



ADDENDUM TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING ('EGM') DATED DECEMBER 22, 2023, OF SINCLAIRS HOTELS LIMITED ("THE COMPANY") SCHEDULED TO BE HELD ON THURSDAY, JANUARY 18, 2024, AT 11:00 A.M. IST THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS

The Company had issued EGM Notice dated December 22, 2023 together with Explanatory Statement in accordance with the applicable provisions of the Companies Act, 2013 (the "Act"), the rules made thereunder, circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") thereto, for seeking approval of the Members of the Company on the special business item in the form of Ordinary Resolution as proposed therein. The EGM Notice has already been circulated to the Members on December 27, 2023, in due compliance with the provisions of the Act, MCA Circulars and Listing Regulations.

The Company through this addendum wishes to add a special business item as follows in the form of Special Resolution in the Notice of EGM, along with Explanatory Statement constituting an integral part of the Notice of EGM dated December 22, 2023, for the consideration of the Members and the said Notice and Explanatory Statement may please be read and considered in conjunction with the following item accordingly:

ITEM NO 2: CONTINUATION OF DIRECTORSHIP OF DR. NIREN CHAND SUCHANTI (DIN: 00909388) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, 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) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meeting(s) held on December 15, 2023, the consent of the Members be and is hereby accorded for continuation of Directorship of Dr. Niren Chand Suchanti (DIN: 00909388), as a Non-executive Non-Independent Director of the Company, who is liable to retire by rotation, from the day he attains the age of 75 years i.e., April 17, 2024 till the expiry of his term."

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

EXPLANATORY STATEMENT

ITEM NO. 2

Dr. Niren Chand Suchanti (DIN: 00909388) was appointed as a Non-executive Non-Independent Director of the Company on June 30, 1990. Dr. Suchanti is a P.h.D. in Operations Research and Industrial Management from the University of Cincinnati (USA) with over 52 years of experience in advertising, marketing, public relations and investor relations. He has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time.

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) with effect from April 1, 2019, no listed Company shall appoint or continue the appointment of a non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

The Board is of the opinion that Dr. Suchanti’s rich and diverse experience and expertise is a valuable asset to the Company which adds value and enriched point of view during board discussions and decision making. He is also a person of integrity who possesses the required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company and therefore it is appropriate that he continues to serve the company. In this regard, consent of the members is required by way of special resolution.

Brief profile, expertise/experience, disclosure as required under Regulation 36 of SEBI Listing Regulations is given as Annexure.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence recommends passing of the resolution set out in Item No. 2 as Special Resolution.

The Board hereby confirms that except Dr. Niren Chand Suchanti and Mr. Navin Chand Suchanti, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

ANNEXURE

DISCLOSURES RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

Name of the Director	Dr. Niren Chand Suchanti
DIN	00909388
Date of Birth	17.04.1949 (74 years)
Date of First Appointment	30.06.1990
Qualification	Ph.D. in Operations Research and Industrial Management from University of Cincinnati, USA
Brief Resume and area of expertise in specific functional areas	52 years of experience in advertising, marketing, public relations and investor relations.
Terms and condition of appointment / Reappointment	As per existing terms and conditions
Other listed entities in which Directorships held (excluding foreign companies and section 8 companies)	NIL
Membership/ Chairmanship of Committee of the other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Listed entities from which resigned in the past three years	NIL
No of Shares held in the company	13,47,736 shares of Rs. 2 each (5.26%)
Number of Board meetings held and attended during FY 2024	Attended all the 5 Board meetings held till date in FY 2024
Relationship with other Directors, Manager and KMPs of the Company	Brother of Mr. Navin Chand Suchanti

On and from the date hereof, the EGM Notice dated December 22, 2023 shall always be read in conjunction with this Addendum as uploaded on the website of the Company at www.sinclairsindia.com, website of National Securities Depositories Limited (NSDL), www.evoting.nsdl.com, and the websites of the Stock Exchanges where the shares of the Company are listed.

All other contents / information mentioned in the EGM Notice dated December 22, 2023, shall remain unchanged.

**By Order of the Board of Directors
For Sinclairs Hotels Limited**

Sd/-

**Navin Suchanti
Director**

DIN: 00273663

Dated: January 10, 2024

Place: Kolkata