

29th September, 2022

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

Sub.: Submission of the Scrutinizer Report and voting results of the 39th Annual General Meeting of the Equity Shareholders of the Company

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results of the 39th Annual General Meeting (AGM) of the Company held on Wednesday, 27th September, 2022.

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.

You are requested to kindly take the above on record.

Thanking you,
Yours faithfully,
For Sayaji Hotels Limited

Ankur Bindal
Company Secretary and Compliance Officer

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

Annexure – 1

Voting Results of the 39th 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	27 th September, 2022
Total number of shareholders on record date	3659
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
Total	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	8
Public:	13
Total	21

Item No. 1				To receive, consider and adopt – (a) The Audited Standalone Financial Statements of the Company for the year ended 31st March, 2022 and reports of the Board of Directors and Auditors thereon; and (b) The Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2022 and report of the Auditors thereon.				
Resolution required: (Ordinary / Special)				Ordinary				
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 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	13123167	10019977	76.3533	10019977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13123167	10019977	76.3533	10019977	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	4390533	1346043	30.6578	1345751	292	99.9783	0.0217
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4390533	1346043	30.6578	1345751	292	99.9783
Total		17518000	11366020	64.8819	11365728	292	99.9974	0.0026

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Item No. 2				To appoint a Director in place of Mr. Raof Razak Dhanani (DIN- 00174654), who liable to retire by rotation and, being eligible, seeks re-appointment				
Resolution required: (Ordinary / Special)				Ordinary				
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 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	13123167	4442841	33.8549	4442841	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13123167	4442841	33.8549	4442841	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	4390533	1346043	30.6578	1345751	292	99.9783	0.0217
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4390533	1346043	30.6578	1345751	292	99.9783
Total		17518000	5788884	33.0453	5788592	292	99.995	0.005

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	4442841
Public Insitutions	0
Public - Non Insitutions	0
Total	4442841

Item No.3				To re-appoint Mrs. Suchitra Dhanani (DIN- 00712187) as Whole Time Director of the Company for a further period of 3 years with effect from 6th February, 2023 to 5th February, 2026 (Special Resolution):				
Resolution required: (Ordinary / Special)				Special				
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 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	13123167	5636689	42.9522	5636689	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13123167	5636689	42.9522	5636689	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	4390533	1346043	30.6578	1342730	3313	99.7539	0.2461
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4390533	1346043	30.6578	1342730	3313	99.7539
Total		17518000	6982732	39.8603	6979419	3313	99.9526	0.0474

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	5636689
Public Insitutions	0
Public - Non Insitutions	0
Total	5636689

Item No.4				To revise the remuneration of Mr. Raoof Razak Dhanani (DIN: 00174654), Managing Director of the Company				
Resolution required: (Ordinary / Special)				Special				
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 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	13123167	4442841	33.8549	4442841	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13123167	4442841	33.8549	4442841	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	4390533	1346043	30.6578	1342750	3293	99.7554	0.2446
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4390533	1346043	30.6578	1342750	3293	99.7554
Total		17518000	5788884	33.0453	5785591	3293	99.9431	0.0569

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	4442841
Public Insitutions	0
Public - Non Insitutions	0
Total	4442841



Neelesh Gupta & Co.

COMPANY SECRETARIES

Date: 28/09/2022

To,

**The Chairman of the 39th Annual General Meeting
of the Equity Shareholder of the Sayaji Hotels Limited
Reg. Office: F1 C2 Sivavel Apartment 2 Alagappa Nagar,
Zamin Pallāvaram Chennai (Tamil Nadu) 600117**

Dear Sir,

Sub: Scrutinizers' Report on Remote E-Voting and E-Voting at the 39th Annual General Meeting of Sayaji Hotels Limited held on Tuesday, 27th September, 2022.

We thank you for appointing us as the Scrutinizer for remote e-voting process and e voting by your Members during the 39th Annual General Meeting of your Company held on Tuesday, 27th September, 2022 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
**NEELESH GUPTA
Proprietor
Mem No. FCS 6381
C. P. No.: 6846
UDIN:F006381D001064680**



Report of Scrutinizer

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

NAME OF THE COMPANY	Sayaji Hotels Limited
MEETING	39 th Annual General Meeting
DAY, DATE & TIME	Tuesday, 27 th September, 2022 at 03:30 PM
DEEMED VENUE	Registered Office: F1 C2 Sivavel Apartment, No. 2, Alagappa Nagar, Zamin Pallavaram Chennai TN 600117 India
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, 27th September, 2022 at 03.30 P.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, 02/2021, 21/2021 and 2/2022 dated 08th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Financial Express (English Language) and Makkal Kural (Vernacular Language), having editions on 06th September, 2022 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 05th September, 2022.

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 05th September, 2022.

3. Cut-off date

The Voting rights were reckoned as on 20th September, 2022 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 39th Annual general meeting through VC.

4.2 Remote e-Voting Period

Remote e-Voting platform was open from Friday, 23rd September, 2022 (09.00 A.M.) to Monday 26th September, 2022 (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 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 21 members were present at AGM through Video Conferencing (VC) and

- a) 26 Member had cast their votes through Remote e-Voting.
- b) No 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 39th AGM dated 10th August, 2022 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 10th August, 2022 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:F006381D001064680

CONSOLIDATED RESULTS

The Result of e-voting is as under: -

Item No.1

To receive, consider and adopt

(a) The Audited Standalone Financial Statements of the Company for the year ended 31stMarch, 2022 and reports of the Board of Directors and Auditors thereon; and

(b) The Audited Consolidated Financial Statements of the Company for the year ended 31stMarch, 2022 and report of the Auditors thereon.

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	11365728	00	00	25	11365728	99.99
Dissent	01	292	00	00	01	292	00.01
Invalid	00	00	00	00	00	00	00.00
Total	26	11366020	00	00	26	11366020	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 Mr. Raof Razak Dhanani (DIN- 00174654), 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	11	1345751	00	00	11	1345751	23.24
Dissent	01	292	00	00	01	292	00.01
Invalid	06	4442841	00	00	06	4442841	76.75
Total	18	5788884	00	00	18	5788884	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 re-appoint Mrs. Suchitra Dhanani (DIN- 00712187) as Whole Time Director of the Company or a further period of 3 years with effect from 6th February, 2023 to 5thFebruary, 2026 (Special Resolution):

“**RESOLVED THAT** pursuant to the provisions of sections 196,197 and 203, read with the Schedule V and (Appointment and Remuneration of Managerial Personnel) Rules, 2014

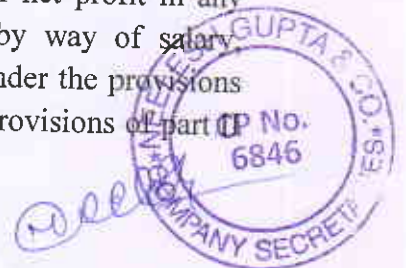


(including any statutory modification(s) or re-enactment thereof for /the time being in force) and all other applicable provisions of the Companies Act, 2013 and as per Articles of Association of the Company, upon the approval of the Nomination and Remuneration Committee and the Board of directors of the Company, the approval of members of the Company be and is hereby accorded to re-appoint Mrs. Suchitra Dhanani (DIN- 00712187) as Whole Time Director of the Company for a further period of 3 years with effect from 6th February, 2023 to 5th February, 2026 on the following terms and conditions with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time as may be mutually agreed between the Board of Directors and Mrs. Suchitra Dhanani-

Remuneration:

1. Salary: Rs. 2,85,739/- per month (with the Annual Increment as may be decided by the Board of directors on the 1st April of every year).
2. Variable pay: variable pay as may be provided by the Company as per the policy.
3. Commission: based on the net profits of the Company computed in the manner laid down u/s 197 of the Companies Act, 2013 such commission shall be such percentage of the net profit and such amount as the Board of Directors of the Company may determine keeping in view the performance of the Company in each financial year.
4. Perquisites and Allowances: Which may be paid under the following categories as may be determined by the Board of Directors upon the approval of the Nomination and Remuneration Committee of the Company from time to time, however, the perquisites and allowance shall be part and parcel of the Salary only as mention in point no. 1:
 - a. House Rent Allowances
 - b. Special allowance
 - c. Leave Travel allowance
 - d. CCA
 - e. Annual club maintenance fees
 - f. Payment of statutory contribution toward PF, ESIC as may be applicable
 - g. Other allowance.
 - h. Conveyance allowance
 - i. Gratuity

“RESOLVED FURTHER THAT in case of 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 thereunder and subject to the provisions of part



of schedule V of Companies Act, 2013 as the minimum remuneration subject to the maximum of Rs. 5,00,000 p.m. as may be decided by the Board from time to time.

“RESOLVED FURTHER THAT Mrs. Suchitra Dhanani (DIN: 00712187), Whole Time Director shall not be entitled for any sitting fee for attending any meeting of the Board of Directors or a committee thereof, there shall be clear relation of the Company with Mrs. Suchitra Dhanani as the Employer- Employee for all the purposes and her appointment may be terminated by either side with an advance notice of six months from either side or pay in lieu thereof, however the Board may waive the notice period at its sole discretion. However, if the Company take action to terminate her appointment she will be entitled to claim for loss of office as per provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised with liberty and powers to the Board of Directors to increase, reduce, alter or vary the terms and conditions of remuneration in such manner as the Board may deem fit within the limit specified as aforesaid from time to time.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	09	1342730	00	00	09	1342730	19.23
Dissent	03	3313	00	00	03	3313	00.05
Invalid	07	5636689	00	00	07	5636689	80.72
Total	19	6982732	00	00	19	6982732	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 revise the remuneration of Mr. Raof Razak Dhanani (DIN: 00174654), Managing Director of the Company(Special Resolution):

“RESOLVED THAT pursuant to the provisions of Sections 197 read with the Schedule V (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) 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 revise the remuneration of Mr. Raof Razak Dhanani (DIN: 00174654), Managing Director of the Company w.e.f. 1st October, 2022 as under –
Remuneration:

Remuneration:

1. Salary: Rs. 25,00,000/- per month (with the Annual Increment as may be decided by the Board of directors on the 1st April of every year).

2. Variable pay- Variable pay as may be provided by the Company as per the policy.



3. Commission: Based on the net profits of the Company computed in the manner laid down u/s 197 of the Companies Act, 2013 such commission shall be such percentage of the net profit and such amount as the Board of Directors of the Company may determine keeping in view the performance of the Company in each financial year.

4. Perquisites and Allowances: Which shall be paid under the following categories as may be determined by the Board of Directors of the Company from time to time:

- a. House Rent Allowances
- b. Special allowance
- c. Leave Travel allowance
- d. Medical Allowance
- e. CCA
- f. Annual club maintenance fees
- h. Payment of statutory contribution toward PF, ESIC as may be applicable
- i. Other allowance
- j. Conveyance allowance
- k. Gratuity

“RESOLVED FURTHER THAT in case of 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 the minimum remuneration subject to the maximum of Rs. 5,00,000 p.m. as may be decided by the Board from time to time.”

“RESOLVED FURTHER THAT Mr. Raoof Razak Dhanani (DIN: 00174654), 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 Board of directors of the Company be and is hereby authorized with liberty to increase, reduce, alter or vary the terms and conditions of remuneration in such manner as the Board may deem fit within the limit specified as aforesaid from time to time.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable in connection of the above said revision and also authorize to file such forms with the Registrar of the Companies in order to give effect to above resolution.”



Particulars	Remote-Voting		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	10	1342750	00	00	10	1342750	23.20
Dissent	02	3293	00	00	02	3293	0.05
Invalid	06	4442841	00	00	06	4442841	76.75
Total	18	5788884	00	00	18	5788884	100

The chairman of the meeting may declare the results for aforesaid **Special resolution** 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
Proprietor

Mem No. FCS 6381

C. P. No.: 6846

UDIN: F006381D001064680

