

## SINCLAIRS HOTELS LIMITED

CIN: L55101WB1971PLC028152

Registered Office: 147, Block G, New Alipore, Kolkata - 700 053

Tel. No.: +91 90075 40731; E- mail: cs@sinclairshotels.com; Website: www.sinclairsindia.com

### POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 108, 110 and all other applicable provisions of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force read with the General 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, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs, and other applicable circulars issued by Securities Exchange Board of India, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the Members of Sinclairs Hotels Limited (“the Company”) by means of Postal Ballot through remote electronic voting (“e-voting”) being provided by the Company to all its members to cast their votes electronically.

Accordingly, in compliance with the requirements of the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email address are registered with Niche Technologies Pvt. Ltd, Company’s Registrar and Share Transfer Agent or with Depository Participant(s). Hard copy of Postal Ballot Notice will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through e-voting system only. The notice shall also be uploaded on the Investor Information website of the Company at [www.sinclairsindia.com](http://www.sinclairsindia.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and can also be accessed on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote

electronically. The votes can be cast during the following voting period:

Commencement of e-voting	9:00 A.M. (IST) on December 22, 2024
Conclusion of e-voting	5:00 P.M. (IST) on January 20, 2025
Cut-off date for eligibility to vote	December 13, 2024

The Board of Directors of the Company by way of resolution by circulation passed on December 13, 2024 has appointed Mr. Deepak Daga (Membership No. 059205) Partner of S.M. Daga & Co., (FRN: 303119E) Practicing Chartered Accountants, of 11 Clive Row, Kolkata-700001 as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by NSDL. The results of the Postal Ballot shall be announced by the Chairman of the Company or in his absence, any person authorized by him within 2 (two) working days from the last date of e-voting.

The results declared along with Scrutinizer’s Report shall be placed on the Company’s Investor Information website [www.sinclairsindia.com](http://www.sinclairsindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to the Stock Exchanges i.e., BSE Ltd. NSE Ltd. and CSE Ltd., where the shares of the Company are presently listed.

#### SPECIAL BUSINESS

**Appointment of Mr. Vivek Goenka (DIN: 00042285) as Independent Director of the Company for a term of five consecutive years**

To consider and, if thought fit to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualifications of Directors) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vivek Goenka (DIN: 00042285) who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 8, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years i.e., till November 7, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and is hereby severally authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Place: Kolkata  
Date: December 13, 2024  
Registered Office:  
147 Block G New Alipore,  
Kolkata 700 053

By Order of the Board  
For Sinclairs Hotels Limited  
Sd/-  
Ananna Sarkar  
Company Secretary &  
Compliance Officer  
Membership No.: A36737

## NOTES:

1. Explanatory Statement setting out all the material facts concerning the proposed resolution pursuant to Section 102 and 110 of the Companies Act, 2013 are annexed to this Notice.
2. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if it has been passed at a General Meeting by the Members on January 20, 2025 i.e., last date of remote e-voting.
3. As per Section 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Postal Ballot Notice is being sent in electronic mode to members whose email address is registered with the Registrar and Share Transfer agent (RTA) of the Company. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and Members holding shares in physical mode are requested to register / update their e-mail address by submitting Form ISR-1 (available on <https://www.sinclairsindia.com/investor-information.php#kyc>) duly filled and signed along with requisite supporting documents to the Registrar and Share Transfer Agent (RTA) M/s. Niche Technologies Pvt. Ltd. at 3A, Auckland Place, 7th Floor, Room No. 7A & B, Kolkata 700017.
4. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on December 13, 2024 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by e-voting.
5. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.
6. The voting through e-voting facility shall commence from 9:00 A.M. on December 22, 2024 and shall end at 5:00 P.M. on January 20, 2025. Therefore, the Shareholders are requested to cast their votes within the aforesaid period. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
7. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., January 20, 2025.

## 8. PROCEDURE FOR VOTING THROUGH ELECTRONIC MEANS





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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

**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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares.
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 [smd.deepak@gmail.com](mailto:smd.deepak@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, Senior Manager at NSDL and/or Mr. Amit Vishal, Deputy Vice President, NSDL 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 resolution 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 [cs@sinclairshotels.com](mailto:cs@sinclairshotels.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 [cs@sinclairshotels.com](mailto:cs@sinclairshotels.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 for Individual shareholders holding securities in demat mode.
3. 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.
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.

**Explanatory Statement  
(Pursuant to Section 102 of the Companies Act, 2013)**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board of Directors at their meeting held on November 8, 2024, on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Vivek Goenka (DIN: 00042285) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 8, 2024, subject to the approval of the members.

Pursuant to Section 152 of the Companies Act, 2013, Mr. Vivek Goenka has given his consent to act as a Director of the Company. The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India or any other such authority has been passed debaring him from accessing the capital markets and restraining from holding the position of Director in any listed Company.

He also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of business management and administrative experience.

In the opinion of the Board, Mr. Vivek Goenka fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations as amended from time to time. Keeping in view his experience and knowledge, it will be in the interest of the Company to appoint Mr. Goenka as Non-Executive Independent Director of the Company.

Details of Mr. Vivek Goenka is provided as "Annexure" pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Save and except Mr. Vivek Goenka and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends passing of Special Resolution as set out in the Notice for approval by the members.

**ANNEXURE**  
**DETAILS OF DIRECTOR SEEKING APPOINTMENT**

(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

Brief profile of Mr. Vivek Goenka pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, is provided in the table below:

Name of Director	Mr. Vivek Goenka		
Date of Birth	08-06-1982 (42 years)		
Date of first appointment on the Board	Appointed as Additional Independent Director in Board Meeting held on 08-11-2024		
Qualification	Graduation in Management Studies from the University of Nottingham and thereafter Master's degree in Finance and Investment		
Expertise in specific functional area	Launched chain of hotels under the brand name "Vesta Hotels & Resorts". Vesta currently owns and operates 5 up-market hotels in Jaipur, Udaipur, Bikaner and Pushkar. He was the youngest Chairman of the Indian Tea Association (ITA) and CCPA. He is also a member of the Council of Management of the Tea Research Association (TRA) of India		
Terms and conditions of appointment	As per letter of appointment		
Last drawn remuneration	Not applicable		
Other listed entities in which Directorships held	Dhunseri Tea & Industries Limited		
Membership/ Chairmanship of Committee of the Other Public Companies	<b>Name of Company</b>	<b>Name of Committee</b>	<b>Designation</b>
	Dhunseri Tea & Industries Limited	Stakeholders and Relationship Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Audit Committee	Member
	Corporate and Social Responsibility Committee	Member	
Number of shares held in the Company	NIL		
Number of board meetings attended during the financial year 2023-24	Not applicable		
Relationship with other directors, managers and KMPs of the company	None		

**Place:** Kolkata  
**Date:** December 13, 2024  
**Registered Office:**  
147 Block G New Alipore,  
Kolkata 700 053

By Order of the Board  
For Sinclairs Hotels Limited  
Sd/-  
Ananna Sarkar  
Company Secretary & Compliance Officer  
Membership No.: A36737