

JINDAL HOTELS LIMITED



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

17th June, 2022

Re: Scrip Code :507981

Sub: Submission of Notice of 37th Annual General Meeting 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 37th Annual General Meeting of the Members of the Company scheduled to be held on **Tuesday, the 12th July, 2022 at 4:30 p.m. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

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



NOTICE OF 37th AGM

Dear Members,

Notice is hereby given that the 37th Annual General Meeting of the Members of **Jindal Hotels Limited** will be held on **Tuesday, 12th July, 2022** at **4:30 p.m.** IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial year ended on 31st March, 2022, together with the Report of the Board of Directors' and Auditors' and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 and the reports of the Board of Directors and Auditors' thereon laid before this meeting be and are hereby adopted."

Item No. 2. Re-appointment of Director

To appoint a Director in place of Mr. Satvik Agrawal (DIN:00010860), who retires by rotation at this Annual General Meeting, in terms of section 152(6) of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 (6) of the Companies Act, 2013, Mr. Satvik Agrawal (DIN: 00010860), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Item No. 3. Re-appointment of Statutory Auditors and fix their remuneration

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 framed thereunder, as amended from time to time, M/s. Modi & Joshi, Chartered Accountants (Firm Registration No.: 135442W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for second consecutive term of five years from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company and the Board of Directors are hereby authorised to fix the remuneration payable to them as set out in the explanatory statement annexed to the Notice convening this 37th Annual General Meeting of the Company."

SPECIAL BUSINESS:

Item No. 4. Appointment of Ms. Palak Gandhi as Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Ms. Palak Gandhi (holding DIN:09185223), who has submitted a declaration to the effect that she meets the criteria for independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five years for a term up to the conclusion of Annual General Meeting that may be held for the financial year ending on March 31, 2027.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to the Resolution.

Item no. 5. PURCHASE OF IMMOVABLE PROPERTY

To Consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in continuation of the resolution passed by the shareholders of the Company in its Extra Ordinary General Meeting held on 25th October, 2019 and pursuant to provisions of Section 188 of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules made there under (including any statutory modification or re-enactment thereof) read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018 & Article 150 of Articles of Association of the Company, and on the basis of approval and recommendation of Audit Committee and the Board of Directors and subject to such approval(s), consent/permission(s) as may be necessary from time to time including Bankers/other authorities, consent of the members be and is hereby accorded to the Material Related Party transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) to be entered into between the Company and the promoters of the Company - Mr. Piyush D. Shah, Managing Director; Ms. Chanda P. Agrawal, Director, Ms. Shagun Mehra, Director, Mr. Satvik Agrawal, Director, Shah Piyush Daudayal HUF, ('Related Party') for acquisition of immovable property situated at Bhimnath Road, Sayajigunj, Vadodara having Municipal Corporation census No. 6/13/22200 forming part of city survey No. 202,203,204,205,206,207 and 208 of Vadodara city of Vadodara taluka in the Registration District and Sub District of Baroda admeasuring 2015 mts. for a total consideration of Rs. 9,50,00,000/- (Rupees Nine Crores Fifty Lakhs only).

RESOLVED FURTHER THAT Mr. Piyush Shah, Managing Director and/or Mr. Satvik Agrawal, Director, of the Company be and are hereby severally authorized and empowered to finalise, enter, execute the agreement, Conveyance/Purchase deed, and get the said agreements registered with the concerned Registrar/sub-registrar and to represent, sign, execute and receive the necessary document(s), declaration(s), form(s), paper(s), deed(s)etc. on behalf of the Company and to do all such act or things which are necessary, expedient or desirable in this connection."

Registered Office:

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

Place: Vadodara

Date: 15th June, 2022

**By Order of the Board of Directors of
JINDAL HOTELS LIMITED**

**Sd/-
Mansi Vyas
Company Secretary**



Notes:

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 2/2022 dated 5th May, 2022 read with Circular No. 21/2021 dated December 14, 2021, Circular No. 19/2021 & 20/2021 dated December 08, 2021, Circular No. 02 dated 13th January, 2021, Circular No. 20 dated May 5, 2020, Circular No. 17 dated April 13, 2020 & Circular No. 14 dated April 8, 2020 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 (collectively referred to as "SEBI Circulars") permitted the holding of General Meeting through VC or OAVM without the physical presence of Members at a common venue.
- 2) In compliance with the above mentioned Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 37th Annual General Meeting of the Members of the Company is being held through VC/OAVM on **Tuesday, 12th July, 2022 at 4:30 p.m. IST**. The Registered office of the Company shall be deemed to be venue of the AGM.
- 3) The Explanatory Statement pursuant to Section 102(1) of the Act, with respect to the Ordinary/ Special Business to be transacted at the meeting set out in the Notice is annexed hereto. Since this AGM 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 Annual 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 Annual 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.
- 6) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 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. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 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 Annual 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) The Register of Members and Share Transfer Books for the Equity Shares of the Company shall remain closed from Wednesday, 6th July, 2022 to 12th July, 2022 both days inclusive, in connection with the AGM.
- 9) Brief resume of Director proposed to be re-appointed, nature of expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (LODR), Regulations 2015 and Schedule V [Part C] of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.
- 10) **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).
 - **Remittance of Dividend through Electronic Mode:** Members who have not yet availed NECS/RTGS/NEFT facility and wish to avail the same may have their Bank Account details (name of Bank & Branch A/c no., IFSC (Indian Financial System Code), MICR (Magnetic Ink Character Recognition), for the purpose along with photocopy of Cheque of the same account bearing MICR Code), updated with their respective Depository Participants (DPs) or Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd., Baroda, where shares are held in dematerialized form and in physical form, respectively. Please refer NECS mandate at Company's website.
- 11) (a) **TRANSFER OF UNCLAIMED/UNPAID DIVIDEND AND SHARES TO INVESTORS EDUCATION AND PROTECTION FUND (IEPF):**

In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the

JINDAL HOTELS LIMITED, VADODARA

GRAND MERCURE Vadodara Surya Palace, Sayajigunj, Vadodara-390020



Investor Education and Protection Fund set up by the Central Government. Accordingly, the unclaimed dividend in respect of financial year 2014-15 is due for transfer to the said Fund on 27th October, 2022. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2014-15 onwards, are requested to lodge their claims with the company/ or Share Transfer Agents for the same.

- (b) Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a special demat account to be opened by Investor Education and Protection Fund Authority ('IEPF Authority'). The said Shares, once transferred to the said demat account of the IEPF Authority can be claimed after following due procedure prescribed under the said IEPF rules.
 - (c) The Company has transferred the unpaid / unclaimed dividends for the financial year 2013-2014 to the Investor Education and Protection Fund (the IEPF).
 - (d) **UPDATE: FILING OF IEPF 4 (STATEMENT OF SHARES TRANSFERRED TO IEPF AUTHORITY, MCA):** IEPF -4 Form filled on 07/12/ 2021, SRN- T62376595 and approved by MCA. The Company had transferred 12,773 shares to IEPF Authority, MCA.
- 12) 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 be transferred, after 31st March, 2019. You are requested to dematerialize your physical securities at the earliest.
- 13) As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website www.suryapalace.com under the section "Corporate Information".
- 14) **Instructions for e-voting and joining the Annual 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 to enable the Shareholders to cast their votes electronically. Remote E-voting is optional. Please note that the Event No: **220169**

- 15) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members.

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 - 390005) as Scrutinizer for conducting the e-voting process in fair and transparent manner. Copy of the notice (Annual Report) 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 37th Annual General Meeting to be held on Tuesday, 12th July, 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, 9th July, 2022 and ends at 5:00 p.m. on Monday, 11th July, 2022**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 5th July, 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:

Type of shareholders	Login Method
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 IDeAS e-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.

PROCESS OF E-VOTING

PROCESS OF E-VOTING



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 IN TIME, 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.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<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.
<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 • 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. • 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.

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:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o 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:

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 atevoting@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 Annual General Meeting through InstaMeet:

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

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual 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 Annual 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 up to 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual 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 Annual 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 AGM i.e. 9th July, 2022).

The first 20 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

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 Annual 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 Annual 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 Annual 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.

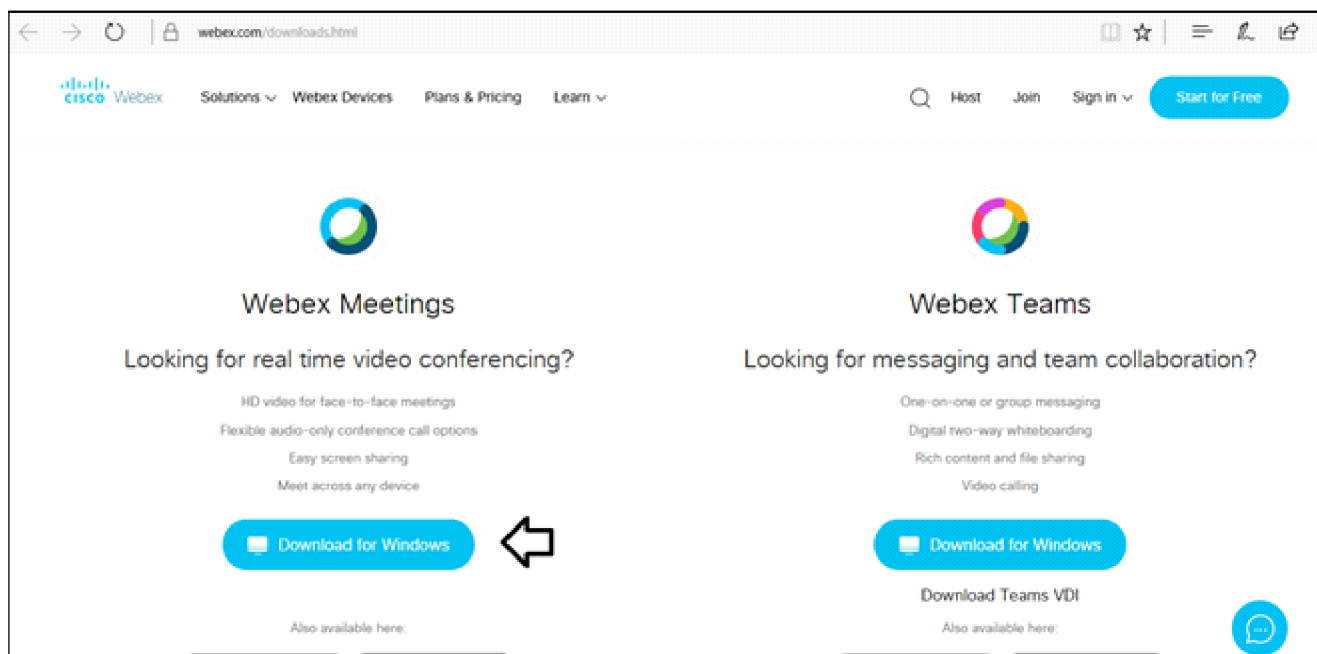
Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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 AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM 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>





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.

To open the app double-click the Webex Meetings icon on your desktop.

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

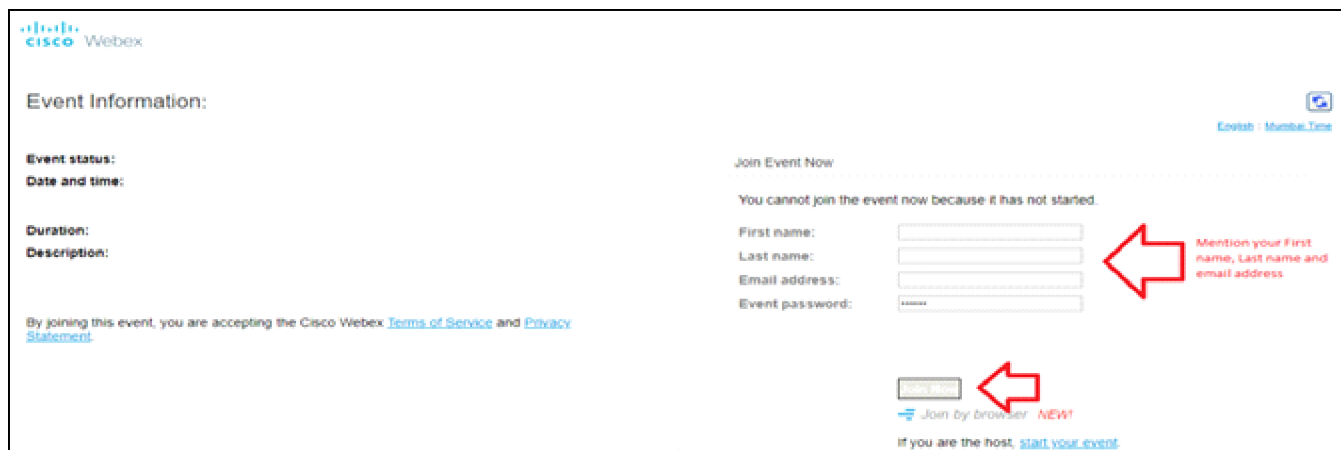
To open the app double-click the Webex Meetings icon on your

Step 1
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Step 3
Once installed app will launch automatically.

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.



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

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

The following Explanatory Statement relating to the accompanying Notice sets out all material facts relating to the business mentioned in the Notice convening the AGM as specified under Section 102(1) of the Companies Act, 2013 and LODR Regulations:

Item No. 2

Mr. Satvik Agrawal and his relatives may be deemed to be interested in the Ordinary Resolution pertaining to his re-appointment as set out in Item No. 2 of the Notice.

Item No. 3

Members of the Company had, at the 32nd Annual General Meeting of the Company held on September 12th, 2017, approved the appointment of M/s. Modi & Joshi, Chartered Accountants (Firm Registration No.: 135442W), as the Statutory Auditors, to hold office till the conclusion of the 37th Annual General Meeting. M/s. Modi & Joshi, Chartered Accountants, having completed the first term of their appointment, as per the provisions of section 139 of the Companies Act, 2013. The present remuneration of Auditors for conducting the audit for the financial year 2021-22, is Rs. 1.50 Lakhs plus reimbursement of out-of-pocket expenses and goods and services tax as applicable.

Accordingly, in compliance with provisions of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company, at their Meeting held on 26th April, 2022 on the recommendation of the Audit Committee, has recommended Re-appointment of M/s. Modi & Joshi, Chartered Accountant (Firm Registration No.: 135442W), as the Statutory Auditors of the Company for second consecutive term of five years from the conclusion of this 37th Annual General Meeting of the company upto the conclusion of the 42nd Annual General Meeting of the Company.

On the recommendation of the Committee of the Directors of the Company, the Board also recommends for the approval of the Members w.r.t. remuneration of Rs. 1.50 Lakhs (plus reimbursement of out-of-pocket expenses and goods and services tax as applicable) to be payable to M/s. Modi & Joshi, Chartered Accountants, to examine and conduct the audit of the accounts of the Company. Also to give the powers to the Board of Directors of the Company to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration, in such manner and to such extent as may be mutually agreed with the Auditors. There is no material change in the remuneration payable to the Statutory Auditors.

M/s. Modi & Joshi is a growing Chartered Accountants Partnership firm established in the year 2012 with two Full time Chartered Accountants in practice having Firm Registration Number 135442W, Peer Review Certificate Number 012427 and Unique Code Number 953515. Firm is engaged in providing Assurance, Taxation and Advisory services. Their commitment to clients has enabled the firm continued growth and success at developing and maintaining strong professional relationships.

The firm is a Peer reviewed firm and it undergoes a peer review as specified and established by the Institute of Chartered Accountants of India. Last peer review was completed in October, 2020 and resulted in a successful review on system of quality control for accounting and auditing. This quality control review included a review of specific government engagements.

The Firm is unique combination of technical expertise, combined with philosophy of total client commitment throughout all phases of the engagement provides clients the highest quality service and products available.

M/s. Modi & Joshi, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139 & 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

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Based on the recommendation made by the Audit Committee, after assessing the performance of the Auditor and considering the experience and expertise, the Board recommends the re-appointment of M/s. Modi & Joshi, Chartered Accountants as Statutory Auditors for second term of five years as set out in Resolution No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

Item No. 4

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 ("the Act") and all the applicable Rules made thereunder read with the Articles of Association of the Company, had approved the appointment of Ms. Palak Gandhi (DIN: 09185223) as an Independent Director (Non-Executive) of the Company for a term of 5 (Five) consecutive years up to the conclusion of Annual General Meeting that may be held for the financial year ending on March 31, 2027.

Details of Ms. Palak Gandhi (DIN: 09185223)

1.	Date of Birth & Age	Date of Birth & Age : 25 th Oct, 1981 (39 years)
2.	Education & Qualifications	1. Chartered Accountant from Institute of Chartered Accountants of India(CA) 2. Master of Commerce form M.S. University, Baroda. 3. Graduated in Commerce from M.S. University, Baroda.
3.	Experience (including expertise in specific functional area) / Brief Resume	Ms. Palak Gandhi is a finance professional and a successful leader with 17 years of experience, having navigated vast variety of roles in various engagements spanning from fund raising with private equities, or through market, conducting due diligences of listed Companies, conducting internal financial controls, testing and creating standard operating procedures for Companies. Other key areas were to develop a system of product costing and profitability analysis.
4.	Terms and Conditions of Appointment	As per the resolution set out in this Notice read with the Explanatory Statement attached hereto
5.	Remuneration last drawn (including sitting fees, if any) & Remuneration proposed to be paid	NIL She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings as decided by the Board of Directors from time to time.
6.	Date of first appointment on the Board	-
7.	Skills and capabilities required for the role as an Independent Director	Ms. Palak Gandhi meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company: - Financial Management - Operational Management - Cost Management - Strategic Management
8.	Shareholding in the Company as on date of notice, including share- holding as a beneficial owner.	NIL
9.	Relationship with other Directors / Key Managerial Personnel of Jindal Hotels Limited	Not related to any other Director / Key Managerial Personnel of the Company
10.	Number of meetings of the Board / Committee attended during the financial year (FY 2021-22)	NIL
11.	Directorships of other Boards as on date of notice. (along with listed entities from which	

EXPLANATORY STATEMENT



	the person has resigned in the past three years)	NIL
12.	Membership / Chairmanship of Committees of other Boards as on the date of notice. (along with listed entities from which the person has resigned in the past three years)	NIL

The Board recommends special resolutions set out at Item Nos. 4 of the Notice for approval of shareholders. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company / their relative are, in anyway, concerned or interested or otherwise, in these resolutions.

Item No. 5:

PURCHASE IMMOVABLE PROPERTY

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, all material related party transactions and subsequent material modifications as defined by the audit committee of the Company shall require prior approval of the shareholders through resolution.

The Board of Directors and Audit Committee of the Company at its meeting held on 26th April, 2022 have accorded its approval for acquisition of immovable property situated at Bhimnath Road, Sayajigunj, Vadodara having Municipal Corporation census No. 6/13/22200 forming part of city survey No.202,203,204,205,206,207 and 208 of Vadodara city of Vadodara taluka in the Registration District and sub District of Baroda admeasuring 2015 mts.(the said land) from Mr. Piyush Shah, Managing Director; Ms. Chanda Agrawal , Director; Ms. Shagun Kunal Mehra , Director, Mr. Satvik Agrawal, Director, Shah Piyush Daudayal HUF, ('Related Party') [hereinafter referred to as "present owners"] for a consideration of Rs. 9.50 crores (Rupees Nine Crores Fifty Lakhs only) and the same was also approved by the Board of Directors and Audit Committee at its meeting held on 27th September, 2019 along with Shareholders approval in its Extra Ordinary General Meeting held on 25th October, 2019.

The following disclosure(s) for acquisition of properties from the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

- (i) **Name of the related party & nature of relationship:-** Mr. Piyush Shah, Managing Director; Ms. Chanda Agrawal, Director; Ms. Shagun Kunal Mehra, Director, Mr. Satvik Agrawal, Director, Shah Piyush Daudayal HUF.
- (ii) **Nature, Duration of The Contract:-** Conveyance/Purchase Deed for the said land from the present owners to the Company.
- (iii) **Rationale and particulars of the contract or arrangement:-**

The land on which the superstructures and the hotel property of the Company is situated of an area of approx. 4249 mts. The rights andpossession / ownership of the Company on such land is acquired as per the particulars below:

- a) Land admeasuring 2234 mts. identified as City Survey No.193-196;199; part of 209-212 & part of 218 of Vadodara city of Vadodara talukain the Registration District and sub District of Baroda is registered through a Conveyance in favour of the Company.
- b) The said land admeasuring 2015 mts. and identified as census No. 6/13/22200 forming part of city survey No. 202,203,204,205,206,207and 208 of Vadodara city of Vadodara taluka in the Registration District and sub District of Baroda is possessed and enjoyed by the Company on the strength of a registered Lease Deed dated 17.02.2001 for a period of 30 years expiring on 05.05.2030 between thepresent owners and the Company. The said land is presently occupied by the Company as a Lessee.

Owing to the above manner of the possession and enjoyment of the said land in particular, the ownership of superstructures and other facilities/ amenities situated and lying on the said land is the ownership of the Company while the ownership of the said land vests and belongs to thepresent owners. This arrangement causes difficulty in establishing the clear titles of the property of the Company i.e. superstructures andamenities thereon and also establishing the fair value of the properties of the Company.

For the purposes of borrowings made by the Company from the Financial Institutions for the purposes of its business, thus far, the presentowners have facilitated the same by creating mortgage / charge on the said land.

This arrangement creates an uncertainty of the continuity and extension of the lease in favour of the Company on account of various factorsincluding succession issues. Moreover, the appreciation in the value of the said land does not accrue to the Company. In the past, it is experienced that the appreciation in the value of the land is much higher than the value of the superstructures.

In order to overcome the aforesaid uncertainty as also to ensure a clear title and ownership of the said land along with the super structures there on and ensure the benefit of the appreciation in the value thereof, it is felt desirable that the Company should acquire the said land fromthe present owners which would ensure permanency and strengthen the titles and ownership of the Company's property. Hence, the aforesaid transaction of purchase of land from the present owners is proposed.

- (iv) **The Manner of determining the pricing:-** The purchase consideration for transfer of the said land by the present owners is negotiated at Rs 9.50 Crores (Rupees Nine Crores Fifty Lakns only) The consideration value is determined on the basis of prevailing market price and supported by the valuation obtained from the Registered Government Valuers' M/s. Hitesh Shah & Associates' Vadodara who have estimated the fair market value of the said land at Rs 9,77,27,500/- (Rupees Nine Crores Seventy Seven Lakhs Twenty Seven Thousand Five Hundred only) in deriving the fair market value' the Registered Government Valuer's have taken into consideration the comparable instances' the prevailing Jantri Value as also the nature of titles of property.

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- (v) **Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year:-** 31.26%
- (vi) **Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:-** Not Applicable
- (vii) **A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:-** The proposed RPT have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPT are on arm's length basis.

The Board of Directors recommends the passing of resolution set out in item No. 5 as Ordinary Resolution of notice. Except Mr. Piyush D. Shah, Mrs. Chanda Agrawal, Ms. Shagun Mehra & Mr. Satvik Agrawal, none of the other Directors or any Key managerial personnel or any relative of any of the Directors of the Company or the relatives of any Key managerial personnel is, in anyway, concerned or interested in the above resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Registered Office:
GRAND MERCURE Vadodara, Surya Palace,
Sayajigunj, Vadodara 390 020
CIN: L18119GJ1984PLC006922
E-mail: share@suryapalace.com
Place: Vadodara
Date: 15th June, 2022

**By Order of the Board of Directors of
JINDAL HOTELS LIMITED**
Sd/-
Mansi Vyas
Company Secretary