

Date: 29th September, 2021

**To,
Department of Corporate Services
BSE Limited
P J Towers, Dalal Street
Mumbai - 400 001**

Sub: Submission of the Scrutinizer Report on the voting results of the 38th Annual General Meeting of the Shareholders of the Company.

Dear Sir,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the members of the Company in its 38th Annual General Meeting (AGM) held on Tuesday, 28th September, 2021 have accorded their approval with requisite majority, by way of e-voting at AGM/remote e-voting to the Resolutions set out in the notice convening the said AGM.

In this regard, please find enclosed herewith the following:


- i. The voting result in the Format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure- 1.**
- ii. Copy of the scrutinizer's report as **Annexure -2.**

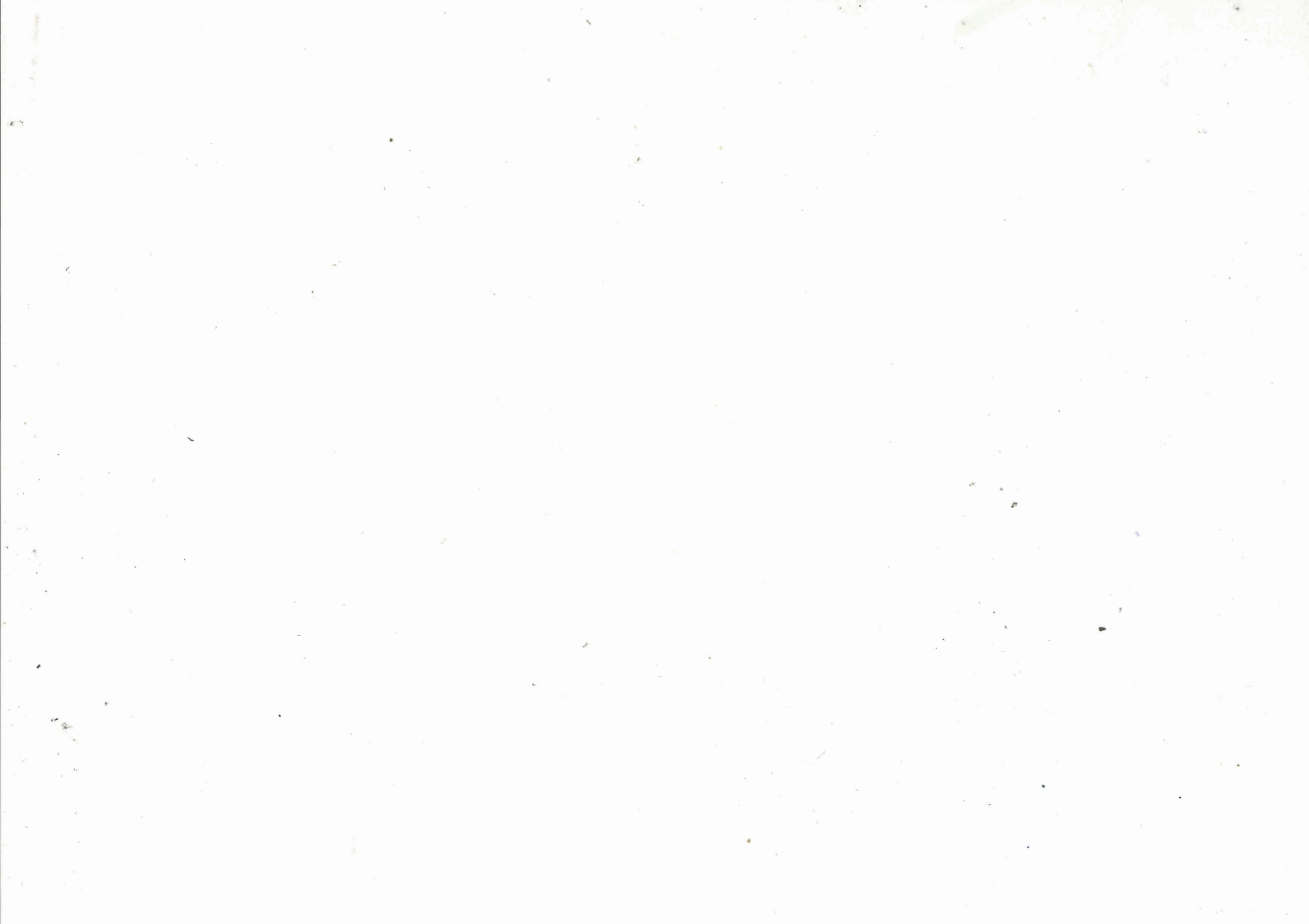
You are requested to kindly take the above on record and disseminate the same on the website of the stock exchange.

Thanking you,

Yours truly,

FOR SAYAJI HOTELS LIMITED


AMIT SARRAF
COMPANY SECRETARY



Annexure – 1

Voting Results of the 38th AGM of the Company pursuant to Regulation - 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	28 th September, 2021
Total number of shareholders on record date	3834
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	17



Item No. 1			To Receive, Consider and adopt: (a) Audited Standalone Financial Statements of the Company for the year ended 31st March 2021, together with Directors Report and Auditors Report thereon & (b) Audited Consolidated Financial Statements for the year ended 31st March 2021, together with the Auditors Report thereon					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favor	No. of Votes – against	% of Votes in favor 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	13123167	5891240	44.8919	5891240	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13123167	5891240	44.8919	5891240	0	100.0000	0.0000
Public- Institutions	E-Voting	4300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4300	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4390533	1807	0.0412	1802	5	99.7233	0.2767
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4390533	1807	0.0412	1802	5	99.7233	0.2767
Total		17518000	5893047	33.6400	5893042	5	99.9999	0.0001



Item No. 2			To appoint a Director in place of Mrs. Suchitra Dhanani (DIN: 00712187), who retires by rotation, and being eligible, offers herself for re-appointment.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favor	No. of Votes – against	% of Votes in favor 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	13123167	5891240	44.8919	5891240	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13123167	5891240	44.8919	5891240	0	100.0000	0.0000
Public-Institutions	E-Voting	4300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4300	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4390533	1807	0.0412	1797	10	99.4466	0.5534
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4390533	1807	0.0412	1797	10	99.4466	0.5534
Total		17518000	5893047	33.6400	5893037	10	99.9998	0.0002



Item No. 3		Regularization of Appointment of Mr. Abhay Chintaman Chaudhari (having DIN 06726836) as a Director (Independent Category) of the Company.						
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes–in favor	No. of Votes – against	% of Votes in favor 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	13123167	5891240	44.8919	5891240	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13123167	5891240	44.8919	5891240	0	100.0000	0.0000
Public-Institutions	E-Voting	4300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4300	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4390533	1807	0.0412	1777	30	98.3398	1.6602
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4390533	1807	0.0412	1777	30	98.3398	1.6602
Total		17518000	5893047	33.6400	5893017	30	99.9995	0.0005



Item No. 4			Revision of Remuneration of Mr. Raof Razak Dhanani (DIN- 00174654) Managing Director of the Company for the remaining part of his tenure w.e.f. 13 th February, 2021.					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favor	No. of Votes – against	% of Votes in favor 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	13123167	4363610	33.2512	4363610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4363610	33.2512	4363610	0	100.0000	0.0000
Public-Institutions	E-Voting	4300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4390533	1807	0.0412	1797	10	99.4466	0.5534
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1807	0.0412	1797	10	99.4466	0.5534
Total		17518000	4365417	24.9196	4365407	10	99.9998	0.0002





Neelesh Gupta & Co.

COMPANY SECRETARIES

Date: 29/09/2021

To,

The Chairman of the 38th Annual General Meeting
of the Equity Shareholder of the Sayaji Hotels Limited
Reg. Office: F1 C2 Sivavel Apartment 2 Alagappa Nagar,
Zamin Pallavaram Chennai (Tamil Nadu) 600117

Dear Sir,

Sub: Scrutinizers' Report on Remote E-Voting and E-Voting at the 38th Annual General Meeting of Sayaji Hotels Limited held on Tuesday, 28th September, 2021.

We thank you for appointing us as the Scrutinizer for remote e-voting process and e voting by your Members during the 38th Annual General Meeting of your Company held on Tuesday, 28th September, 2021 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Yours Faithfully

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

Neelesh Gupta
Proprietor
Mem No. FCS 6381
C. P. No.: 6846

UDIN: : F006381C001039259



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Tel : 0731-4040060 Mobile : 98269-41425
Email : neeshcs2004@yahoo.co.in



Report of Scrutinizer

CONSOLIDATED REPORT ON REMOTE E-VOTING FOR AGM & E-VOTING DURING AGM

NAME OF THE COMPANY	Sayaji Hotels Limited
MEETING	38 th Annual General Meeting
DAY, DATE & TIME	Tuesday, 28 th September, 2021 at 11:00 AM
DEEMED VENUE	Registered Office: F1 C2 Sivavel Apartment 2 Alagappa Nagar, Zamin Pallavaram Chennai TN 600117 IN
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for the remote e-voting for AGM & e-voting during AGM of **Sayaji Hotels Limited** (hereinafter referred to as the Company) held on Tuesday, 28th September, 2021 at 11.00 a.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the Meeting

2.1 Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 08th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Trinity Mirror (English Language) and Makkal Kural (Tamil Language), having editions on 05th September, 2021 specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchange, manner of registration of email id's by the members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 04th September, 2021.



2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by M/s Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agents (“RTA”) of the Company and the depositories viz., Central Depository Services Limited (“CDSL”) the Company completed dispatch of Notice of AGM on 04th September, 2021.

3. Cut-off date

The Voting rights were reckoned as on 21th September, 2021 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and e-voting at the AGM.

4. Remote e-Voting

4.1 Agency

The Company has appointed Central Depository Services Limited (CDSL) as the agency for providing the remote e-Voting platform for conducting 38th Annual general meeting through VC.

4.2 Remote e-Voting period

Remote e-Voting platform was open from Friday, 24th September, 2021 (09.00 A.M.) to Monday 27th September, 2021 (05.00 P.M.) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform provided by CDSL.

5. Voting at the AGM

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of annual general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/folios, number of shares held but not the manner in which they have voted .

5.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id & Client Id / folios and shareholding of the members who had cast their votes through remote e-Voting.



6. Counting Process

6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.

7. Results

7.1 We observed that,

Total 22 members were present at AGM through Video Conferencing (VC) and

- a) 32 Member had cast their votes through Remote e-Voting.
- b) 01 Member had cast their votes through e-voting at the AGM.

7.2 The Consolidated Result with respect to each item on the agenda as set out in the Notice of the 38th AGM dated 30th August, 2021 is enclosed herewith.

7.3 Based on the aforesaid results, we report that 02 Ordinary Resolutions as contained in Item No. 1 to Item No.2 and 02 Special Resolutions as contained in Item No. 3 to Item No.4 of the Notice of the AGM dated 30th August, 2021 have been passed with the requisite majority.

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



**Neelesh Gupta
Proprietor
Mem No. FCS 6381
C. P. No.: 6846**



UDIN: : F006381C001039259

CONSOLIDATED RESULTS

The Result of e-voting is as under: -

Item No.1 To receive, consider and adopt

(a) The Standalone Financial Statements of the Company for the year ended on March 31, 2021, containing the audited Balance Sheet, the statement of change in the equity, Profit and Loss and Cash Flow Statement and report of the Board and Auditors thereon on that date.

(b) The Consolidated Financial Statements of the Company for the year ended on March 31, 2021, containing the audited Balance Sheet, the statement of change in the equity Profit and Loss and Cash Flow Statement and report of the Auditors there on that date.

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	31	4514620	01	1378422	32	5893042	99.99
Dissent	01	05	00	00	01	05	00.01
Invalid	00	00	00	00	00	00	00.00
Total	32	4514625	01	1378422	33	5893047	100.00

The chairman of the meeting may declare the results for aforesaid **Ordinary resolution** as set out in **Item No.1** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.2

To appoint a Director in place of Mrs. Suchitra Dhanani (DIN- 00712187), who liable to retire by rotation and, being eligible, seeks re-appointment

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	30	4514615	01	1378422	31	5893037	99.99
Dissent	02	10	00	00	02	10	00.01
Invalid	00	00	00	00	00	00	00.00
Total	32	4514625	01	1378422	33	5893047	100.00

The chairman of the meeting may declare the results for aforesaid **Ordinary resolution** as set out in **Item No.2** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.



Item No.3 To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as may be amended from time to time, the appointment of Mr. Abhay Chintaman Chaudhari (DIN 06726836) who was appointed as an Additional Director in the category of Independent Director by the Board with effect from 23rd January, 2021, upon the recommendation and approval of the Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 (“Act”), and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI LODR Regulations and who is eligible for appointment, not subject to retire by rotation, be and is hereby approved by the members of the Company.

”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	4514595	01	1378422	30	5893017	99.99
Dissent	03	30	00	00	03	30	00.01
Invalid	00	00	00	00	00	00	00.00
Total	32	4514625	01	1378422	33	5893047	100.00

The chairman of the meeting may declare the results for aforesaid **Special resolution** as set out in **Item No.3** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.4 To Consider and if thought fit, to pass with or without modifications, if any, the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 197 read with the Schedule V and (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Companies Act, 2013 and as per provisions of the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded to pay the remuneration of Mr. Raoof Razak Dhanani (DIN- 00174654), Managing Director of the Company for the remaining part of his tenure w.e.f. 13th February, 2021 as under --

Remuneration:

Salary: Rs. 12,50,000/- per month which may be provided in one or more of the following heads:

- Basic Salary
- House Rent Allowances



- c. Special allowance
- d. Leave Travel allowance
- e. CCA
- f. Annual club maintenance fees
- g. Payment of statutory contribution toward PF, ESIC as may be applicable
- h. Other allowance
- i. Conveyance allowance
- j. Gratuity

“RESOLVED FURTHER THAT in case of in absence or inadequacy of net profit in any financial year, the Company shall pay the above said remuneration by way of salary, perquisites, dearness allowance and any other allowances as calculated under the provisions of the Income Tax Act and the rules made there under and as per part II of schedule V of Companies Act, 2013 as may be decided by the Board from time to time.”

“RESOLVED FURTHER THAT the Mr. Raoof Razak Dhanani, Managing Director shall not be entitled for any sitting fee for attending any meeting of the Board of Directors or a committee thereof.”

“RESOLVED FURTHER THAT the relation between the Company and Mr. Raoof Razak Dhanani, Managing Director shall be deemed to be employer-employee and his services may be terminated by either side by providing 6 months’ notice or remuneration in leave thereof.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of directors of the Company be and is hereby authorized with liberty and powers to increase, reduce, alter or vary the terms and conditions of remuneration in such manner as the Board may deem fit within the limits specified as aforesaid from time to time during his tenure.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	4365407	00	00	29	4365407	74.08
Dissent	02	10	00	00	02	10	00.00
Invalid	01	149208	01	1378422	02	1527630	25.92
Total	32	4514625	01	1378422	33	5893047	100

The chairman of the meeting may declare the results for aforesaid **Special resolutions** as set out in **Item No.4** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

FOR NEELESH GUPTA & CO.,

COMPANY SECRETARIES

Neelesh Gupta

Neelesh Gupta
Proprietor
Mem No. FCS 6381
C. P. No.: 6846

UDIN: F006381C001039259

