

# **S M DAGA & CO**

CHARTERED ACCOUNTANTS

## **Scrutinizer's Report**

July 18, 2023

The Chairman

**Sinclairs Hotels Limited**

147 Block G, New Alipore

Kolkata 700053

Dear Sir,

**Ref: Scrutinizer's Report on remote e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-Voting at the 51st Annual General Meeting of Sinclairs Hotels Limited held on Monday, July 17, 2023 at 11.00 A.M. through video conferencing ('VC') / other audio visual means ('OAVM').**

1. I, CA Deepak Kumar Daga, partner of M/s S M Daga & Co, Practising Chartered Accountants, had been appointed as the Scrutinizer by the Board of Directors of Sinclairs Hotels Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-Voting process in respect of the below mentioned resolutions proposed at the 51<sup>st</sup> Annual General Meeting ("AGM") of Sinclairs Hotels Limited on Monday, July 17, 2023 at 11.00 a.m. through VC / OAVM.
2. The notice dated May 23, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.
3. The Company had availed the services of National Securities Depository Limited ("NSDL") for conducting remote e-Voting by the Shareholders of the Company and e-Voting at the said AGM.

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4. The remote e-Voting period commenced on Friday, July 14, 2023 (9:00 a.m.) and ended on Sunday, July 16, 2023 (5:00 p.m.) and the NSDL remote e-Voting platform was disabled thereafter.
5. The Company had also provided e-Voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
6. The shareholders of the Company holding shares as on the “cut-off” date of Monday, July 10, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.
7. After the closure of e-Voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-Voting facility were unblocked and were counted.
8. I have scrutinized and reviewed the remote e-Voting and e-Voting at the meeting and votes cast therein based on the data downloaded from the NSDL e-Voting system.
9. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and rules relating to remote e-Voting and e-Voting at the AGM on the resolutions contained in the notice of the AGM.
10. My responsibility as scrutinizer for the remote e-Voting and the e-Voting at the AGM is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.
11. I now submit my Report as under on the result of the remote e-Voting and the e-Voting at the AGM in respect of the said resolutions.

Resolution No	Description of Resolution	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
		No’s	% of total number votes cast	No’s	% of total number votes cast	
1	<b>Ordinary Resolution:</b> To receive, consider and adopt the Statement of Profit and Loss for the year ended March 31, 2023, and the Balance Sheet as on that date and the Reports of the Directors’ and Auditors’ thereon.	17568851	99.99988%	21	0.00012%	NIL
2	<b>Ordinary Resolution:</b> To declare dividend for the year ended March 31, 2023.	17568851	99.99988%	21	0.00012%	NIL

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3	<b>Ordinary Resolution:</b> To appoint a director in place of Mr. Navin Suchanti (DIN: 00273663), who retires by rotation and being eligible, offers himself for re-appointment.	17568861	99.99994%	11	0.00006%	NIL
4	<b>Ordinary Resolution:</b> To re-appoint M/s. BSR & Co. LLP (Registration Number 101248W/W100022 with ICAI) as Statutory Auditor of the company for a further term of five years.	17568861	99.99994%	11	0.00006%	NIL
5	<b>Special Resolution:</b> To approve the appointment of Mr. Sushil Kumar Mor (DIN: 00274066) as an Independent Director of the Company for a term of 5 (five) years with effect from May 23, 2023.	17568823	99.99972%	49	0.00028%	NIL

12. Based on the aforesaid results, the resolution no(s) 1 to 5 as contained in the Notice have been passed with the requisite majority.

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: 2023.07.18  
11:17:23 +05'30'

Deepak Kumar Daga

(Partner)

Membership No. 059205

Place: Kolkata-700001

Date: 18.07.2023

UDIN: 23059205BGWQLG1636