

S M DAGA & CO

CHARTERED ACCOUNTANTS

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies Management and Administration) Rules 2014)

July 18, 2024

To

The Chairman

Sinclairs Hotels Limited (ISIN: INE985A01022)

CIN: L55101WB1971PLC028152

147 Block G, New Alipore

Kolkata 700053, West Bengal

Dear Sir,

Ref: Scrutinizer's Report on remote e-voting and e-voting at 52nd Annual General Meeting of Sinclairs Hotels Limited held on July 18, 2024, at 11.00 A.M. (IST) through Video Conferencing/ Other Audio-Visual Means

1. I, CA Deepak Daga, partner of M/s S M Daga & Co., Practicing Chartered Accountants, have been appointed by the Board of Directors of **Sinclairs Hotels Limited** ("the Company") as **Scrutinizer** in connection with remote e-voting and e-voting during the **52nd Annual General Meeting ('AGM') of the Company held on July 18, 2024 at 11.00 A.M.** (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in accordance with the applicable provisions of the Companies Act 2013 and Ministry of Corporate Affairs ('MCA') Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated 23 June 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 read with Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/DDHS/CIR/P/2021/21 dated February 26, 2021, SEBI/HO/DDHS/DDHS_Div2/P/ CIR/2021/697 dated December 22, 2021, SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 3, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 and other applicable provisions.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and Rules relating to e-voting on the resolutions contained in the Notice of AGM dated May 21, 2024. Our responsibility as a scrutinizer for the voting process through e-voting is restricted to preparing a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of

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National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide e-voting facility.

3. We submit our report as under:
 - a) The Company had completed dispatch of notice of AGM through e-mail on Thursday, June 20, 2024, to 19,424 members, who had registered their email IDs with the Company/Depositories/RTA and whose names appeared in the Register of Members / list of beneficiaries as on the close of business hours on Friday, June 14, 2024.
 - b) Newspaper publication regarding prior intimation of dispatch of notice of 52nd AGM electronically to the members, and conducting of meeting through virtual mode were made in Business Standard (English, all India edition) and Arthik Lipi (Bengali, Kolkata edition) on June 14, 2024, and newspaper publication post dispatch of notice of 52nd AGM were made in Business Standard (English, all India edition) and Arthik Lipi (Bengali, Kolkata edition) on June 22, 2024.
 - c) Members were provided the opportunity to cast their votes through electronic voting system in terms of the platform as provided by NSDL e-voting system.
 - d) The remote e-voting period remained open from Monday, July 15, 2024 (9:00 A.M.) till Wednesday, July 17, 2024 (5:00 P.M.). The Company had also provided e-Voting facility to the members present at the AGM through VC / OAVM and who had not cast their vote earlier.
 - e) Members holding shares as on the cut-off date i.e., Thursday, July 11, 2024, were entitled to vote on the proposed resolution as mentioned in the Notice of AGM dated May 21, 2024.
 - f) The results of the e-voting were downloaded from NSDL Website and were unblocked in the presence of two witnesses namely, Mr. Rishabh Daga and Mr. Ajoy Behera, who are not in employment of the Company.
4. After scrutinizing and reviewing the voting results, it was observed that total 148 members had cast their votes through remote e-voting and e-voting at the AGM in respect of the businesses contained in the notice of AGM and none of the votes cast by the member were found to be invalid.
5. Out of the above members 142 had cast their votes through remote e-voting and 6 members had exercised e-voting during the AGM.
6. The consolidated report on the results of remote e-voting and e-voting at AGM in respect of the resolutions contained in Item no. 1 to 3 of the notice of AGM is as follows:

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Item No. 1:

To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2024, and the Reports of the Directors' and Auditors' thereon

Mode of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast	
Remote e-voting	136	32258405	99.9364%	6	434	0.0013%	Nil
E-voting at AGM	6	20080	0.0622%	0	0	0	Nil

Item No. 2:

To declare dividend for the year ended March 31, 2024

Mode of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast	
Remote e-voting	136	32258405	99.9364%	6	434	0.0013%	Nil
E-voting at AGM	6	20080	0.0622%	0	0	0	Nil

Item No. 3:

To appoint a director in place of Dr. Niren Chand Suchanti (DIN: 00909388), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment

Mode of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast	
Remote e-voting	134	32255705	99.9280%	8	3134	0.0097%	Nil
E-voting at AGM	6	20080	0.0622%	0	0	0	Nil

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7. All the three proposed resolutions have therefore been passed with requisite majority by the members of the Company.
8. You may accordingly declare the result of the e-voting.
9. The electronic data and e-voting registers shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the Meeting.

Thanking you,
Yours faithfully,

For S. M. Daga & Co.

Chartered Accountants

Firm Registration No. 303119E

DEEPAK

KUMAR DAGA

Digitally signed by DEEPAK KUMAR
DAGA
Date: 2024.07.18 18:39:21 +05'30'

Deepak Kumar Daga

(Partner)

Membership No. 059205

Place: Kolkata

Date: 18.07.2024

UDIN: 24059205BKASDC2699

Countersigned by

**NAVIN CHAND
SUCHANTI**

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CHAND SUCHANTI
Date: 2024.07.18 19:01:58
+05'30'

Navin Suchanti (DIN: 00273663)

Chairman

Sinclairs Hotels Limited

Place: Kolkata

Date: 18.07.2024