



23th March, 2018

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

Sub: Notice of Postal Ballot.

Dear Sir,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligation Disclosure Requirement) Regulation 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated 19th March, 2018 along with Postal Ballot Form of the Company.

We request you to kindly take the above information on your record.

Thanking You,

Yours Truly

For Sayaji Hotels Limited


Amit Sarraf
Company Secretary



Sayaji Hotels Limited

Reg. Office : Sayaji Hotels Limited, Kala Ghoda, Sayaji Gunj Opp. Rajashree Talkies, Vadodara, Gujarat - 390005

Administrative Office : H-1, Scheme No. 54, Vijay Nagar, Indore 452010

CIN : L51100GJ1982PLC005131, Tel. : 0731-4006666, Website: www.sayajihotels.com,

Email ID : cs@sayajigroup.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons there of is annexed here to with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Ritesh Gupta, Proprietor of M/s. Ritesh Gupta & Co. Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 17:00 hours IST on April 30, 2018. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section voting through Electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or to any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Thursday, May 3, 2018 and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, www.sayajihotels.com

PROPOSED RESOLUTION

1. **Shifting of the Registered Office from Vadodara in the state of Gujarat to Chennai in the state of Tamil Nadu (within the jurisdiction of the Registrar of Companies, Chennai) and consequential amendment in Memorandum of Association.**

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to the provisions of section 13(4), 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 and subject to the confirmation of the Central Government, power vested with the Regional Director and such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or reenactment thereof, the consent of the members be and is hereby accorded to shift the Registered Office of the Company from Vadodara in the state of Gujarat to Chennai in the state of Tamil Nadu (within the jurisdiction of the Registrar of Companies, Chennai) and that the Clause II of the Memorandum of association of the Company be substituted by the following clause :

- II. "The Registered Office of the Company will be situated in the State of Tamil Nadu (within the jurisdiction of the Registrar of Companies, Chennai)."

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

2. **Revision in the Remuneration of Mr. Raof Razak Dhanani (Managing Director) of the Company.**

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Sections 197 read with the Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and all other applicable provisions of the Companies Act, 2013 and as per Articles of Association of the Company and subject to the approval of members of the Company, the consent of the Board of Directors be and is hereby accorded to revise the remuneration of Mr. Raof Razak Dhanani (DIN-00174654), Managing Director of the Company w.e.f. 1st April 2018 and as per following terms and conditions as approved by the Nomination and Remuneration Committee of the Board within the limits specified in Section 197 read with Schedule V of the Companies Act 2013.

Remuneration:

1. **Salary** : Rs. 200000/- per month (with the Annual Increment as may be decided by the Board of directors on the 1st April of every year)
2. **Variable pay** : variable pay as may be provided by the Company as per the policy.
3. **Commission** : based on the net profits of the Company computed in the manner laid down u/s 197 of the Companies Act, 2013 such commission shall be such percentage of the net profit and such amount as the Board of Directors of the Company may determine keeping in view the performance of the Company in each financial year.
4. **Perquisites and Allowances** : Which shall be subject to the maximum of 100% of the salary and may be paid under the following categories as may be determined by the Board of Directors of the Company from time to time:
 - a. House Rent Allowances
 - b. Special allowance
 - c. Leave Travel allowance
 - d. CCA
 - e. Annual club maintenance fees
 - f. Payment of statutory contribution toward PF, ESIC as may be applicable
 - g. Other allowance (including Vehicle Expenses, repair & maintenance)

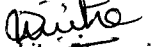
- h. Conveyance allowance
- i. Gratuity
- j. Medical Expenses Reimbursement

RESOLVED FURTHER THAT in case of in absence or inadequacy of net profit in any financial year, the Company shall pay the above said remuneration by way of salary, perquisites, dearness allowance and any other allowances as calculated under the provisions of the Income Tax Act and the rules made thereunder and as per part II of schedule V of Companies Act, 2013 as the minimum remuneration subject to the maximum of Rs. 7,00,000 p.m. as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Mr. Raof Razak Dhanani, Managing Director shall not be entitled for any sitting fee for attending any meeting of the Board of Directors and Committee thereof.

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

**By order of the Board of Directors
For Sayaji Hotels Limited**


**Suchitra Dhanani
Whole-time Director
DIN : 00712187**

**Place : Indore
Date : March 19, 2018**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons thereto is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 23, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic share holding) / the Company's registrar and share transfer agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a Business Reply Envelope.
3. Members whose names appear on the Register of Members/ List of Beneficial Owners as on March 23, 2018 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and

votes cast through physical Postal Ballot Forms will be treated as invalid.

6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to cs@sayajigroup.com . The registrar and transfer agent / Company shall forward the same along with Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on March 23, 2018 (cut-off date). The postal ballot period commences on April 01, 2018 (9:00 Hours IST) and ends on April 30, 2018 (17:00 Hours IST).
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
9. The Preference Shareholders (for 1000000 Preference Shares of Rs. 100/- each) are also eligible to exercise their voting rights in terms of provisions of Section 47 of the Companies Act, 2013 due to non-payment of dividend for a continuous period of 2 years. The Preference Share holders shall have the same voting right in proportion to their share in the total paid up, capital of the company. Since the nominal value of the one Preference Share is Rs. 100/- therefore each vote of the preference shareholder for their each preference share will be equal to 10 vote of the equity shares. Further, all the Preference Share are held by the promoters and the relative of the promoters of the company and

they have relinquish their voting rights for the interest of the equity share holders / company.

10. A Member can not exercise his vote by proxy on postal ballot.
11. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 Hours IST) on April 30, 2018. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. If any postal ballot is received after 17:00 Hours IST on April 30, 2018, it will be considered that no reply from the Member has been received.
12. The Scrutinizer will submit his report to the Chairman or any authorized person after the completion of scrutiny, and the result of the postal ballot will be announced by the Chairman or any authorized person of the Company duly authorized, on or before May 3, 2018 at the administrative office of the Company and will also be displayed on the Company website (www.sayajihotels.com), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.
14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
15. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
16. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

17. INSTRUCTIONS FOR VOTING

A. VOTING THROUGH POSTAL BALLOT FORM

1. The members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (For) or Dissent (Against) in the attached Business Reply Envelope so as to reach the Scrutinizer on or before 17.00 hours IST, on Monday, April 30, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The members are, therefore, requested to send the duly completed Postal Ballot Form well before Monday, April 30, 2018, providing sufficient time for postal transit.
2. The Postal Ballot Form and self-addressed, pre-paid postage Business Reply Envelopes are enclosed for use of

the members which bear the address to which the duly completed Postal Ballot Forms are to be sent.

B. E-VOTING FACILITY

1. Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made there under, the Company is providing e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. Members have option to vote either through e-voting or through the Postal Ballot Form.
2. **Instructions for members voting electronically are as under:-**
 - (i) The voting period begins on Sunday, 1st April, 2018 at 9:00 Hours IST and ends on Monday, 30th April, 2018 at 17:00 Hours IST. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, March 23, 2018, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com
 - (iii) Click on "shareholders" to cast your votes.
 - (iv) Then enter your user ID
Fill up the following details in the appropriate boxes:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID
 - c. Members holding share in physical form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Postal Ballot Form indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) for the relevant company name viz. "SAYAJI HOTELS LTD." on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under the help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Your company has been growing at a fast pace in recent years. Company has taken various initiatives, including appointment of a dedicated team for addition of more hotels in its portfolio. It has been felt that company's office shall be shifted to some Tier A city where connectivity is easy and which creates a fair impression on the potential investors. Other group companies viz. Barbeque Nation Hospitality Limited are also located in the southern part of the country. Few group companies belonging to promoters are also in the process of shifting their registered office to Chennai. Hence, to increase ease of operations and management, your company has also decided to shift its registered office from Vadodara to Chennai.

The shifting of the Registered Office as aforesaid is in the best interest of the Company and its share holders. The proposed shifting of the office is also not prejudicial to the interest of any party.

In terms of provisions contained in Section 13(4) of the Companies Act, 2013 the alteration of the Clause II of Memorandum of Association pertaining to change of place of the registered office of the Company from one state to another state requires approval of the shareholders by Special Resolution and further requires confirmation by the Central Government. Also, as per Section 12(5) of the Companies Act, 2013, the registered office of the Company may be shifted from one state to another on the authority of the Special Resolution passed by the Company. Pursuant to Section 110 of the Companies Act, 2013, Special Resolution is required to be passed by way of postal ballot.

Approval of the shareholders is, therefore, sought by voting by Postal Ballot in terms of provisions of Section 110 of the Companies Act, 2013, for shifting of registered office from Vadodara in the state of Gujarat to Chennai in the state of Tamil Nadu (within the jurisdiction of the Registrar of Companies, Chennai) as aforesaid.

The Board of Directors recommends passing of the special resolution set out at Item no. 1 of the accompanying Notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations as set out in the Resolution at Item No. 1 of the Notice is available for inspection by members at the Registered Office of the Company during business hours on any working day, except on Sundays, between 11.00 a.m. to 6.00 p.m. upto April 30, 2018

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

Item No. 2

Mr. Raof Razak Dhanani was originally appointed on the Board on 14.11.2013 and from that day he is managing the Company and taking

care all the business and financial responsibilities, however, he is not getting any remuneration for his valuable efforts except Rs. 1.00 p.a. Looking to his dedication, continuous efforts and growth of the Company under his guidance, the Company has decided to revise his remuneration from existing level to Rs. 200000/- p.m. w.e.f 1st April 2018

The Nomination & Remuneration Committee of the board and the Board of Directors of the Company have approved the above said revision of his remuneration at their meeting held on March 19, 2018.

The information to be given pursuant to the requirement of sub clause (iv) of the section II of the part II of the schedule V are as under –

I GENERAL INFORMATION		
(1)	Nature of Industry	Hotel, Restaurant and Hospitality Industry
(2)	Date or expected date of commencement of commercial production	N.A. (The Company is in existence of operations more than 28 years.)
(3)	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given indicators	The Company is having turnover of Rs. 15957.70 Lakhs, Net Profits after Tax Rs. (416.96) Lakhs and having Paid Up Capital of Rs. 2751.80 Lakhs as at 31st March, 2017.
(5)	Foreign investments or collaborators, if any	None
II INFORMATION ABOUT THE APPOINTEE		
(1)	Background Details	Mr. Raof Razak Dhannai aged 54 years carries with him vast experience of the fertilizers industry. He is also looking after the Company and its other group concern from the year 2013. The Company is expanding tremendously under his guidance. He is a promoter and on the Board of the Company since 14.11.2013 and functioning as Managing Director of the Company since 05.11.2015.
(2)	Recognition or awards	None
(3)	Past Remuneration	Rs. 1 p.a.
(4)	Job profile and his suitability	He devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. Mr. Dhanani has invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefited under his leadership and guidance.
(5)	Remuneration proposed	Rs. 200000/- per month w.e.f. 1st April 2018 (subject to the authority to the Company to may provide minimum remuneration of Rs. 700000/- per month in case of inadequacy/absence of the profit) as more particularly described in the resolution. The proposed remuneration is within the limit prescribed under schedule V Part II Part A

(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Remuneration proposed to be given is considered appropriate and reasonable looking to the trend of the industry, size of the Company and profile & position of Mr. Dhanani.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Raof Razak Dhannai also holds 3898651 (22.25%) equity shares of Rs. 10/- each. Mrs. Suchitra Dhanani and Mr. Kayum Razak Dhannai, directors of the Company being relative of the appointee, may be deemed to be interested otherwise in the above said resolution.
III	OTHER INFORMATION:	
(1)	Reasons of loss or inadequate profits	The Company does not envisage any loss, however, it has inadequate profits, due to higher depreciation and interest burden on the existing and upcoming projects.
(2)	Steps taken or proposed to be taken for improvement	The Company is continuously analyzing and assessing its position and various operational and financial matrix to convert it into the profit making Company. The Company is focusing to get more property on management/operational contract to improve its profitability..
(3)	Expected increase productivity and profits measurable terms	The profitability of the Company will be increased suitably in future period to come however the same cannot be predicted at this stage in the competitive market conditions and further expansion projects in the hands.


The terms of remuneration, as set out in the resolution no. 2 are considered to be just, fair and reasonable by the Nomination and Remuneration Committee and are in accordance with the remuneration policy of the Company as well as in the Industry. Accordingly, the resolution mentioned in Item No. 2 of the notice is being proposed for approval accordingly as special resolution.

Mr. Raof Razak Dhanani, being the appointee may be considered as financially interested to the extent of the managerial remuneration as may be drawn by him. Mrs. Suchitra Dhanani and Mr. Kayum Razak Dhanani being the relative of the proposed appointee, may be deemed to be interested otherwise in the above said resolution.

Mr. Raof Razak Dhannai also holds 3898651 equity shares of Rs. 10/- each consisting of 22.25% of the Equity paid up share capital of the Company.

By order of the Board of Directors
For Sayaji Hotels Limited

Place : Indore
Date : March 19, 2018


Suchitra Dhanani
Whole-time Director
DIN : 00712187



Sayaji Hotels Limited

Reg. Office: Sayaji Hotels Limited, Kala Ghoda, Sayaji Gunj Opp. Rajashree Talkies, Vadodara – 390005 (Gujarat)

Administrative Office: H-1, Scheme No. 54, Vijay Nagar, Indore – 452010 (Madhya Pradesh)

CIN: L51100GJ1982PLC005131, **Tel.:** 0731-4006666, **Website:** www.sayajihotels.com, **Email ID:** cs@sayajigroup.com

POSTAL BALLOT FORM

(Please read the notes to the Postal Ballot Notice)

Serial No.:

1. Name and Registered address :
of the sole/ first named member
(IN BLOCK LETTERS)
2. Name(s) of the Joint Holders :
If any (in block letters)
3. Registered Folio No/DP ID :
No./*Client ID No.*
*(Applicable only to members
holding equity shares in
Dematerialized Form)
4. Number of Equity Shares held :

I/ we hereby exercise my/ our vote(s) in respect of the following resolutions set out in the notice dated March 19, 2018 to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate column below:

Item No.	Description	No. of equity Shares held by me / us .	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Shifting of Registered Office from Vadodara in the state of Gujarat to Chennai in the state of Tamil Nadu (Within the jurisdiction of the Registrar of Companies, Chennai)			
2.	Revision in the remuneration of Mr. Raof Razak Dhanani, Managing Director			

Place:

Date:

Signature of the Member

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evotingindia.com>. The electronic voting particulars are set out as follows:

EVSN (Electronic Voting Sequence Number)	USER ID	Password

The e-voting facility will be available during the following voting period:

Commencement of Voting	End of Voting
From 9:00 hours IST on April 1, 2018	Up to 17:00 hours IST on April 30, 2018

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Monday, April 30, 2018 up to 17:00 Hours IST.

(Contd . . .)

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member, will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company. Postage in respect of the same shall be borne by the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company/Depository Participant. In case shares are jointly held, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of Member may vote on the Postal Ballot by mentioning the registration No. of the POA and enclosing an attested copy of POA. Unsigned Postal Ballot Form(s) will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours 17:00 hours IST on April 30, 2018. Postal Ballot Forms received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before April 30, 2018 providing sufficient time for postal transit.
5. The voting shall be reckoned in proportion to a Member's share in the paid up equity share capital of the Company as on March 23, 2018.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form(s) should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for each folio/client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick-marked and unsigned Postal Ballot Forms will be rejected. Ticks in both the boxes will render the ballot invalid.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
12. The result of the voting on the resolution will be declared at the Administrative Office of the Company on May 3, 2018. The result will thereafter be also informed to the BSE Limited, Central Depository Services (India) Limited (CDSL) and will be hosted on the Company's website www.sayajihotels.com.
13. E-voting: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereunder, the Company is providing E-voting facility (through e-voting platform of CDSL) as an alternate which would enable the Members to cast votes electronically, instead of sending Physical Ballot Form. Please note that e-voting is optional. In case a Member has voted through E-voting facility, he/she is not required to send the Physical Ballot Form. In case Member(s) cast their votes via both modes i.e. Physical Ballot as well as E-voting, then voting done through E-voting shall prevail and Physical Voting of that member shall be treated as invalid. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to E-voting.

SAYAJI HOTELS LTD.

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