

11<sup>th</sup> September, 2024

To,  
The General Manger  
Department of Corporate Services  
BSE Limited  
P. J. Towers, Dalal Street  
Mumbai – 400 001

**Subject: Submission of the Voting Results of Postal Ballot pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results on the business transacted through Postal Ballot Notice dated 5<sup>th</sup> August, 2024, along with the Scrutinizer's Report on e-voting and Postal Ballot.

Kindly note that as per the Scrutinizer's Report dated 11<sup>th</sup> September, 2024, issued by Mr. Neelesh Gupta, Practicing Company Secretary, all the resolutions stand passed with requisite majority. The resolutions are deemed to have been passed on the last date of the receipt of the Postal Ballot Forms and E-voting, i.e., on Tuesday, 10<sup>th</sup> September, 2024.

The above information is also uploaded on the Company's website, i.e., [www.sayajihotels.com](http://www.sayajihotels.com).

You are requested to take the above information on the record.

Thanking you.

Yours faithfully,

**For Sayaji Hotels Limited**

**Ankur Bindal**  
**Company Secretary and Compliance Officer**

**Encl.: A/a**

**SAYAJI HOTELS LTD. CORPORATE OFFICE**

Address: H/1 Scheme No. 54, Vijay Nagar, Indore, Madhya Pradesh, India, 452010

Phone No. +0731-475000 | E-mail: [cs@sayajigroup.com](mailto:cs@sayajigroup.com)

Regd. Office: F1 C3 Sivavel Apartment 2 Alagappa Nagar, Zamin Pallavaram, Chennai, (TN)-600117

CIN: L51100TN1982PLC124332 | Phone No.: 044-29871174 | [www.sayajihotels.com](http://www.sayajihotels.com)



*Neelesh Gupta & Co.*

**COMPANY SECRETARIES**

**Report of Scrutinizer on Postal Ballot**

**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies  
(Management and Administration) Rules, 2014]**

**Date: 11.09.2024**

**To,  
The Chairman  
Sayaji Hotels Limited  
Reg. Office: F1 C3 Sivavel Apartment 2 Alagappa Nagar,  
Zamin Pallavaram, Keelakattalai, Kanchipuram, Tambaram,  
Chennai, Tamil Nadu, India 600117**

**Sub: Scrutinizers' Report on Postal Ballot Voting by way of Electronic means in respect of  
passing of resolution set out in the notice dated 05<sup>th</sup> August, 2024 through postal ballot**

**Dear Sirs,**

I, Neelesh Gupta, **Practicing Company Secretary**, was appointed by the Board of Directors of the Company as Scrutinizer pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process in a fair and transparent manner and ascertaining the requisite majority on resolution contained in the Postal Ballot notice dated 05<sup>th</sup> August, 2024 issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014, Regulation 17 (1C), 25 and 44 of SEBI (Listing Regulations & Disclosure Requirements) regulations, 2015 ("LODR"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("MCA") vide its General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 read with Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021 2/2022 dated 5<sup>th</sup> May, 2022 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 ("General Circulars"), the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated 05<sup>th</sup> August, 2024, sent to all shareholders of the Company, on the following proposal for passing Special Resolution by way of postal ballot only by voting through electronic means ("remote e-voting").



**111, 1st Floor, Ratanmani Complex, 7/1, New Palasia, Indore (M.P.) 452 001  
Tel : 0731-4040060 Mobile : 98269-41425  
Email : neeshcs2004@yahoo.co.in**

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the act") read with Rule 20 and rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e- voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

### 1. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (I) the act and the Rules made there under; (II) the MCA Circulars; and (III) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e- voting on the resolution contained in the notice. The management of the company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### 2. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/documents furnished to me electronically till the time fixed for closing of the e- voting process i.e. till **Tuesday, 10<sup>th</sup> September, 2024 at 5:00 P.M.**

### 3. Cut-off Date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. **Tuesday, 6<sup>th</sup> day of August, 2024** were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

### 4. E-Voting Process

- i. The e-voting period remained open from **Monday, 12<sup>th</sup> August, 2024 at 9:00 A.M. (IST) to Tuesday, 10<sup>th</sup> September, 2024 at 5:00 P.M. (IST).**
- ii. The votes cast during the e-voting were unblocked on Wednesday, 11<sup>th</sup> September, 2024 after the conclusion of the e-voting period for Postal Ballot and was witnessed by two witnesses, Ms. Sakshi Jain and Ms Anjali Gandhi, who are not in the employment of the Company and / or Central Depository Services Limited ("CDSL"). They have signed below in confirmation of the same.

  
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iii. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the e-voting website <https://www.evotingindia.com/>. Based on the report generated and relied upon by me, data on the e-voting was scrutinized.

5. I submit herewith the Scrutinizer's Report on the result of the e-voting for postal ballot, based on the report generated by Central Depository Services Limited, scrutinized and relied upon by me as under:

I. Special Resolutions:

**Item No. 1 –To approve Increase in Borrowing Powers of the Company under Section 180 (1)(c) of the Companies Act, 2013**

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting percentage	Voters	No. of Votes	Voting percentage
46	13607596	46	13607596	100%	2	53	0%

**Item No. 2 –To approve providing of Financial Assistance by way of Loan / Guarantee / Security to any Body Corporate or Body Corporate in which Directors of the Company are interested**

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting percentage	Voters	No. of Votes	Voting percentage
45	13607573	45	13607573	100%	3	76	0%

**Item No. 3 –To appoint Mr. Raof Razak Dhanani (DIN: 00174654) as the Managing Director of the Company**

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting percentage	Voters	No. of Votes	Voting percentage
39	7681311	39	7681311	100%	4	168	0%




**Item No. 4 –To revise the remuneration of Mrs. Suchitra Dhanani, Whole-Time Director (DIN: 00712187) of the Company**

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting percentage	Voters	No. of Votes	Voting percentage
42	7681427	42	7681427	100%	1	52	0%

6. The electronic data and all other relevant records relating to e- voting were handed over to Mr. Ankur Bindal, Company Secretary and Compliance Officer of the company.

**FOR NEELESH GUPTA & CO.,  
COMPANY SECRETARIES**

  
**NEELESH GUPTA**  
Proprietor  
Mem No. FCS 6381  
C. P. No.: 6846



**UDIN: F006381F001193611**

### General information about company

Scrip code	523710
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE318C01014
Name of the company	Sayaji Hotels Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-09-2024
Start time of the meeting	
End time of the meeting	

### Scrutinizer Details

Name of the Scrutinizer	Mr. Neelesh Gupta
Firms Name	Neelesh Gupta & Company
Qualification	CS
Membership Number	6381
Date of Board Meeting in which appointed	05-08-2024
Date of Issuance of Report to the company	11-09-2024

### Voting results

Record date	06-08-2024
Total number of shareholders on record date	3803
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve Increase in Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		10787898	82.1648	10787898	0	100	0
	Total	13129588	10787898	82.1648	10787898	0	100	0
Public- Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4300	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		2819698	64.3166	2819645	53	99.9981	0.0019
	Total	4384089	2819698	64.3166	2819645	53	99.9981	0.0019
Total		17517977	13607596	77.6779	13607543	53	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve providing of Financial Assistance by way of Loan / Guarantee / Security to any Body Corporate or Body Corporate in which Directors of the Company are interested				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		10787898	82.1648	10787898	0	100	0
	Total		13129588	10787898	82.1648	10787898	0	100
Public-Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4300	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		2819675	64.3161	2819599	76	99.9973	0.0027
	Total		4384089	2819675	64.3161	2819599	76	99.9973
Total		17517977	13607573	77.6778	13607497	76	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

### Resolution(3)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint Mr. Raoof Razak Dhanani (DIN: 00174654) as the Managing Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		5589689	42.5732	5589689	0	100	0
	Total		13129588	5589689	42.5732	5589689	0	100
Public-Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4300	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		2091622	47.7094	2091454	168	99.992	0.008
	Total		4384089	2091622	47.7094	2091454	168	99.992
Total		17517977	7681311	43.8482	7681143	168	99.9978	0.0022
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

### Resolution(4)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To revise the remuneration of Mrs. Suchitra Dhanani, Whole-Time Director (DIN: 00712187) of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		5589689	42.5732	5589689	0	100	0
	Total		13129588	5589689	42.5732	5589689	0	100
Public-Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4300	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		2091738	47.712	2091686	52	99.9975	0.0025
	Total		4384089	2091738	47.712	2091686	52	99.9975
Total		17517977	7681427	43.8488	7681375	52	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	