compliance Officer



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