



NOTICE OF POSTAL BALLOT & REMOTE E-VOTING

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that in accordance with Section 110 read with Section 108 of the Companies Act, 2013 (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) including any amendment(s) thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date (“Listing Regulations”), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 (“General Circulars”) issued by the Ministry of Corporate Affairs (the “MCA”), Secretarial Standard-2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any for seeking approval of the Members of Sayaji Hotels (Indore) Limited (the “Company”) by way of Special Resolution for the businesses as set out hereunder through Postal Ballot by remote e-voting (“Postal Ballot/E-Voting”).

Ministry of Corporate Affairs in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring member’s approval, other than items of ordinary business or any business in respect of which Directors or Auditors have a right to be heard at any meeting, through the mechanism of Postal Ballot/ E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Further, in terms of the General Circulars, the Company shall send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members shall only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars. The proposed Special Resolutions and Explanatory Statements setting out the material facts and the reasons/ rationale thereof pursuant to Section 102 of the Act is annexed hereto for your consideration.

The Board of Directors of the Company have appointed Mr. Neelesh Gupta (Membership No. FCS: 6381 and CP: 6846), Proprietor of Neelesh Gupta &

SAYAJI HOTELS (INDORE) LIMITED

Address: H-1 Scheme No. 54, Vijay Nagar, Indore (MP)-452010

Phone No. 0731-4006666 | **E-mail** cs@shilindore.com

Regd. Office: F1 C3 Sivavel Apartment 2 Alagappa Nagar, Zamin Pallavaram, Keelakattalai, Kanchipuram, Tambaram, Chennai, (TN)-600117

CIN: L55209TN2018PLC122598 | **Phone No:** 044-29871174

Website: www.shilindore.com



Company, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot/E-voting in accordance with the law and in a fair and transparent manner.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide e-voting facility for its Members.

The E-Voting facility is available at the link: www.evotingindia.com and the same shall commence from Monday, 24th day of March, 2025 at 09:00 A.M. IST and shall end on Tuesday, 22nd day of April, 2025 at 05:00 P.M. IST.

E-Voting module shall be blocked by CDSL on Tuesday, 22nd day of April, 2025 at 05:00 P.M. IST and voting shall not be allowed beyond the said date and time.

The Scrutinizer shall submit his Report, upon completion of scrutiny of E-Voting data as provided by CDSL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced within 7 days from the last day of voting through Postal Ballot/E-Voting and shall be displayed on the website of the Company, i.e., www.shilindore.com and shall be communicated to BSE Limited where the equity shares of the Company are listed. The results of the Postal Ballot/E-Voting shall also be displayed on the website of CDSL.

RESOLUTIONS PUT THROUGH POSTAL BALLOT

SPECIAL BUSINESS:

Item No. 01: To appoint Mr. Saquib Salim Agboatwala (DIN: 06611659) as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 ("the Act"), read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and other applicable provisions, rules of the Act and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to appoint Mr. Saquib Salim Agboatwala (DIN: 06611659) as an

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Independent Director of the Company to hold office for a term up to 25th January, 2030, not liable to retire by rotation, who was earlier appointed as an Additional Non-Executive Independent Director by the Board of Directors of the Company and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations) and on such terms and conditions as may be decided mutually between the appointee and the Company.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be considered necessary and expedient to give effect to the aforementioned resolution.”

Item No. 02: To appoint Mrs. Preeti Gupta (DIN: 06537730) as a Non-Executive-Independent Woman Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (“the Act”), read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and other applicable provisions, rules of the Act and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to appoint Mrs. Preeti Gupta (DIN: 06537730) as an Independent Director of the Company to hold office for a term up to 25th January, 2030, not liable to retire by rotation, who was earlier appointed as an Additional Non-Executive Independent Woman Director) by the Board of Directors of the Company and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations) and on such terms and conditions as may be decided mutually between the appointee and the Company.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be considered necessary and expedient to give effect to the aforementioned resolution.”

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**By Order of the Board of Directors
For Sayaji Hotels (Indore) Limited**

**Date: 15th March, 2025
Place: Indore**

**Sd/-
Arpit Agrawal
Company Secretary and Compliance Officer**

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NOTES:

1. Approval of Members of the Company is solicited by passing Special Resolutions through Postal Ballot/E-Voting for businesses set out in Item No. 01 and Item No. 02 of this Notice. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons / rationale for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from Central Depository Services (India) Limited ("CDSL"), (the "Depository") and as available with the Company as at Tuesday, 18th day of March, 2025 ("**Cut Off Date**").
3. A copy of this Postal Ballot Notice shall also be available on the website of the Company, i.e., www.shilindore.com, the websites of the Stock Exchange on which the Equity Shares of the Company are listed, i.e., www.bseindia.com and on the website of CDSL, i.e., www.cdslindia.com.
4. Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
5. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as at the Cut Off date.
6. Resolution, if approved, by the Members by means of Postal Ballot/E-Voting is deemed to have been passed at a General Meeting of the Members and the last date of the E-Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
7. The Company is sending Postal Ballot Notice in electronic form only as permitted under the General Circulars.
8. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
9. To facilitate such Members to receive this notice electronically and cast their vote electronically, the Company has made arrangement with CDSL for registration of email addresses in terms of the General Circulars.
10. The Resolution, if passed by majority, will be deemed to have been passed on the last date specified for e-voting, i.e., Tuesday, 22nd day of April, 2025.

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THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1	Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) The voting period begins on Monday, 24th day of March, 2025 at 09:00 A.M. IST and ends on Tuesday, 22nd day of April, 2025 at 05:00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), i.e., Tuesday, 18th day of March, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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Step 1: Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, login method for e-Voting **for Individual Shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-

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	Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) 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. 2) 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 3) 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-

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	Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful 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.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., CDSL and NSDL

Login Type	Helpdesk Details
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical Shareholders and Shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Sayaji Hotels (Indore) Limited to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- 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 in the “Corporates” module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@shilindore.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical Shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

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3. For Individual Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

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EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 01: To appoint Mr. Saquib Salim Agboatwala (DIN: 06611659) as a Non-Executive Independent Director of the Company

In accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of top 2000 listed entities shall comprise of not less than six directors and the Company falls under the list of top 2000 listed entities on the basis of the market capitalization.

In pursuance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as may be amended from time to time, the appointment of an Independent Director requires approval of members by way of a Special Resolution.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has considered the background, knowledge, experience of Mr. Saquib Salim Agboatwala and decided that it would be in the best interest of the Company to appoint him on the Board as an Independent Director as he possesses requisite expertise and qualifications for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in.

In view of the same, the Board of Directors at their meeting held on 27th January, 2025 has appointed Mr. Saquib Salim Agboatwala (DIN: 06611659) as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company.

Brief Profile of Mr. Saquib Salim Agboatwala is as under

Mr. Saquib Salim Agboatwala aged 56 years is a Chartered Accountant and Quality Control Auditor – certified by Bureau Veritas Quality International (BVQI). Initially, Mr. Agboatwala worked as an accountant in Ernst & Young from Dec. 1994 to June

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1996. He has also served as President of the Jeddah Chapter of the Institute of Chartered Accountants of India and member of Saudi India Business Forum.

From July 1996 to Sept 2000, Mr. Agboatwala worked as Finance Manager & Quality Management Representative in Arabian Computer Projects Company Limited (formerly a division of IBM Saudi Arabia). Subsequently, he worked as Senior Financial Officer during the period of Oct 2000 to June 2008 in Heidelberg Middle East Group of Companies (HDMEG) in Jeddah, Saudi Arabia. Lastly, he worked as Senior Finance Manager in ACWA Power (Dubai, UAE) from July 2010 to May 2011.

Right now he is working in his own firm “Oasis Consulting” which has two offices one in Mumbai and another one in Dubai. Oasis is serving as a Consultant and Business Advisors to their clients in India as well in overseas.

The Company has received a declaration from Mr. Agboatwala that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. Agboatwala fulfils the conditions for his appointment as an Independent Director as specified in the Act. He is neither related to any director or KMPs of the Company nor has any shareholding in the Company.

Further, consent to act as a Director had received from Mr. Agboatwala and also a declaration to the effect that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office of Director by virtue of SEBI or any such authority. He is independent of the management and possesses appropriate skills, experience and knowledge. The information required pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as Annexure 1(A).

Mr. Agboatwala may be deemed to be concerned or interested in the resolution to the extent of the sitting fee as may be received by him, except that none of the Directors or Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

In light of the above, your Directors recommend to pass necessary resolution as set out in Item No. 01 of this notice as the Special Resolution.

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Item No. 02: To appoint Mrs. Preeti Gupta (DIN: 06537730) as a Non-Executive-Independent Woman Director of the Company

In accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of top 2000 listed entities shall comprise of not less than six directors with at least one-woman independent Director and the Company falls under the list of top 2000 listed entities on the basis of the market capitalization.

In pursuance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as may be amended from time to time, the appointment of an Independent Director requires approval of members by way of a Special Resolution.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 27th January, 2025 had appointed Mrs. Preeti Gupta (DIN: 06537730) as an Additional Director in the capacity of Non-Executive Woman Independent Director on the Board of the Company.

Brief profile of Mrs. Preeti Gupta is as under

Mrs. Preeti Gupta aged 43 years is a Fellow Member of the Institute of Company Secretaries of India, a Qualified Practicing Company Secretary and holding M.Sc. and B.Sc., coupled with extensive experience in corporate governance, legal compliance and strategic advisory.

Mrs. Preeti Gupta, is a professional with rich experience in the field of Secretarial/Corporate Matters. She has been involved in serving as a lecturer, imparting knowledge and mentoring future professionals and contributing to organizational governance as a skilled Company Secretary. Her key competencies include Corporate Governance, Legal and Regulatory Advisory, Strategic Planning, Academic Mentorship and Stakeholder Engagement. She also possesses appropriate skills, experience and knowledge required for discharge of her duties as an Independent Director.

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The Directors are of the view that the vast knowledge and varied experience of Mrs. Preeti Gupta will be of immense benefit to the Company and hence her appointment as an Independent Director is justified in terms of Secretarial Standard on General Meeting (SS-2).

The Company has received a declaration from Mrs. Preeti Gupta that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mrs. Preeti Gupta fulfils the conditions for her appointment as an Independent Director as specified in the Act. She is neither related to any director or KMPs of the Company nor has any shareholding in the Company.

Further, consent to act as a Director had received from Mrs. Preeti Gupta and also a declaration to the effect that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office of Director by virtue of SEBI or any such authority. She is independent of the management and possesses appropriate skills, experience and knowledge. The information required pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as Annexure 1(B).

Mrs. Preeti Gupta may be deemed to be concerned or interested in the resolution to the extent of the sitting fee as may be received by her, except that none of the Directors or Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

In light of the above, your Directors recommend to pass necessary resolution as set out in Item No. 02 of this notice as the Special Resolution.

**By Order of the Board of Director
For Sayaji Hotels (Indore) Limited**

**Date: 15th March, 2025
Place: Indore**

**Sd/-
Arpit Agrawal
Company Secretary and Compliance Officer**

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ANNEXURE-1

INFORMATION REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS -2, THE DETAILS OF THE DIRECTORS PROPOSED TO BE APPOINTED THROUGH POSTAL BALLOT PROCESS ARE GIVEN BELOW:

(A)

Sr. No.	Particulars	
1.	Brief resume of the director	
	Name of Director	Mr. Saquib Salim Agboatwala
	Designation	Additional Director (Non-Executive-Independent Director)
	DIN	06611659
	Age	56 Years
	Nationality	Indian
	Qualifications	Chartered Accountant
2.	Nature of expertise in specific functional areas.	Mr. Saquib Salim Agboatwala is a Chartered Accountant by profession and Quality Control Auditor – certified by Bureau Veritas Quality International (BVQI).
3.	Date of first appointment on the board.	Mr. Saquib Salim Agboatwala was appointed on the board on 27 th January, 2025
4.	Disclosure of relationships between directors inter-se.	Not Applicable
5.	Shareholding of directors in the Company including shareholding as a beneficial owner, if any.	Nil
6.	Number of the meetings of the board attended during the year.	Nil
7.	List of Directorships held in other companies (including listed companies)	- Sayaji Hotels Limited - Technogram Private Limited

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8.	Listed entities from which the person has resigned in the past three years	Nil
9.	Chairmanship / Membership of Committees in other Companies (only Audit Committee and Stakeholder Relationship Committee is Considered)	Membership in Committees of Sayaji Hotels Limited: • Audit Committee • Stakeholder Relationship Committee
10.	Terms and Conditions of Appointment or Re-appointment.	Appointed as an Additional Non-Executive Independent Director at the meeting of the Board of Directors held on 27 th January, 2025 for a term of five consecutive years commencing from 27 th January, 2025 to 25 th January, 2030 subject to the approval of the members.
11.	Remuneration proposed to be paid.	As an Independent Director he will be entitled to sitting fees as may be decided by the board for each of the Board and Committee Meetings attended by him.
12.	The skills and capabilities required for the role and the manner in which the director meets such requirements.	Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has considered the background, knowledge, experience of Mr. Saquib Salim Agboatwala and decided that it would be in the best interest of the Company to appoint him on the Board as an Independent Director as he possesses requisite expertise and qualifications for appointment as an Independent Director of the Company and as required in the context of the Company's business and sector it operates in.

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(B)

Sr. No.	Particulars	
1.	Brief resume of the director	
	Name of Director	Mrs. Preeti Gupta
	Designation	Additional Director (Non-Executive Woman Independent Director)
	DIN	06537730
	Age	43 Years
	Nationality	Indian
	Qualifications	Company Secretary, M.Sc. and B.Sc.
2.	Nature of expertise in specific functional areas	Mrs. Preeti Gupta is Fellow Member of the Institute of Company Secretaries of India, a Qualified Practicing Company Secretary and holding M.Sc. and B.Sc., coupled with extensive experience in corporate governance, legal compliance and strategic advisory.
3.	Date of first appointment on the board.	Mrs. Preeti Gupta was appointed on the board on 27 th January, 2025
4.	Disclosure of relationships between directors inter-se	Not Applicable
5.	Shareholding of directors in the Company including shareholding as a beneficial owner, if any.	Nil
6.	List of Directorships held in other companies (including listed companies)	Nil
7.	Number of the meetings of the board attended during the year.	Nil
8.	Listed entities from which the person has resigned in the past three years	Nil
9.	Chairmanship / Membership of Committees in other Companies (only Audit Committee and Stakeholder Relationship Committee is Considered)	Nil

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10.	Terms and Conditions of Appointment or Re-appointment.	Appointed as an Additional Non-Executive Independent Woman Director at the meeting of the Board of Directors held on 27 th January, 2025 for a term of five consecutive years commencing from 27 th January, 2025 to 25 th January, 2030 subject to the approval of the members.
11.	Remuneration proposed to be paid.	As an Independent Director she will be entitled to sitting fees as may be decided by the board for each of the Board and Committee Meetings attended by her.
12.	The skills and capabilities required for the role and the manner in which the director meets such requirements	Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company considering the background, knowledge, experience of Mrs. Preeti Gupta are of the view that the vast knowledge and varied experience of Mrs. Preeti Gupta will be of immense benefit to the Company.

**By Order of the Board of Director
For Sayaji Hotels (Indore) Limited**

**Date: 15th March, 2025
Place: Indore**

**Sd/-
Arpit Agrawal
Company Secretary and Compliance Officer**

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