

JINDAL HOTELS LIMITED



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

23rd February, 2022

Script Code: 507981

Subject: Notice of 1st Extra Ordinary General Meeting of the financial year 2021-2022 of the members of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed herewith Notice of 1st Extra Ordinary General Meeting (EOGM) of the financial year 2021-2022 of the Members of the Company which is sent to the members through electronic means as per the circulars from Ministry of Corporate Affairs and Securities and Exchange Board of India.

Significant details with regard to EOGM are as under:

Sr. No.	Particulars	Details
1.	EOGM details	Day: Tuesday Date: 22 nd March, 2022 Time: 11:00 a.m. (IST) Through Video Conference / Other Audio Visual Means
2.	Cut-off date for e-voting	Tuesday, 15 th March, 2022
3.	Remote e-voting start time, day and Date	9.00 a.m. (IST), Saturday, 19 th March, 2022
4.	Remote e-voting end time, day and date	5.00 p.m. (IST), Monday, 21 st March, 2022
5.	E-voting website of Link Intime India Private Limited	https://instavote.linkintime.co.in

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,

For Jindal Hotels Limited


Mansi Vyas
Company Secretary



Encl.: As Above

Regd. Office : GRAND MERCURE Vadodara Hotel Surya Palace, Sayajigunj, Vadodara – 390 020
Phone No. : 0265-2363366,2226000,2226226 **Fax No. :** 0265-2363388 **Website :** www.suryapalace.com
CIN No.: L18119GJ1984PLC006922 **e-mail :** share@suryapalace.com

JINDAL HOTELS LIMITED



NOTICE OF EGM: No.1 FY 2021-22

Dear Members,

You are cordially invited to attend the **Extra Ordinary General Meeting (EGM)** of members of Jindal Hotels Limited to be held through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") on **Tuesday, 22nd March, 2022 at 11:00 a.m.**

We are glad to inform you that in compliance with provisions of Section 108 of the Companies Act, 2013 ("The Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company is to provide its Members facility of remote e-voting, through e-voting services provided by **Link In time India Private Limited (LIPL)** [**Linkintime: InstaVote**] on resolution set forth in this Notice. The process of e-voting to be followed forms part of Notice.

NOTICE

Notice is hereby given that the **Extra Ordinary General Meeting** of the members of Jindal Hotels Limited will be held on **Tuesday, the 22nd day of March, 2022 at 11:00 a.m., IST** through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

Item no. : 1 Preferential Issue of Equity Share of the Company to the Promoter(s)/ Promoters Group:

To Consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to Sections 23(1)(b), 42 & 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (*including any statutory modifications or re-enactment thereof for the time being in force*) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "Act") and in accordance with the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

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Regulations, 2015 (“SEBI LODR Regulations”) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/ guidelines issued/framed thereunder by the Central Government, Reserve Bank of India), Articles of Association of the Company, as may be applicable, and subject to the approval, consent, permission and/or sanction, if and as may be required from the Central Government, Reserve Bank of India, SEBI, Stock Exchange, Depositories where the existing securities of the Company are listed and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be deemed necessary by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Company and the Board to create, issue, offer, and allot on a private placement /preferential basis up to 3,50,000 (Three Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 42/- (Rupees Forty Two Only)(or price recomputed in accordance with ICDR Regulations)per Equity Share (including premium of Rs. 32/- each) for cash aggregating to Rs. 1,47,00,000/- (Rupees One Crore Forty Seven Lakhs Only), to the following person (hereinafter referred to as the “**Proposed Allottee(s)**”), in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, thinks fit;

Name of the Proposed Allottee(s)	PAN	No. of Equity Shares proposed to be allotted to Proposed Allottee(s)	Category
Piyush Daudayal Shah	AFRPS0164F	1,75,000	Promoter
Chanda Piyush Agrawal	ABWPS4251J	1,75,000	Promoter

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottee(s), shall, subject to provisions of the ICDR Regulations and other applicable guidelines, notifications, rules and regulations, be subject to the terms and conditions given herein below:

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a. The “Relevant Date” for the purpose of the proposed issue in terms of Regulation 161 of the ICDR Regulations is **Friday, February 18, 2022** being the date thirty (30) days prior to the date on which the meeting of shareholders of the Company is scheduled to be held to consider the proposal of preferential issue;

b. Each of the aforesaid Shares be issued at fully paid-up Equity Shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 42/- (Rupees Forty Two Only) per Equity Share (including premium of Rs. 32/- (Rupees Thirty Two Only) (or price recomputed in accordance with ICDR Regulations);

c. 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares. Provided, if any of the Proposed Allottee fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the Company shall allot the shares to the Proposed Allottee up to the extent of their eligible applications received.

d. The Equity Shares to be allotted shall be subject to lock-in restrictions as specified in the provisions of Chapter V of SEBI ICDR Regulations 2018. Further, the pre-preferential allotment shareholding of the proposed allottee(s), if any, shall also be subject to the lock-in restrictions in terms of the said Regulations.

Provided that subject to provisions of Regulation 168 of the ICDR Regulations, the Equity Shares allotted will be transferable within the Promoters and persons forming part of Promoter Group of the Company;

e. The Equity Shares shall be issued and allotted by the Company in the dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, subject to receipt of share application money (in full) and approval or permission from stock exchanges and regulatory authorities If any and the provisions of the Memorandum and Articles of Association of the Company. In case of any delay in receipt of approvals from any regulatory authorities the period of 15 days will be reckoned from the date of receipt of approval.

f. The Equity Shares to be offered, issued and allotted shall rank *paripassu* with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any;

g. The Equity Shares so offered, issued and allotted will be listed and traded on BSE Limited where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT without prejudice to the generality of the above -

the Company shall, subject to provisions of the ICDR Regulations and the SEBI LODR Regulations, upon the issuance and allotment of any Equity Shares, seek the listing and trading approvals for

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such Equity Shares from the Stock Exchange where the existing Equity Shares of the Company are listed;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the Equity including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, make allotments, issue Equity Shares, making necessary filings with the stock exchange, registrar of companies and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any regulatory or governmental authorities and to appoint other professional advisors, valuers, consultants and legal advisors, solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required to give effect to the aforesaid resolution without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares issued.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall not be utilized for the purpose other than for adjustment against allotment of securities or for the repayment of monies where the Company is unable to allot securities.”

Registered Office:
GRAND MERCURE Vadodara
Surya Palace,
Sayajigunj, Vadodara 390 020
CIN: L18119GJ1984PLC006922
E-mail: share@suryapalace.com

By Order of the Board of Directors of
JINDAL HOTELS LIMITED

sd/-
Mansi Vyas
Company Secretary

Place: Vadodara
Date: 22nd February, 2022

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NOTES:

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 21/2021 dated December 14, 2021 read with Circular No. 14 dated April 8, 2020, Circular No. 17 dated April 13, 2020, Circular No. 20 dated May 5, 2020, Circular No. 02 dated 13th January, 2021 & Circular No. 19/2021 & 20/2021 dated December 08, 2021 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Extra Ordinary General Meeting of the Members of the Company is being held through VC/OAVM.
- 2) The Explanatory Statement pursuant to Section 102(1) of the Act, with respect to the Special Business to be transacted at the meeting set out in the Notice is annexed hereto.
- 3) EOGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 4) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Extra Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to kashyap.cs@gmail.com with copies marked to the Company at share@suryapalace.com and to its RTA at enotices@linkintime.co.in
- 5) **Registration of email ID and Bank Account details:**

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

 - (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**
 - (ii) **In the case of Shares held in Demat mode:**

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

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- 6) The Notice of the Extra Ordinary General Meeting along with the Explanatory Statement is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the Company's website www.suryapalace.com; websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. Members can attend and participate in the Extra Ordinary General Meeting through VC/OAVM facility only.
- 7) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 8) **Members are requested**
- **To notify immediately, changes in their address, mandate/ Income Tax Permanent Account Number (PAN) / bank details if any**, to the Company/RTA: Link In time India Pvt. Ltd. and if shares held in dematerialized form then to their respective Depository Participants.
 - **To Update Details:**
The format of the Register of Members prescribed by the Ministry of Corporate Affairs (MCA) under the Act requires the Company to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company and Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
 - **To DEMATERIALISE** their Shares Certificates through Depository Participants (DP).
- 9) SEBI notification SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 stating that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed after 31st March 2019, unless the securities are held in the dematerialized form with the depositories. Hence, securities held in physical form cannot be transferred, after 31st March, 2019. You are requested to dematerialize your physical securities at the earliest.
- 10) SEBI notification SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 prescribed Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities. The Forms and list of documents for updating PAN, KYC details and Nomination are available on the Company's website at www.suryapalace.com . The Shareholders should note that, the folios without PAN, KYC and Nomination on or after **1st April, 2023 shall be frozen by RTA.**
- 11) Instructions for e-voting and joining the Extra Ordinary General Meeting are as follows:
- The Company is offering remote e-voting facility as an alternate, to all the shareholders of the Company to cast their votes electronically on all resolutions set forth in the Notice here in for this purpose, Linkintime: InstaVote shall provide facility for Remote E-voting

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to enable the Shareholders to cast their votes electronically. **Please note that the Event No: 220046**

The Company has appointed **Mr. Kashyap Shah, Practicing Company Secretary (Membership No. FCS 7662 and CP No. 6672)** (Address: B 203, Manubhai Tower, Sayajigunj, Baroda - 390020) as Scrutinizer for conducting the e-voting process in fair and transparent manner. Copy of the notice has been placed on the website of the Company viz. www.suryapalace.com and the website of Link In Time India Pvt. Ltd. The result of voting will be announced by the Chairman of the Meeting on or after the Extra Ordinary General Meeting to be held on **Tuesday, 22nd March, 2022**. The result of the voting will be communicated to the Stock Exchange and will be placed on the website of the Company www.suryapalace.com.

The voting period begins on **9:00 a.m. on Saturday, 19th March, 2022 and ends at 5:00 p.m. on Monday, 21st March, 2022**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 15th March, 2022** may cast their vote electronically. The e-voting module shall be disabled by **Link Intime India Private Limited (LIPL)** for voting thereafter.

Remote e-Voting Instructions for shareholders:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

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<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.• If the user is not registered for IDeASe-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none">• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.• After successful login of Easi / Easiest the user will be also able to see the E Voting• Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.• If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none">• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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<p>Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none">1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in<ul style="list-style-type: none">▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -<ol style="list-style-type: none">A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.<ul style="list-style-type: none">• Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).▶ Click “confirm” (Your password is now generated).2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.5. E-voting page will appear.6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding a security in physical mode & e-voting service provider is LINKINTIME, have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

Instructions for Shareholders/Members to Attend the Extra Ordinary General Meeting through InstaMeet:

Instructions for Shareholders/Members to attend the Extra Ordinary General Meeting through InstaMeet (VC/OAVM) are as under:

Shareholders/Members are entitled to attend the Extra Ordinary General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Extra Ordinary General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Extra Ordinary General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Extra Ordinary General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

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Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Extra Ordinary General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet<<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click "Go to Meeting"

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175)

Instructions for Shareholders/Members to register themselves as Speakers during Extra Ordinary General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at (share@suryapalace.com)(preferably three days prior to the date of EOGM i.e. 18th March, 2022).

The first 10 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

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Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at (share@suryapalace.com). The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Extra Ordinary General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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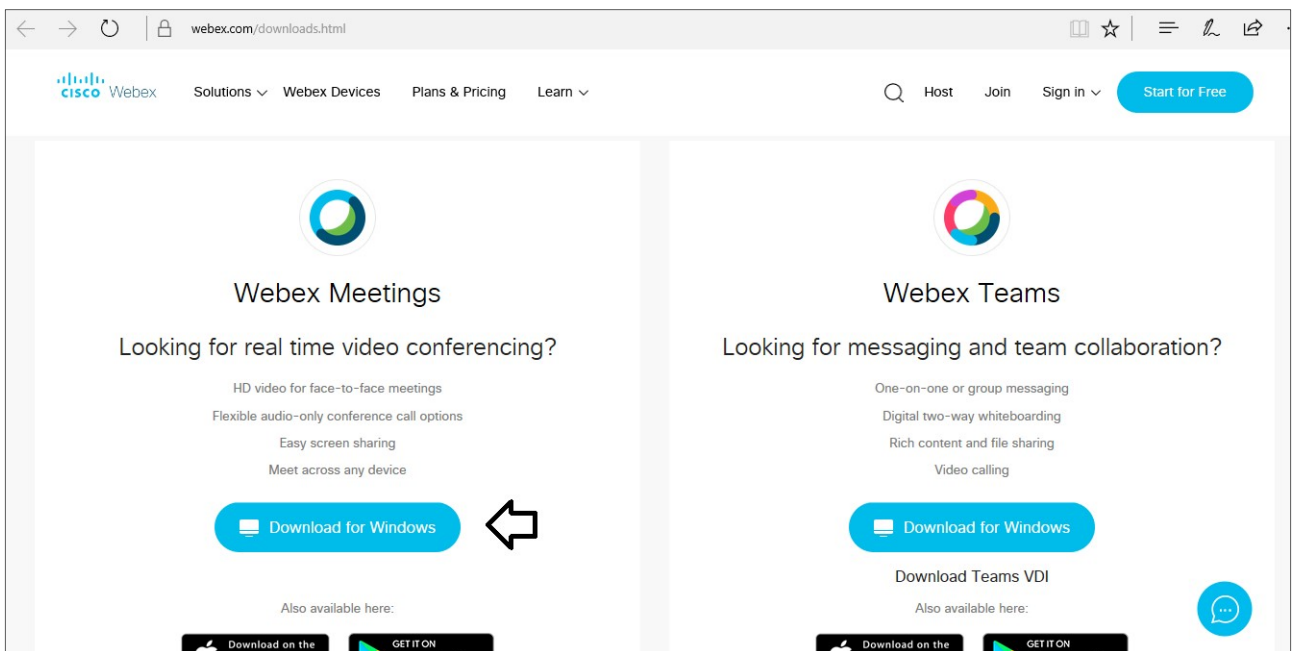
Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175)

Guidelines to attend the EOGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the EOGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



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The screenshot shows the Cisco Webex website with three steps outlined:

- Step 1:** Double-click the webexapp.msi file you downloaded.
- Step 2:** The Webex Meetings setup wizard will launch. Follow the instructions to set up.
- Step 3:** Once installed the app will launch automatically.

Below the steps, a text box says: "To open the app double-click the Webex Meetings icon on your desktop." An arrow points to a Windows file explorer dialog box titled "What do you want to do with webexapp.msi (88.1 MB)? From: akamaicdn.webex.com". The "Run" button is highlighted.

The screenshot shows the same website steps, but with a "Cisco Webex Meetings - InstallShield Wizard" dialog box overlaid. The dialog box contains the following text:

Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.

Buttons: < Back, Next >, Cancel

The screenshot shows the same website steps, but with a "Cisco Webex Meetings - InstallShield Wizard" dialog box overlaid, showing the "License Agreement" screen. The dialog box contains the following text:

License Agreement

Please read the following license agreement carefully.

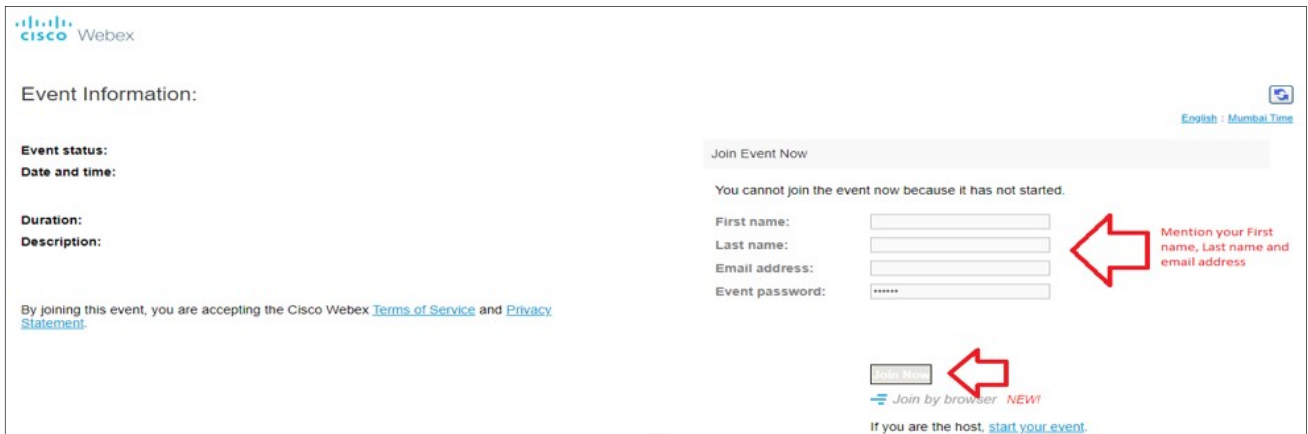
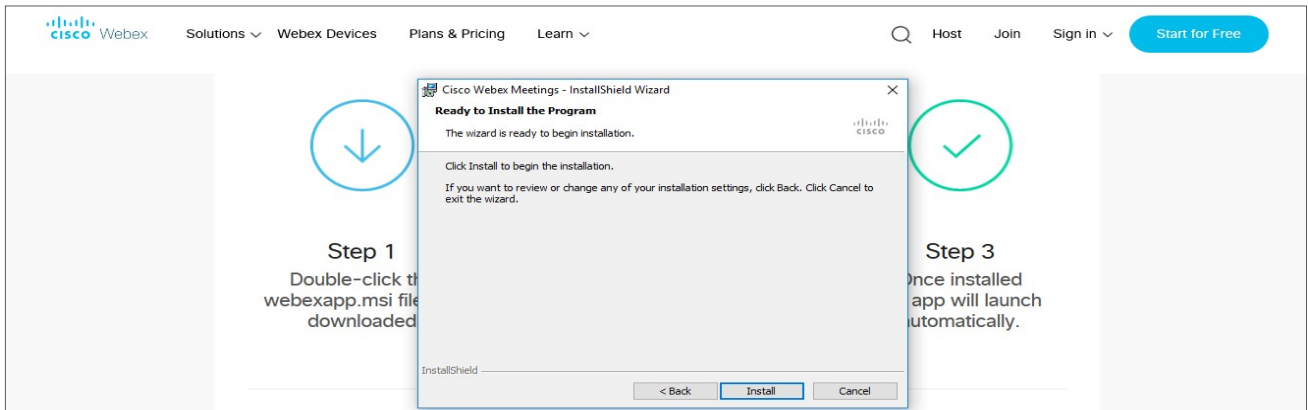
CISCO WEBEX LLC LICENSE AGREEMENT (AS APPLICABLE TO THE PARTICULAR DOWNLOAD)

IMPORTANT NOTICE--PLEASE READ PRIOR TO USING THIS SOFTWARE: This license agreement ("License Agreement") is a legal agreement between you (either an individual or an entity) and Cisco Webex LLC ("Webex") for the use of Webex software you may be required to download and install to use certain Webex services (such software, together with the underlying documentation if made available to you, the "Software"). By clicking on the button containing the "I accept" language, by installing the Software or by otherwise using the Software, you agree to be bound by the terms of this License Agreement. **IF YOU DO NOT AGREE TO THE TERMS OF THIS LICENSE AGREEMENT, CLICK ON THE BUTTON**

I accept the terms in the license agreement
 I do not accept the terms in the license agreement

Buttons: < Back, Next >, Cancel

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b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1(A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1(B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

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12) EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

The following statement sets out all material facts relating to certain Business mentioned in the accompanying Notice:

Item No.1:

In order to augment the long term resources of the Company, to meet working capital requirements, capital expenditures, repayment of debts and for general corporate purpose, **the Board of Directors of the Company in its meeting held on Tuesday, 22nd February, 2022** had approved the issue of Equity Shares and to allot in aggregate and upto 3,50,000 (Three Lakh Fifty Thousand) equity shares each of face value of Rs. 10/- each (**"the Equity Shares"**) at a price of Rs. 42/- each (Forty Two Only) (or price recomputed in accordance with ICDR Regulations), including premium of Rs. 32/- (Thirty Two Only)per share aggregating to Rs. 1,47,00,000/- (Rupees One Crore Forty Seven Lakhs only) to Mr. Piyush Daudayal Shah & Chanda Piyush Agrawal, Promoters as defined in SEBI (ICDR) Regulations (**"Proposed Allottee(s)"**) under Promoter Category on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

Necessary information or details as required in respect of the proposed issue of Equity Shares in terms of applicable provisions of the Act read with related Rules thereto and SEBI (ICDR) Regulations are as under:

1. The objects of the preferential issue:

The Board of Directors of the Company in its meeting held on Tuesday, 22nd February, 2022 confirmed that the Company shall utilize the proceeds from the preferential issue of Equity Shares to fund the capital requirement for the purpose of working capital requirements capital expenditures, repayment of debts and for general corporate purpose which shall enhance the business of the Company.

2. Number of shares and Pricing of Preferential issue:

It is proposed to issue and allot in aggregate and upto 3,50,000 (Three Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 42/- (Rupees Forty Two Only) (or price recomputed in accordance with ICDR Regulations), per share for cash aggregating to Rs. 1,47,00,000/- (Rupees One Crore Forty Seven Lakhs only) to Proposed Allottee.

3. Basis on which the price has been arrived at:

The equity shares of Company are listed on BSE Limited and are frequently traded in accordance with SEBI (ICDR) Regulations. For the purpose of computation of the price per equity share for the said period has been considered.

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In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- (a) 90 trading days volume weighted average price of the related equity shares of the Company quoted on the Recognized Stock Exchange preceding the relevant date, or;
- (b) 10 trading days volume weighted average price of the related equity shares of the Company quoted on a Recognized Stock Exchange, preceding the Relevant Date.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 42/- per Equity Share of face value of Rs. 10/- each, which is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations. The Company will recompute the price in accordance with ICDR Regulations, wherever it is required to do so and directed by the Exchange.

4. Relevant Date:

The "Relevant Date" in accordance with SEBI (ICDR) Regulations would be 18th February, 2022 shall be considered as the Relevant Date for the purpose of above mentioned issue of Equity Shares.

5. The shareholding pattern of the Company before the proposed issue and after the allotment of proposed Equity Shares is as follows:

Serial No.	Category	Pre issue Holding		Post Issue shareholding*	
		No. of Equity Shares	%of shareholding	No. of Equity Shares	%of shareholding
A	Promoter & Promoter Group Holding				
1	Individuals & HUF	28,38,104	42.68%	31,88,104	45.54%
2	Bodies Corporate	17,78,888	26.75%	17,78,888	25.43%
	TOTAL (A)	46,16,992	69.43%	49,66,992	70.96%
B	Non Promoter Holding				
	Individuals	18,17,637	27.34%	18,16,104	25.94%
	Bodies Corporate	7,725	0.12%	9,875	0.14%
	NRI	9,004	0.14%	10,132	0.14%

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	HUF	65,741	0.99%	56,707	0.81%
	Others	1,32,901	2.00%	1,40,190	2.01%
	TOTAL (B)	20,33,008	30.57%	20,33,008	29.04%
	GRAND TOTAL (A)+(B)	66,50,000	100%	70,00,000	100%

· The pre-issue shareholding pattern is as on February 18, 2022;

6. Proposal / Intention of Promoters, Directors or Key Managerial Personnel(s) to subscribe the offer:

Mr. Piyush D. Shah, Managing Director & Mrs. Chanda P. Agrawal, Non-Executive Director, Promoters, are intending to participate / subscribe to the proposed issue and no other Director(s) or Key Managerial Personnel(s) are subscribing to this offer in order to fund working Capital Requirements, Capital Expenditure, repayment of Debts and General Corporate Purposes

7. The proposed time within which the issue or allotment shall be completed:

As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

8. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares of the Company.

9. No. of persons to whom allotment on preferential basis have already been made during the current financial year, in terms of number of securities as well as price:

During the period from 1st April, 2021 till date of notice of this EOGM, the Company has not made any preferential allotment.

10. Valuation for consideration other than cash: Not applicable

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable.

12. Lock-in period:

The Equity Shares being allotted shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

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13. Listing:

The Company will make an application to the Stock Exchange [BSE] at which the existing shares are already listed, for listing of the equity shares. Such Equity Shares, once allotted, shall rank *paripassu with* the existing equity shares of the Company in all respects, including dividend.

14. Certificate of Practicing Company Secretary:

The Certificate being issued by M/s. Kashyap Shah & Co., Practicing Company Secretaries, Vadodara certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is placed at website of the Company and weblink of the same is <https://www.suryapalace.com/corporate-info/> and will be kept open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days between Monday to Friday of every week, upto the date of this EOAGM.

15. Other Disclosures / Undertakings:

- i. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters/ Proposed allottees is a wilful defaulter.
- ii. The Proposed Allottee(s) has not sold any equity shares during the 90 trading days preceding the Relevant Date.
- iii. The Company will recompute the price in accordance with ICDR Regulations, wherever it is required to do so and directed by the Exchange.
- iv. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottee(s).

The declarations have been received from the proposed allottees that:

1. They shall undertake to comply with the provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
2. They have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
3. Principal terms of assets charged as securities: Not applicable.

16. Identity of Proposed Allottee(s) (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Name & address of Proposed Allottee(s)	Category / Current and proposed status of allottees	Name of Natural Persons who are ultimate beneficial owners	Pre Issue Holding and percentage%	No. of Equity Shares to be issued	Shareholding post issue of equity share percentage (%)

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Piyush Daudayal Shah Address: 69,Shree Nagar, Society, Akota, Vadodara – 20. PAN: AFRPS0164F Occupation: Hotelier	Promoter	Mr. Piyush Daudayal Shah is an Individual resident of India and he himself is the Ultimate Beneficial Owner	10,23,789 [15.40%]	1,75,000	11,98,789 [17.13%]
Chanda Piyush Agrawal Address: 69,Shree Nagar, Society, Akota, Vadodara – 20. PAN: ABWPS4251J Occupation: Hotelier	Promoter	Ms. Chanda Piyush Agrawal is an Individual resident of India and he himself is the Ultimate Beneficial Owner	6,90,370 [10.38%]	1,75,000	8,65,370 [12.36%]

Notes:

- The pre-issue shareholding pattern is as on February 18, 2022;
- For detail holding of Promoter / Promoter Group, please refer to shareholding pattern provided herein above.
- Current and proposed status of allottees post preferential issue is “Promoter” as specified in above table.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

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The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives, other than Mr. Piyush Shah, Managing Director; Ms. Chanda Agrawal, NED; Mr. Satvik Agrawal, NED and Ms. Shagun Mehra, NED are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

**Registered Office: By Order of the Board of Directors of
GRAND MERCURE Vadodara
Surya Palace,
Sayajigunj, Vadodara 390 020
CIN: L18119GJ1984PLC006922
E-mail: share@suryapalace.com**

JINDAL HOTELS LIMITED

**Sd/-
Mansi Vyas
Company Secretary**

**Place: Vadodara
Date: 22nd February, 2022**