

### Scrutinizer's Report

March 13, 2020

The Chairman  
**Sinclairs Hotels Limited**  
Pressman House  
10A Lee Road  
Kolkata 700020

Dear Sir,

**Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014**

1. Pursuant to the resolution passed by the Board of Directors of Sinclairs Hotels Limited (hereinafter referred as "the Company") on 10<sup>th</sup> February 2020, I, Deepak Daga, Partner of M/s S M Daga & Co, Chartered Accountants, have been appointed as scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Ordinary/Special Resolution set out in the Postal Ballot Notice dated 10<sup>th</sup> February 2020 ("the Notice").
2. Members approval was sought on the following Ordinary and Special Resolution:
  - A. Sub-Division of Equity Shares from the Face Value of Rs.10 per share to Rs.2 per share
  - B. Alteration of Clause V of Memorandum of Association ("MOA")
  - C. Alteration of the Article 4 of Articles of Association ("AOA")
3. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along with explanatory statement and postal ballot form on 11<sup>th</sup> February 2020.
4. The voting period commenced on Wednesday, 12<sup>th</sup> February 2020 (9.00 AM) and ended on Thursday, 12<sup>th</sup> March 2020 (5.00 PM) for voting through postal ballot form as well as through e-voting.
5. The remote e-voting facility was provided by National Securities Depository Limited ("NSDL).
6. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for this purpose.

7. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
8. The e-voting were unblocked at 5.00 PM on 12<sup>th</sup> March 2020 and thereafter the e-voting summary statement was downloaded from e-voting website of NSDL.
9. All ballot forms received/votes cast up to 5.00 PM on Thursday, 12<sup>th</sup> March 2020, being the last date and time fixed by the Company for the said purpose were considered for scrutiny.
10. I did not find any defaced or mutilated ballot form and all the postal ballot forms were valid.
11. Result of the postal ballot (e-voting and voting through postal ballot forms) is as under:

SI No	Description of Resolution	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
		Nos	% of total number votes cast	Nos	% of total number votes cast	
1	Sub-division of Equity Shares from Face Value of Rs.10 per share to Rs.2 per share	3509223	99.9786	749	0.0214	Nil
2	Amendment of Clause V of the Memorandum of Association of the Company	3509198	99.9786	749	0.0214	Nil
3	Amendment of Article 4 of the Articles of Association of the Company	3509229	99.9787	749	0.0213	Nil

Thanking you

Yours faithfully,

**For S. M. Daga & Co**  
Chartered Accountants  
Firm Registration No 303119E



**Deepak Daga**  
Partner  
Membership No 059205

11 Clive Row, Kolkata 700 001  
Dated: 13.03.2020

UDIN: 20059205AAAABX9048