



January 21, 2025

The Manager
BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers,
Dalal Street Mumbai - 400 001
BSE Scrip Code: 523023

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051
Symbol - SINCLAIR

The Secretary
The Calcutta Stock Exchange Ltd
7, Lyons Range,
Kolkata 700 001
CSE Scrip Code: 029074

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015
in relation to Postal Ballot**

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation, 2015, we are enclosing herewith the proceedings of resolution passed by the shareholders of the Company through Postal Ballot remote e-voting on January 20, 2025, for the following special business:

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

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For Sinclairs Hotels Limited

Ananna Sarkar
Company Secretary
M No.: A36737

Encl: as above

Sinclair's Hotels Limited

Regd. Office: 147, Block G, New Alipore, Kolkata 700053, t:9007540731
CIN: L55101WB1971PLC028152, www.sinclairshotels.com e: cs@sinclairshotels.com
A MSME Enterprise : Registration No. UDYAM-WB-10-0004205

PROCEEDINGS OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING ON JANUARY 20, 2025

Pursuant to the provisions of Section 108, 110 and 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 (SEBI), 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), the Company had issued a Postal Ballot Notice dated December 13, 2024 (‘Notice’) to obtain approval of shareholders through Postal Ballot by remote e-voting for the following special business:

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

In compliance with the aforesaid Circulars, the Company had sent the Notice only by email to those shareholders of the Company whose names appeared in the Register of Members and who had registered their email addresses with the Company/Depositories/ Registrar and Share Transfer Agent as on December 13, 2024 (“Cut-off date”).

The Notice was also made available on the website of the Company at www.sinclairshotels.com, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

The advertisement containing the relevant details as required by the Companies (Management and Administration) Rules, 2014 as amended from time to time, was published on December 20, 2024, in Business Standard (English, all edition) and Arthik Lipi (Bengali, Kolkata edition).

The Remote e-voting period had commenced from 9:00 A.M. on December 22, 2024, and ended on January 20, 2025, at 5:00 P.M. and the e-voting platform was blocked thereafter.

The Board of Directors through resolution by circulation passed on December 13, 2024, had 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 through remote e-voting in a fair and transparent manner.

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After scrutiny of votes cast through e-voting facility, Mr. Deepak Daga had submitted his report to Mr. Navin Chand Suchanti, Director, on January 21, 2025.

The result relating to the Postal Ballot through e-voting is set out in the table below:

Resolution	Mode of Voting	No. of votes polled	No. of votes cast in favour	% of votes cast in favour	No. of votes cast against	% of votes cast against
Appointment of Mr. Vivek Goenka (DIN: 00042285) as Independent Director of the Company for a term of five consecutive years	Remote Evoting	32356306	32286666	99.78%	69640	0.22%

In view of the same, the resolution as mentioned in the Notice has been duly approved by the shareholders and shall be deemed to have been passed on January 20, 2025, the last date of remote e-voting.

On the basis of the Scrutinizers' report Mr. Navin Chand Suchanti, Director, has declared the results of the Postal Ballot through remote e-voting on January 21, 2025.

The voting results of the Postal Ballot along with the Scrutinizer's report has been placed on the website of the Company at www.sinclairshotels.com, on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

The resolution passed is as under:

Item No. 1 (Special Resolution)

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

“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

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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.”

For Sinclairs Hotels Limited

Ananna Sarkar
Company Secretary
M No.: A36737

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