

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)

August 7, 2025

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 53rdAnnual General Meetingof Sinclairs Hotels Limited held on August 6, 2025, 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 **53rdAnnual General Meeting ('AGM') of the Company held on August 6, 2025at 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, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 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, SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024and other applicable provisions.
2. The management of the Company is responsible to ensurethe 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 May20, 2025. 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

E Mail ID – smd.deepak@gmail.com

Room No. 2, 2nd Floor, 11, Clive Row, Kolkata - 700001

S M DAGA & CO

CHARTERED ACCOUNTANTS

of **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, July 10, 2025, to 17,399 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 27, 2025.
 - b) Newspaper publication regarding prior intimation of dispatch of notice of 53rd 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 July 3, 2025, and newspaper publication post dispatch of notice of 53rd AGM were made in Business Standard (English, all India edition) and Arthik Lipi (Bengali, Kolkata edition) on July 11, 2025.
 - 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 Sunday, August 3, 2025 (9:00 A.M.) till Tuesday, August 5, 2025 (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., Wednesday, July 30, 2025, were entitled to vote on the proposed resolution as mentioned in the Notice of AGM dated May 20, 2025.
 - f) The results of the e-voting were downloaded from NSDL Website and were unblocked in the presence of two witnesses namely, Ms. Simran Poddar 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 103 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 98 had cast their votes through remote e-voting and 5 members had exercised e-voting during the AGM. (in respect of Item no 1 & 2)
6. Out of the above members 97 had cast their votes through remote e-voting and 5 members had exercised e-voting during the AGM. (in respect of item no. 3 & 4)
7. 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 4 of the notice of AGM is as follows:

S M DAGA & CO

CHARTERED ACCOUNTANTS

Ordinary Business:

Item No. 1:

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2025, 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	82	32216078	99.7521%	16	79994	0.2477%	Nil
E-voting at AGM	4	74	0.0002%	1	5	0	Nil

Item No. 2:

To declare dividend for the financial year ended March 31, 2025

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	82	32219178	99.7617%	16	76894	0.2381%	Nil
E-voting at AGM	4	74	0.0002%	1	5	0	Nil

Item No. 3:

To appoint a director in place of Ms. Pramina Suchanti (DIN: 00273736), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself 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	80	32215028	99.7519%	17	80044	0.2479%	Nil
E-voting at AGM	4	74	0.0002%	1	5	0	Nil

S M DAGA & CO

CHARTERED ACCOUNTANTS

Special Business:

Item No. 4:

Appointment of Mr. Arup Kumar Roy, Practicing Company Secretary, as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive years commencing from the financial year 2025-26 to FY 2029-30.

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	80	32215028	99.7519%	17	80044	0.2479%	Nil
E-voting at AGM	4	74	0.0002%	1	5	0	Nil

8. All the threeproposed resolutions have therefore been passed with requisite majority by the members of the Company.
9. You may accordingly declare the result of the e-voting.
10. 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

Countersigned by

Navin Suchanti (DIN: 00273663)

Chairman

Sinclairs Hotels Limited

Place: Kolkata

Date: 07.08.2025

Deepak Kumar Daga

(Partner)

Membership No. 059205

Place: Kolkata

Date: 07.08.2025

UDIN:25059205BMICZU8424

E Mail ID – smd.deepak@gmail.com

Room No. 2, 2nd Floor, 11, Clive Row, Kolkata - 700001