

S M DAGA & CO

CHARTERED ACCOUNTANTS

SCRUTINIZER'S REPORT

POSTAL BALLOT THROUGH REMOTE E-VOTING

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

January 21, 2025

To

The Chairman

Sinclairs Hotels Limited (ISIN: INE985A01022)

CIN: L55101WB1971PLC028152

147 Block G, New Alipore

Kolkata 700053

Dear Sir,

Ref: Scrutinizer's Report on Postal Ballot through remote e-voting of Sinclairs Hotels Limited for Special Business as per Notice dated December 13, 2024

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 scrutinizing the Postal Ballot process through remote e-voting as per the provisions of Section 108, 110 of Companies Act, 2013 ("the Act") read with rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as amended from time to time, for the purpose of Special Business as specified in Postal Ballot Notice dated December 13, 2024.
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 resolution contained in the Postal Ballot Notice dated December 13, 2024. Our responsibility as a scrutinizer for the voting process through remote e-voting is restricted to preparing a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the report generated from the e-voting system of **National Securities Depository Limited** ("NSDL"), the agency engaged by the Company to provide remote e-voting facility.
3. We submit our report as under:
 - a) The Company had completed dispatch of notice of Postal Ballot through e-mail on Thursday, December 19, 2024, to 18,498 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, December 13, 2024 ("**Cut-off Date**").

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- b) Newspaper publication regarding electronic dispatch of notice of Postal Ballot to the members were made in Business Standard (English, all India edition) and Arthik Lipi (Bengali, Kolkata edition) on December 20, 2024.
 - c) Members were provided the opportunity to cast their votes through remote electronic voting system in terms of the platform as provided by NSDL e-voting system.
 - d) The remote e-voting period remained open from **December 22, 2024** (9:00 A.M.) till **January 20, 2025** (5:00 P.M.).
 - e) Members holding shares as on the cut-off date were entitled to vote on the proposed resolution as mentioned in the Notice of Postal Ballot dated December 13, 2024.
 - f) The results of remote e-voting were downloaded from NSDL website on January 21, 2025, 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 174 members had cast their votes through remote e-voting in respect of the businesses contained in the notice of Postal Ballot and none of the votes cast by the member were found to be invalid.
5. The consolidated report on the results of remote e-voting in respect of the resolution contained in the notice of Postal Ballot is as follows:

Item No. 1: Special Resolution

To consider and approve appointment of Mr. Vivek Goenka (DIN: 00042285) as Independent Director of the Company for a term of five consecutive years

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	150	32286666	99.7848%	24	69640	0.2152%	Nil

6. The proposed resolution has therefore been passed with requisite majority by the members of the Company.

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7. You may accordingly declare the result of the remote e-voting of Postal Ballot.

Thanking you,
Yours faithfully,
For S. M. Daga & Co.
Chartered Accountants
Firm Registration No. 303119E

Deepak Kumar Daga
(Partner)
Membership No. 059205
Place: Kolkata
Date: 21.01.2025
UDIN: 25059205BMICYL6984

Countersigned by

Navin Suchanti (DIN: 00273663)
Non-Executive Chairman
Sinclairs Hotels Limited
Place: Kolkata
Date: 21.01.2025