

## Sinclairs Hotels Limited

CIN: L55101WB1971PLC028152

Registered Office: 147, Block G, New Alipore, Kolkata - 700 053

Tel. No.: +91 90075 40731

E- mail: cs@sinclairshotels.com, Website: www.sinclairsindia.com

### Notice

Notice is hereby given that an ExtraOrdinary General Meeting ("the Meeting"/"EGM") of the Members of Sinclairs Hotels Limited, will be held on Thursday, January 18, 2024, at 11 A.M. A.M. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

#### SPECIAL BUSINESS

##### ITEM NO 1: ISSUE OF BONUS SHARES

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

**"RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with the Companies (Share Capital and Debentures) Rules, 2014 (**"Share Capital Rules"**), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**"SEBI ICDR Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules, guidelines, notifications and circulars issued by Securities and Exchange Board of India (**"SEBI"**) and the Reserve Bank of India (**"RBI"**) from time to time, the enabling provisions of the Articles of Association of the Company and subject to applicable approvals, consents, permissions, conditions and sanctions as may be required from appropriate authorities, if any, and pursuant to the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (**"the Board"**), which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 5,12,60,000/- (Rupees Five Crores Twelve Lakh Sixty Thousand Only) or such other amount from and out of the Capital Redemption Reserve and/or Free Reserve created out of Profits of the Company as per the Audited Financial Statements of the Company for the financial year ended March 31, 2023, for the purpose of issuance and allotment of 2,56,30,000 (Two Crore Fifty Six Lakh Thirty Thousand) fully paid up bonus equity shares of Rs. 2/- (Rupees Two Only) each to the Members of the Company in the proportion of 1 (One) fully paid up equity share of Rs. 2/- (Rupees Two Only) each for every 1 (One) fully paid up equity shares of Rs. 2/- (Rupees Two Only) each (Ratio 1:1) held by the Members of the Company whose names appears in the Register of Members as on the Record Date as may be determined by the Board for this purpose and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid up equity share capital of the Company held by each such Member."

**"RESOLVED FURTHER THAT** all such new equity shares as and when allotted shall rank pari passu and carry the same rights with the existing equity shares of the Company in all respects and shall always be subject to the applicable terms and conditions of the Memorandum and Articles of Association of the Company."

**"RESOLVED FURTHER THAT** pursuant to SEBI ICDR Regulations and SEBI LODR Regulations, the allotment of shares in bonus issue shall be made in dematerialized form only and thus, in case of Members who holds equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard."

**"RESOLVED FURTHER THAT** the issue and allotment of the new bonus equity shares to the extent they relate to Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Members of the Company, shall be subject to the compliance of Foreign Exchange Management Act / RBI / other regulatory approvals as may be necessary in this regard."

**"RESOLVED FURTHER THAT** the Board of Directors or any Committee authorized by the Board to exercise its powers or any officer(s) of the Company authorized by the Board in this regard, be and is hereby severally authorized to do all such acts, deeds, matters and things including but not limited to execution and filing of all such documents, instruments and writings as may be required; filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs, RBI and/ or any concerned authorities; applying and seeking necessary listing approvals from the Stock Exchanges; to settle any question, difficulty or doubt that may arise in this regard and to do such acts as it may in its sole and absolute discretion deem necessary or desirable for such purpose, expedient or incidental in regard to issue of bonus shares."

**By order of the Board  
For Sinclairs Hotels Limited**

**Sd/-  
Navin Suchanti  
Director  
DIN: 00273663**

**Place:** Kolkata  
**Date:** December 22, 2023

## Notes:

1. The Ministry of Corporate Affairs has vide its General Circular No. Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated 23 June 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and other applicable circulars issued by SEBI, permitted holding of the Extraordinary General Meeting ("the Meeting"/ "EGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, the EGM of the Company will be conducted through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Act, 2013, with respect to the Special Business as set out in Item No. 1 is annexed hereto.
3. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circulars, through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip of the EGM are not annexed to this Notice. The attachment of the route map for the EGM venue is also dispensed with.

However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The members can join the EGM in the VC/OAVM mode 15 minutes before scheduled time of the commencement of the Meeting and shall be kept open throughout the EGM by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of 'first come first serve' basis.
5. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the EGM in respect of the business to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the EGM is also being provided by NSDL.
6. The Register of Members and Share transfer books of the Company will remain closed from Friday, January 12, 2024, to Thursday, January 18, 2024 (both days inclusive).
7. The e-voting period will commence from Monday, January 15, 2024 at 09:00 A.M. (IST) and will end at 5:00 p.m. (IST) on Wednesday, January 17, 2024. The e-voting module will be disabled on Wednesday, January 17, 2024 at 05:00 p.m. (IST). The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, Thursday, January 11, 2024.
8. The Board of Directors of the Company has appointed Mr. Deepak Daga (Membership No. 059205) Partner of S.M.Daga & Co., (FRN: 303119E) Chartered Accountants of 11, Clive Row, Kolkata-700 001 as the Scrutinizer to scrutinize the e-voting and remote e-voting process for the EGM in a fair and transparent manner.
9. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at 147, Block G, New Alipore, Kolkata - 700 053.

10. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of its Board Resolution (PDF/JPG Format) pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through e-voting/remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [smd.deepak@gmail.com](mailto:smd.deepak@gmail.com).
11. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum for the EGM under Section 103 of the Act.
12. In compliance with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email address are registered with Company/Depositories/Registrar & Transfer Agent (RTA). Member may note that Notice shall be placed on the website of the Company at [www.sinclairsindia.com](http://www.sinclairsindia.com). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Ltd. at [www.bseindia.com](http://www.bseindia.com).
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed forms as available on [www.sinclairsindia.com/investor-information.phpl#kyc](http://www.sinclairsindia.com/investor-information.phpl#kyc). It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.
16. During the EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
17. Members seeking any statutory information or any other matter/document/register, etc. in connection with the EGM of the Company or for any other grievances may please send a request to the Company via e-mail at [cs@sinclairshotels.com](mailto:cs@sinclairshotels.com)
18. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM through VC/OAVM but shall not be entitled to cast their vote again or change it subsequently.
19. The Results declared along with the Scrutinizer's Report will be submitted within two working days of the conclusion of the EGM to the stock exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations and shall also be placed on the Company's website at [www.sinclairsindia.com](http://www.sinclairsindia.com) and on the website of NSDL.

### 20. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/ OAVM ARE AS UNDER:

- (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Shareholders are provided with the facility to cast their vote electronically through e-voting services provided by NSDL on the resolution set forth in this notice.
- (ii) The e-Voting period commences on **Monday, January 15, 2024 (9:00 A.M. IST) and ends on Wednesday, January 17, 2024 (5:00 P.M. IST) (both days inclusive)**. During this period, Shareholders holding shares either in physical form or in dematerialized form, as

on the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently or cast vote again.

- (iii) Login method for e-voting for Individual Shareholders holding securities in Demat mode through Central Securities Depositories Limited ("CDSL"/National Securities Depositories Limited ("**NSDL**") is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on mobile.</li> <li>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.</li> <li>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 e-Voting period.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>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.</li> <li>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 e-Voting period.</li> </ol>

**Important note:** Shareholders 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 <b>CDSL</b>	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(iv) Login method for e-Voting for Shareholders holding securities in physical mode and Shareholders other than individual Shareholders holding securities in Demat form.**

- a. The Shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" module.
- c. Now enter your User ID
  - i. For CDSL: 16 digits beneficiary ID
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used
- f. If you are a first-time user follow the steps given below:

<b>For Shareholders holding securities in physical mode and other than individual Shareholders holding shares in Demat.</b>	
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.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in demat mode 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 account 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.
  - i. For Shareholders holding shares in physical mode, the details can be used only for e-Voting on the resolutions contained in this Notice.
- j. Click on the EVSN for <Sinclairs Hotels Limited> on which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p. 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.
- q. **Additional Facility for Non – Individual Shareholders and Custodians –For e-Voting**
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com) and [cs@sinclairshotels.com](mailto:cs@sinclairshotels.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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required 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 at [smd.deepak@gmail.com](mailto:smd.deepak@gmail.com) and to the Company at the email address [cs@sinclairhotels.com](mailto:cs@sinclairhotels.com), if they have voted from individual tab & not uploaded same in the NSDL e-voting system for the scrutinizer to verify the same.
- (v) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES**
  - a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [ashoksen@nichetechpl.com](mailto:ashoksen@nichetechpl.com)

- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ashoksen@nichetechpl.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
- c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for evoting by providing above mentioned documents.
- d. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

##### ITEM NO. 1

With a view to reward the Shareholders of the Company and in order to improve liquidity in the equity shares of the Company on the stock exchange platform, the Board of Directors of the Company in their Board Meeting held on December 22, 2023, in accordance with the provisions of Section 63 and other applicable provisions of the Act, Share Capital Rules and in accordance with the provisions of SEBI ICDR Regulations, SEBI Listing Regulations and as per the enabling provisions of the Articles of Association of the Company and subject to applicable approvals, permissions, consents and sanctions as may be required from appropriate authorities and after considering the available reserves with the Company and subject to the approval of the Shareholders of the Company, had approved and recommended to capitalize to the extent of Rs. 5,12,60,000/- (Rupees Five Crores Twelve Lakh Sixty Thousand Only) or such other amount from and

out of the Capital Redemption Reserve and/or Free Reserve created out of Profits of the Company as per the Audited Financial Statements of the Company for the financial year ended March 31, 2023, for the purpose of issuance and allotment of 2,56,30,000 (Two Crore Fifty Six Lakh Thirty Thousand) fully paid up bonus equity shares of Rs. 2/- (Rupees Two Only) each to the Members of the Company in the proportion of 1 (One) fully paid up equity share of Rs. 2/- (Rupees Two Only) each for every 1 (One) fully paid up equity shares of Rs. 2/- (Rupees Two Only) each (Ratio 1:1) held by the Members of the Company whose names appears in the Register of Members as on the Record Dates may be determined by the Board.

Article 165 of the Articles of Association of the Company permits that, the Company, in General Meeting, may upon recommendation of the Board, approve, capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Shareholders as fully paid up bonus shares.

Pursuant to the provisions of Article 165 of the Articles of Association of the Company and Section 63 and other applicable provisions, if any, of the Act and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in this EGM Notice.

The Bonus Equity Shares shall rank pari passu and carry the same rights with the existing equity shares of the Company in all respects and shall always be subject to the applicable terms and conditions of the Memorandum and Articles of Association of the Company.

Further, pursuant to the Regulation 294(6) of SEBI ICDR Regulations, the allotment of shares in bonus issue shall be made in dematerialized form only and thus, in case of Members who holds equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities.

Accordingly, the Equity Share Capital of the Company post bonus issue is projected below:

Particulars	Existing Capital	Ratio of 1:1 (1 Bonus shares for every 1 equity share held)	
		Bonus issue	Post Bonus Capital
	(A)	(B)	(C)
Authorised (equity shares)	7,50,00,000	-	7,50,00,000
Authorised (equity capital Rs.)	15,00,00,000	-	15,00,00,000
Issued Subscribed and Paid-up (shares)	2,56,30,000	2,56,30,000	5,12,60,000
Issued Subscribed and Paid-up (Rs.)	5,12,60,000	5,12,60,000	10,25,20,000

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence recommends passing of the resolution set out at Item No. 1 as Ordinary Resolution.

The Board of Directors hereby confirm that none of the directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out in this EGM Notice, except to the extent of their shareholding in the Company.

**By order of the Board**  
**For Sinclairs Hotels Limited**  
 Sd/-  
**Navin Suchanti**  
 Director  
 DIN: 00273663

**Place:** Kolkata

**Date:** December 22, 2023