

10th September, 2022

To,
The General Manager,
Department of Corporate Services,
BSE Limited
P.J. Towers Dalal Street,
Fort, Mumbai - 400 001

Dear Sir / Madam

Sub.: Submission of the Voting results and Scrutinisers report for the Hon'ble National Company Law Tribunal, Chennai Bench ('NCLT') convened meeting of the Equity Shareholders and Unsecured Creditors of Sayaji Hotels Limited ('the Company').

This is to inform you that pursuant to the NCLT Order dated 14th July, 2022, the meeting of the Equity Shareholders and Unsecured Creditors of the Company were conveyed and held on 9th September 2022, at 11:30 A.M. for Equity Shareholders and 12:30 P.M. for Unsecured Creditor through video conferencing (VC)/ other audio visual means (OAVM) for approval Scheme of Amalgamation and Arrangement between Sayaji Hotels Limited and Ahilya Hotels Limited and Sayaji Hotels (Indore) Limited [Formerly known as Sayaji Hotels (Vadodara) Limited] and Sayaji Hotels (Pune) Limited and Sayaji Hotels Management Limited and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. We are hereby submitting the following for your information and records:

- (a) Consolidated Scrutinizer's report dated 10th September, 2022 for the meeting of the Equity Shareholders pursuant to regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Consolidated Scrutinizers Report dated 10th September, 2022 for the meeting of the Unsecured Creditors.

We request you to take on record the above said decisions and disseminate the same on the website of the stock exchange.

Yours faithfully
For Sayaji Hotels Limited


Ankur Bindal
Company Secretary & Compliance Officer



Encl.: As above

SAYAJI HOTELS LTD. CORPORATE OFFICE

Address: C/o Amber Convention Centre, Bypass Rd, Near Best Price,
Hare Krishna Vihar, Nipania, Indore (MP) - 452010. | Phone No.: + 0731-4750000 | Email: info@sayajigroup.com
Regd. Office: F1 C2 Sivavel Apartment, 2 Alagappa Nagar, Zamin Pallavaram, Chennai, (TN) – 600117
CIN – L51100TN1982PLC124332 | Phone No.: 044-29871174
www.sayajihotels.com

Voting Results of the meeting of Equity Shareholders of Sayaji Hotels Limited

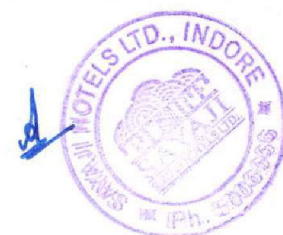
Date of the AGM/EGM	9th September, 2022
Total number of shareholders as on cut-off date	3,666
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	6
Public:	9

Agenda- wise disclosure

Resolution required: (Ordinary/ Special) Special Resolution	<p>“RESOLVED that pursuant to the provisions of Section 230 read with Section 232 Read with Rule 6 of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2014 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any of the Companies Act, 2013 and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s) consents, sanctions and permissions of BSE Limited (BSE), Securities and Exchange Board of India (SEBI), Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Division Bench, Chennai (hereinafter referred to as “NCLT”) and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Applicant Company, the Scheme of Amalgamation and Arrangement between Sayaji Hotels Limited and Ahilya Hotels Limited and Sayaji Hotels (Indore) Limited [Formerly known as Sayaji Hotels (Vadodara) Limited] and Sayaji Hotels (Pune) Limited and Sayaji Hotels Management Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved.”</p> <p>“RESOLVED FURTHER that for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution), be and are hereby severally authorised to do all things and to take all incidental and necessary steps and to execute all the necessary documents as and when required for and on behalf of the Company, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”</p>
Whether promoter/ promoter group are interested in the agenda/resolution?	No



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13123167	10619978	80.9254	10619978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10619978	80.9254	10619978	0	100.0000	0.0000
Public-Institutions	E-Voting	300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	4394533	1346870	30.6488	1346868	2	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1346870	30.6488	1346868	2	99.9999	0.0001
Total		17518000	11966848	68.3117	11966846	2	100.0000	0.0000



Voting Results of the meeting of Unsecured Creditors of Sayaji Hotels Limited

Date of the AGM/EGM	9th September, 2022
Total number of unsecured creditors on cut-off date	492
Total outstanding amount on cut-off date	10,36,11,439
No. of Unsecured Creditors attended the meeting through Video Conferencing	22
Value of Unsecured Creditors attended the meeting through Video Conferencing	1,45,27,048

Agenda- wise disclosure

<p>Resolution required: (Ordinary/ Special) Special Resolution</p>	<p>“RESOLVED that pursuant to the provisions of Section 230 read with Section 232 Read with Rule 6 of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2014 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any of the Companies Act, 2013 and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s) consents, sanctions and permissions of BSE Limited (BSE), Securities and Exchange Board of India (SEBI), Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Division Bench, Chennai (hereinafter referred to as “NCLT”) and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Applicant Company, the Scheme of Amalgamation and Arrangement between Sayaji Hotels Limited and Ahilya Hotels Limited and Sayaji Hotels (Indore) Limited [Formerly known as Sayaji Hotels (Vadodara) Limited] and Sayaji Hotels (Pune) Limited and Sayaji Hotels Management Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved.”</p> <p>“RESOLVED FURTHER that for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution), be and are hereby severally authorised to do all things and to take all incidental and necessary steps and to execute all the necessary documents as and when required for and on behalf of the Company, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”</p>
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Particulars	Number/Value
No. of Unsecured Creditors voted in favor	171
Value of Unsecured Creditors voted in favor	Rs. 7,02,09,819
No. of Unsecured Creditors voted in against	0
Value of Unsecured Creditors voted in against	Rs. 0



CONSOLIDATED SCRUTINIZER'S REPORT

Meeting of Equity Shareholders of Sayaji Hotels Limited

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrations) Rules 2014 as amended and as per the directions issued by the Hon'ble National Company Law Tribunal, Division Bench-II, Chennai vide order dated 14th July 2022 in Company application No. CA(CAA)/52(CHE)2022]

Date: 10/09/2022

To,

Ms. Suchitra Dhanani, Wholetime Director

Alternate Chairperson appointed by the Hon'ble National Company Law Tribunal, Division Bench-II, Chennai for the meeting of Equity Shareholders of Sayaji Hotels Limited (CIN: L51100TN1982PLC124332), held on 9th September 2022 at 11:30 AM pursuant to the Company Application no. CA(CAA)/52(CHE)2022.

Dear Sir,

Sub: Consolidated Report on the resolution passed through remote e-voting and e-voting at the NCLT convened meeting of Equity Shareholders of Sayaji Hotels Limited held on 9th September 2022 at 11:30 AM.

Ref: Meeting of the Equity shareholders of Sayaji Hotels Limited ("the Company") convened as per the directions of the NCLT vide its order dated 14th July 2022.

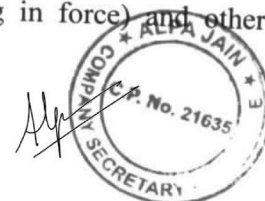
I, Alpa Jain Practising Company Secretary have been appointed by the Hon'ble National Company Law Tribunal, Division Bench-II, Chennai vide its order dated 14th July 2022, as the "Scrutiniser" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT convened meeting ("meeting") of the **Equity Shareholders of Sayaji Hotels Limited** convened by order of NCLT and held through Video Conferencing/Other Audio Visual Means ("VC"/"OVAM") on 9th September 2022 at 11:30 AM, pursuant to section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation and Arrangement between Ahilya Hotels Limited and Sayaji Hotels Management Limited and Sayaji Hotels Limited and Sayaji Hotels (Indore) Limited and Sayaji Hotels (Pune) Limited and their respective shareholders and creditors ("the Scheme") in terms of the notice dated 28th July, 2022.



I do hereby submit my Report as under:

1. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-voting platform to the Equity Shareholders of the Company.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act 2013 and the Rules and Regulations thereunder relating to e-voting / remote e-voting on the resolution contained in the said notice of the Meeting.
3. My responsibility as a Scrutinizer, for the voting process (through remote e-voting and e-voting) is restricted to scrutinize the e-voting process at the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against if any, on the resolution based on the reports generated from the e-voting system provided by CDSL.
4. The Cut-off date as mentioned in the Notice to Equity Shareholders was 2nd September, 2022 for the purpose of deciding the equity shareholders entitled to vote through remote e-voting and e-voting at the Meeting on the resolution seeking their approval.
5. The remote e-voting period as mentioned in the Notice to Equity Shareholders remained open from Saturday, 3rd September, 2022 (09:00 A.M.) to Thursday, 8th September, 2022 (05:00 P.M.).
6. The Company had also provided the facility for e-voting to the Equity Shareholders who attended the meeting through VC /OAVM and who had not cast their vote earlier through remote e-Voting facility.
7. As the quorum was not present at the commencement of meeting, the Alternate Chairperson adjourned the meeting by half an hour and thereafter the person(s) present was declared as requisite quorum by the Alternate Chairperson as per the directions given in the order of Hon'ble Tribunal.
8. The votes cast under remote e-voting facility and e-voting conducted during the meeting were unblocked after the expiry of the period as stipulated in presence of two witnesses, Ms. Kanchan Rathi and Ms. Neha Sharma who were not in employment of the Company.
9. Thereafter, the data pertaining to e-voting of Equity shareholders who voted "in favour" or "against" the resolution were generated from the e-voting website of CDSL i.e. www.evotingindia.com.
10. The resolution as set out in the notice calling the meeting of Equity shareholders is reproduced below:

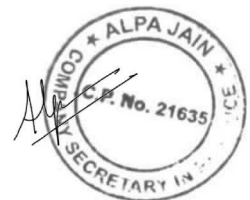
"RESOLVED that pursuant to the provisions of Section 230 read with Section 232 Read with Rule 6 of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2014 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other



applicable provisions, if any of the Companies Act, 2013 and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s) consents, sanctions and permissions of BSE Limited (BSE), Securities and Exchange Board of India (SEBI), Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Division Bench, Chennai (hereinafter referred to as "NCLT") and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Applicant Company, the Scheme of Amalgamation and Arrangement between Sayaji Hotels Limited and Ahilya Hotels Limited and Sayaji Hotels (Indore) Limited [Formerly known as Sayaji Hotels (Vadodara) Limited] and Sayaji Hotels (Pune) Limited and Sayaji Hotels Management Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved."

"RESOLVED FURTHER that for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution), be and are hereby severally authorised to do all things and to take all incidental and necessary steps and to execute all the necessary documents as and when required for and on behalf of the Company, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution."

11. The results of e-voting on the aforesaid resolution, scrutinised by me, is attached as **Annexure "A"**.
12. The combined list of Equity shareholders who voted "FOR/AGAINST" for above resolution through remote e-voting process and e-voting at the meeting has been sent to the Alternate Chairperson of the meeting and Mr. Ankur Bindal, Company Secretary for record and safe keeping.



You may accordingly declare the results of the Electronic Voting conducted in the meeting & voting done by the equity shareholders through remote e-voting.

Yours faithfully,



Alpa Jain
Practising Company Secretary
Scrutinizer of the Meeting
Membership No.: 10587
UDIN- F010587D000951516

Place: Chennai
Date: 10.09.2022

ANNEXURE - "A"

Voting results of Equity Shareholders of Sayaji Hotels Limited

Voting Method	Total votes casted	Votes in favour of the resolution			Votes against the resolution		
		No. of Voters	No. of Shares	% of total number of votes casted	No. of Voters	No. of Shares	% of total number of votes casted
Remote e-voting & E-voting at the meeting	11966848	36	11966846	99.99998	2	2	0.00002
Total	11966848	36	11966846	99.99998	2	2	0.00002




CONSOLIDATED SCRUTINIZER'S REPORT

Meeting of Unsecured Creditors of Sayaji Hotels Limited

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrations) Rules 2014 as amended and as per the directions issued by the Hon'ble National Company Law Tribunal, Division Bench-II, Chennai vide order dated 14th July 2022 in Company application No. CA(CAA)/52(CHE)2022]

Date: 10/09/2022

To,

Ms. Suchitra Dhanani, Wholetime Director

Alternate Chairperson appointed by the Hon'ble National Company Law Tribunal, Division Bench-II, Chennai for the meeting of Unsecured Creditors of Sayaji Hotels Limited, held on 9th September 2022 at 12:30 PM pursuant to the Company Application no. CA(CAA)/52(CHE)2022.

Dear Sir,

Sub: Consolidated Report on the resolution passed through remote e-voting and e-voting at the NCLT convened meeting of Unsecured Creditors of Sayaji Hotels Limited (CIN: L51100TN1982PLC124332) held on 9th September 2022 at 12:30 PM.

Ref: Meeting of the Unsecured Creditors of Sayaji Hotels Limited ("the Company") convened as per the directions of the NCLT vide its order dated 14th July 2022.

I, Alpa Jain Practising Company Secretary have been appointed by the Hon'ble National Company Law Tribunal, Division Bench-II, Chennai vide its order dated 14th July 2022, as the "Scrutiniser" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT convened meeting ("meeting") of the **Unsecured Creditors of Sayaji Hotels Limited** convened by order of NCLT and held through Video Conferencing/Other Audio Visual Means ("VC"/"OVAM") on 9th September 2022 at 12:30 PM, pursuant to section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended on the resolution seeking approval of the Unsecured Creditors to the Scheme of Amalgamation and Arrangement between Ahilya Hotels Limited and Sayaji Hotels Management Limited and Sayaji Hotels Limited and Sayaji Hotels (Indore) Limited and Sayaji Hotels (Pune) Limited and their respective shareholders and creditors ("the Scheme") in terms of the notice dated 28th July, 2022.



I do hereby submit my Report as under:

1. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-voting platform to the Unsecured Creditors of the Company.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act 2013 and the Rules and Regulations thereunder relating to e-voting / remote e-voting on the resolution contained in the said notice of the Meeting.
3. My responsibility as a Scrutinizer, for the voting process (through remote e-voting and e-voting) is restricted to scrutinize the e-voting process at the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against if any, on the resolution based on the reports generated from the e-voting system provided by CDSL.
4. The Cut-off date as mentioned in the Notice to Unsecured Creditors was 27th July, 2022 for the purpose of deciding the Unsecured Creditors entitled to vote through remote e-voting and e-voting at the Meeting on the resolution seeking their approval.
5. The remote e-voting period as mentioned in the Notice to Unsecured Creditors remained open from Saturday, 3rd September, 2022 (09:00 A.M.) to Thursday, 8th September, 2022 (05:00 P.M.).
6. The Company had also provided the facility for e-voting to the Unsecured Creditors who attended the meeting through VC /OAVM and who had not cast their vote earlier through remote e-voting facility.
7. The votes cast under remote e-voting facility and e-voting conducted during the meeting were unblocked after the expiry of the period as stipulated in presence of two witnesses, Ms. Kanchan Rathi and Ms. Neha Sharma who were not in employment of the Company.
8. Thereafter, the data pertaining to e-voting of Unsecured Creditors who voted "in favour" or "against" the resolution were generated from the e-voting website of CDSL i.e. www.evotingindia.com.
9. The resolution as set out in the notice calling the meeting of Unsecured Creditors is reproduced below:

“RESOLVED that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013 and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s) consents, sanctions and permissions of BSE Limited (BSE), Securities and Exchange Board of India (SEBI), Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Division Bench, Chennai (hereinafter referred to as “NCLT”) and/or




such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Applicant Company, the Scheme of Amalgamation and Arrangement between Sayaji Hotels Limited and Ahilya Hotels Limited and Sayaji Hotels (Indore) Limited (Formerly known as Sayaji Hotels (Vadodara) Limited) and Sayaji Hotels (Pune) Limited and Sayaji Hotels Management Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved.”

“**RESOLVED FURTHER** that for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution), be and are hereby severally authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

10. The results of e-voting on the aforesaid resolution, scrutinised by me, is attached as “**Annexure “A”**”.
11. The combined list of Unsecured Creditors who voted “FOR/AGAINST” for above resolution through remote e-voting process and e-voting at the meeting has been sent to the Alternate Chairperson of the meeting and Mr.Ankur Bindal, Company Secretary for record and safe keeping.

You may accordingly declare the results of the Electronic Voting conducted in the meeting & voting done by the Unsecured Creditors through remote e-voting.

Yours faithfully,


Alpa Jain
Practising Company Secretary
Scrutinizer of the Meeting
Membership No.: 10587
UDIN-F010587D000951527



Place: Chennai
Date: 10.09.2022

ANNEXURE - "A"

Voting results of meeting of Unsecured Creditors of Savaji Hotels Limited

Voting Method	Total votes casted	Votes in favour of the resolution			Votes against the resolution		
		No. of Voters	Aggregate in value of votes cast in favour of the resolution	% of total number of votes casted	No. of Voters	Aggregate in value of votes cast against the resolution	% of total number of votes casted
Remote e-voting and e-voting at the meeting	70209819	171	70209819	100	-	-	-
Total	70209819	171	70209819	100	-	-	-

