

JINDAL HOTELS LIMITED



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

15th August, 2020

Dear Sir/Madam,

Sub: Submission of Notice of 35th Annual General Meeting of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of 35th Annual General Meeting of the Members of the Company scheduled to be held on Thursday, the 10th September, 2020 at 12:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,

FOR JINDAL HOTELS LIMITED

A handwritten signature in blue ink, appearing to read 'K Advani'.

Karuna Advani

Company Secretary



Encl.: NoticeAGM 2020_sw



NOTICE OF 35th AGM

Dear Members,

Notice is hereby given that the 35th Annual General Meeting of the Members of **Jindal Hotels Limited** will be held on **Thursday, 10th September, 2020 at 12:30 p.m. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM")** to transact the following businesses:

Ordinary Business

Item No. 1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial year ended on 31st March, 2020, together with the Report of the Board of Directors' and Auditors' and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby adopted."

Item No.2. Re-appointment of Director

To appoint a Director in place of Ms.Chanda Agrawal (DIN: 00010909), who retires by rotation at this Annual General Meeting, in terms of section 152(6) of the Companies Act, 2013 and, being eligible, has offered herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 (6) of the Companies Act, 2013, Ms.Chanda Agrawal (DIN : 00010909), who retires by rotation at this Annual General Meeting and being eligible has offered herself for reappointment , be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3 : TO CONSIDER INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed there under, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 6,00,00,000/- (Rupees Six Crores) consisting of 60,00,000 (Sixty Lakhs) Equity Shares of Rs 10/- (Rupees Ten) each to Rs. 7,00,00,000/- (Rupees Seven Crores) consisting of 70,00,000 (Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each ranking pari-passu in all respects with the existing Equity shares of the Company."

"FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

1. The Authorised Share Capital of the Company shall be Rs. 7,00,00,000/- (Rupees Seven Crores) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

"FURTHER RESOLVED THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

Item no. : 4. Preferential Issue of Warrants of the Company to the Promoter(s)/ Promoters Group:

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

"RESOLVED THAT pursuant to Sections 42 & 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "**Act**") and in accordance with the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as the "**ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**") and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/ regulations/ guidelines issued/framed thereunder by the Central Government, Reserve Bank of India), Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") as may be applicable, and subject to the approval, consent, permission and/or sanction, if and as may be required from the Central Government, Reserve Bank of India, SEBI, Stock Exchange where the existing securities of the Company are listed and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the

Company (hereinafter referred to as the “Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be deemed necessary by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Company and Board to create, issue, offer, and allot on a private placement /preferential basis up to 6,50,000 (Six Lakh Fifty Thousand) Warrants of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 20/- (Rupees Twenty Only) (or price recomputed in accordance with ICDR Regulations) per Warrant (including premium of Rs. 10/- each) for cash aggregating to Rs. 1,30,00,000/- (Rupees One Crore and Thirty Lakhs Only) carrying an entitlement to subscribe up to 6,50,000 (Six Lakh Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company each at a price of Rs. 20/- (Rupees Twenty Only) including premium of Rs. 10/- per share, to the following persons (hereinafter referred to as the “**Proposed Allottee(s) / Warrant holder(s)**”), in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, thinks fit;

Name of the Proposed Allottee/s	PAN	No. of warrants proposed to be subscribed by Proposed Allottee/s	Category
RISER HOLDING PRIVATE LIMITED	AAECR7424C	6,50,000	Promoter Group

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall, subject to provisions of the ICDR Regulations and other applicable guidelines, notifications, rules and regulations, be subject to the terms and conditions given herein below:

- The “Relevant Date” for the purpose of the proposed issue in terms of Regulation 161 of the ICDR Regulations is **Monday, August 10, 2020** being the date thirty (30) days prior to the date on which the meeting of shareholders of the Company is scheduled to be held to consider the proposal of preferential issue;
- Each of the aforesaid Warrants be converted into equivalent number of fully paid-up Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company at a price of Rs. 20/- (Rupees Twenty Only) per Equity Share (including premium of Rs. 10/- (Rupees ten Only) per Equity Share) at the option of the Warrant Holders at any time within eighteen (18) months from the date of allotment, in one or more tranche;
- An amount equivalent to at least 25% of the price fixed as above, shall be paid by the Proposed Allottees against each Warrant proposed to be subscribed by them and the balance 75% of the price fixed shall be paid by them at the time of allotment of Equity Shares pursuant to exercise of option against each such Warrant by the Warrant Holder(s):
Provided that in case the Warrant Holder(s) do not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, the consideration paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically;
- The Warrants and Equity Shares allotted on conversion of the aforesaid Warrants on preferential basis shall be locked in for such period as prescribed under Regulation 167 of the ICDR Regulations.
Provided that subject to provisions of Regulation 168 of the ICDR Regulations, the Warrants and the Equity Shares allotted on exercise of such Warrants will be transferable within the Promoters and persons forming part of Promoter Group of the Company;
- The Warrants and Equity Shares on conversion of the aforesaid Warrants to be so created, offered, issued and allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- The Equity Shares to be allotted on conversion of the aforesaid Warrants shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company in dematerialized form within a period of fifteen (15) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals.

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

- The Warrant Holders shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holders;



2. Upon exercise of the Warrants by the Warrant Holders, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of the respective Warrant Holders and enter the name of Warrant Holders in the records of the Company as the registered owner of such Equity Shares;
3. The Company shall, subject to provisions of the ICDR Regulations and the SEBI LODR Regulations, upon the issuance and allotment of any Equity Shares to the Warrant Holders upon exercise of Warrants, seek the listing and trading approvals for such Equity Shares from the Stock Exchange where the existing Equity Shares of the Company are listed;
4. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957;
5. The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holders thereof any rights with respect to that of a shareholder(s) of the Company.

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

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

Registered Office:

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

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

Karuna Advani
Company Secretary

Place: Vadodara

Date: 11th August, 2020

NOTES:

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
- 2) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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 AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 3) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to kashyap.cs@gmail.com with copies marked to the Company at share@suryapalace.com and to its RTA at enotices@linkintime.co.in

4) Registration of email ID and Bank Account details:

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

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

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

(ii) In the case of Shares held in Demat mode:

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

- 5) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.suryapalace.com; websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 6) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 7) Brief resume of Director proposed to be re-appointed, nature of expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (LODR), Regulations 2015 and Schedule V [Part C] of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.
- 8) The requirement to place the matter relating to appointment of auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7th, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors. Subject to requirement of provisions of Companies Act, 2013, M/s Modi & Joshi, Chartered Accountants, Vadodara, have been appointed as Statutory Auditors of company at 32nd Annual General Meeting held on 12.09.2017 for a period of 5 years. They are eligible for reappointment and they have given their confirmation that they are not disqualified from continuing as Auditors of the Company.

9) Members are requested

- **To notify immediately, changes in their address, mandate/ Income Tax Permanent Account Number (PAN) / bank details if any,** to the Company/RTA: Link In time India Pvt. Ltd. and if shares held in dematerialized form then to their respective Depository Participants.
- **To Update Details:**
The format of the Register of Members prescribed by the Ministry of Corporate Affairs (MCA) under the Act requires the Company to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company and Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
- **To DEMATERIALISE** their Shares Certificates through Depository Participants (DP).
- **Remittance of Dividend through Electronic Mode :**Members who have not yet availed NECS/RTGS/NEFT facility and wish to avail the same may have their Bank Account details (name of Bank & Branch A/c no., IFSC (Indian Financial System Code), MIRC (Magnetic Ink Character Recognition), for the purpose along with photocopy of Cheque of the same account bearing MICR Code), updated with their respective Depository Participants (DPs) or Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd, Baroda, where shares are held in dematerialized form and in physical form, respectively. Please refer NECS mandate at Company's website.



10) (a) TRANSFER OF UNCLAIMED/UNPAID DIVIDEND AND SHARES TO INVESTORS EDUCATION AND PROTECTION FUND (IEPF):

In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund set up by the Central Government. Accordingly, the unclaimed dividend in respect of financial year 2012-13 is due for transfer to the said Fund on 29th October, 2020. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2012-13 onwards, are requested to lodge their claims with the company/ or Share Transfer Agents for the same.

- (b) Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a special demat account to be opened by Investor Education and Protection Fund Authority ('IEPF Authority'). The said Shares, once transferred to the said demat account of the IEPF Authority can be claimed after following due procedure prescribed under the said IEPF rules.

The Company has intimated individually to all such shareholders, dividend on whose shares has remained unpaid for a continuous period of seven years and a notice in this regard has also been published in the Indian Express (English) and the Financial Express (Gujarati) Ahmedabad edition on 30.06.2020 was given to the shareholders that the Company will proceed to initiate action for transmission of shares of the shareholders whose Dividend unclaimed for financial year 2012-13 onwards, will be transferred to the Investor Education and Protection Fund set up by the Central Government. Accordingly, such shares to be transferred to the said Fund on 29th October, 2020. **The Statement of Unclaimed Dividend amount for 7 consecutive years and Shares due for transfer to IEPF Demat Suspense Account is placed on the website of the company at www.suryapalace.com. Members are therefore requested to approach the Registrar and Share Transfer Agent (Link Intime India Pvt Ltd.) / Company to claim their unpaid dividend, if any.**

- (c) The Company has transferred the unpaid / unclaimed dividends for the financial year 2011-2012 to the **Investor Education and Protection Fund (the IEPF)**.

- (d) **UPDATE: FILING OF IEPF 4 (STATEMENT OF SHARES TRANSFERRED TO IEPF AUTHORITY, MCA):** IEPF -4 Form filled on 18/11/2019, SRN- R13660261 and approved by MCA. The Company had transferred 8825 shares to IEPF Authority, MCA.

- 11) SEBI notification SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 stating that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed after 31st March 2019, unless the securities are held in the dematerialized form with the depositories. Hence, securities held in physical form be transferred, after 31st March, 2019. You are requested to dematerialize your physical securities at the earliest.
- 12) Members desirous of making a nomination in respect of their shareholding, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed **Form SH 13 (Nomination Form) & SH 14 (Cancellation or Variation of Nomination)**, accordingly to the Share Department of the Company or to the office of the Registrar & Share Transfer Agent. The said forms can be downloaded from the Company's website www.suryapalace.com under the section "Corporate Information".
- 13) Instructions for e-voting and joining the Annual General Meeting are as follows:

The Company is offering remote e-voting facility as an alternate, to all the shareholders of the Company to cast their votes electronically on all resolutions set forth in the Notice here in for this purpose, Linkintime: InstaVote shall provide facility for Remote E-voting to enable the Shareholders to cast their votes electronically. **Remote E-voting is optional. Please note that the Event No: 200120**

The Company has appointed **Mr. Kashyap Shah, Practicing Company Secretary (Membership No. FCS 7662 and CP No. 6672)** (Address: B 203, Manubhai Tower, Sayajigunj, Baroda - 390005) as Scrutinizer for conducting the e-voting process in fair and transparent manner. Copy of the notice (Annual Report) has been placed on the website of the Company viz. www.suryapalace.com and the website of Link In Time India Pvt Ltd. The result of voting will be announced by the Chairman of the Meeting on or after the 35th Annual General Meeting to be held on Thursday, 10th September, 2020. The result of the voting will be communicated to the Stock Exchange and will be placed on the website of the Company www.suryapalace.com.

The voting period begins on **10:00 a.m. on Monday, 7th September, 2020 and ends at 5:00 p.m. on Wednesday, 9th September, 2020**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 3rd September, 2020** may cast their vote electronically. The e-voting module shall be disabled by **Link Intime India Private Limited (LIPL)** for voting thereafter

Remote e-Voting Instructions for shareholders:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Event No + Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- ▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

If you have forgotten the password:

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

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

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

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

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

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

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

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

Note:

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

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

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

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

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

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at (share@suryapalace.com) (preferably three days prior to the date of AGM i.e.7th September 2020).

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

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

Note:

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

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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

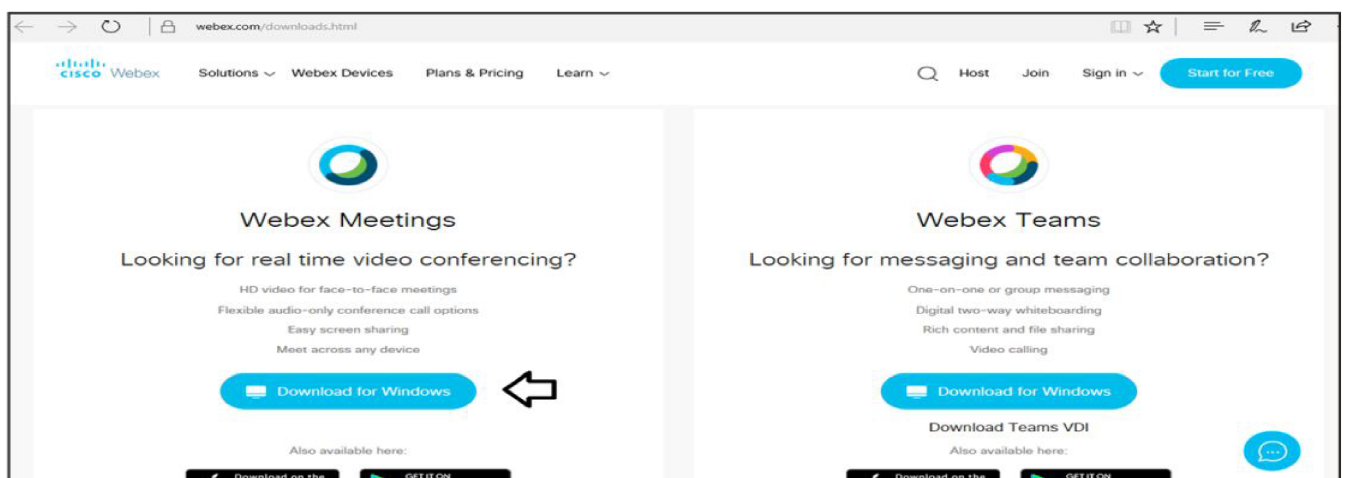
Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

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





Step 1
Double-click the webexapp.msi file you downloaded

Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3
Once installed the app will launch automatically.

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

What do you want to do with webexapp.msi (88.1 MB)?
From: akamaicdn.webex.com

Run Save Cancel

Step 1
Double-click the webexapp.msi file you downloaded

Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3
Once installed the app will launch automatically.

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

Cisco Webex Meetings - InstallShield Wizard

Welcome to the InstallShield Wizard for Cisco Webex Meetings

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

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

< Back Next > Cancel

Step 1
Double-click the webexapp.msi file you downloaded

Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3
Once installed the app will launch automatically.

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

Cisco Webex Meetings - InstallShield Wizard

License Agreement

Please read the following license agreement carefully.

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

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

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

InstallShield

< Back Next > Cancel

Step 1
Double-click the webexapp.msi file you downloaded

Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3
Once installed the app will launch automatically.

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

Cisco Webex Meetings - InstallShield Wizard

Ready to Install the Program

The wizard is ready to begin installation.

Click Install to begin the installation.

If you want to review or change any of your installation settings, click Back. Click Cancel to exit the wizard.

InstallShield

< Back Install Cancel

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

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

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

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

The following Explanatory Statement relating to the accompanying Notice sets out all material facts relating to the business mentioned in the Notice convening the AGM as specified under Section 102(1) of the Companies Act, 2013 and Regulation 163 of the ICDR Regulations:

Item No. 3

The Current Authorized Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores) consisting of 60,00,000 (Sixty Lakhs) Equity Shares of Rs 10/- each and the paid up share capital of the Company is Rs. 6,00,00,000/- (Rupees Crores) consisting of 60,00,000 (Sixty Lakhs) Equity Shares of Rs 10/- . The Company proposes to increase its authorized share capital to Rs. 7,00,00,000/- (Rupees Seven Crores) to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No. 4

In order to augment the long term resources of the Company, to meet working capital requirements, capital expenditures, repayment of debts and for general corporate purpose, **the Board of Directors of the Company in its meeting held on Tuesday, 11th August , 2020** had approved the issue of Equity Warrants and accordingly proposes to issue and allot in aggregate and upto 6,50,000 (Six Lakh Fifty Thousand) equity warrants ("**Equity Warrants**") each convertible into or exchangeable for One (1) equity share of face value of Rs. 10/- each ("**the Equity Shares**") at a price (including the warrant subscription price and the warrant exercise price) of Rs. 20/- each aggregating to Rs. 1,30,00,000/- (Rupees One Crore Thirty Lakhs only) to M/s. Riser Holding Private Limited, a Promoter Group entity as defined in SEBI (ICDR) Regulations ("**Proposed Allottee**") under Promoter Category on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations. Each Equity Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Equity Warrants, as the case may be, on such other terms and conditions as applicable, entitling the Proposed Allottee to subscribe to and be allotted the Equity Warrants convertible into Equity Shares of the Company.

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

1. The objects of the preferential issue:

The Board of Directors of the Company in its meeting held on Tuesday, 11th August , 2020 confirmed that the Company shall utilise the proceeds from the preferential issue of Equity Warrants to fund the capital requirement for the purpose of working capital requirements capital expenditures, repayment of debts and for general corporate purpose which shall enhance the business of the Company.

2. Number of shares and Pricing of Preferential issue:

It is proposed to issue and allot in aggregate and upto 6,50,000 (Six Lakh Fifty Thousand) Warrants of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 20/- (Rupees Twenty Only) (or price recomputed in accordance with ICDR Regulations), per Warrant for cash aggregating to Rs. 1,30,00,000/- (Rupees One Crore and Thirty Lakhs Only) carrying an entitlement to subscribe up to 6,50,000 (Six Lakh Fifty Thousand), each convertible into or exchangeable for One (1) Equity Share of face value of Rs. 10/- at a premium of Rs. 10/- per share aggregating to Rs. 1,30,00,000/- to Proposed Allottee.



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

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

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

- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twelve (12) weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The pricing of the Equity Warrants to be allotted on preferential basis is Rs. 20/- per Warrant convertible into equivalent number of Equity Share of face value of Rs. 10/- each, which is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations. The Company will recompute the price in accordance with ICDR Regulations, wherever it is required to do so and directed by the Exchange.

4. Relevant Date:

The "Relevant Date" in accordance with SEBI (ICDR) Regulations would be 10th August, 2020 shall be considered as the Relevant Date for the purpose of above mentioned issue of Equity Warrants.

5. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Warrants as follows

Serial No.	Category	Pre issue Holding		Post Issue shareholding* [Post Conversion of Equity Warrants]	
		No. of Equity Shares	% of shareholding	No. of Equity Shares	% of shareholding
A	Promoter & Promoter Group Holding				
1	Individuals & HUF	28,38,104	47.30%	28,38,104	42.68%
2	Bodies Corporate	11,28,888	18.81%	17,78,888	26.75%
	TOTAL (A)	39,66,992	66.12%	46,16,992	69.43%
B	Non Promoter Holding				
	Individuals	17,61,290	29.35%	17,61,290	26.49%
	Bodies Corporate	53372	0.89%	53372	0.80%
	NRI	16,165	0.27%	16,165	0.24%
	HUF	91258	1.52%	91258	1.37%
	Others	110923	1.85%	110923	1.67%
	TOTAL (B)	20,33,008	33.88%	20,33,008	30.57%
	GRAND TOTAL (A)+(B)	60,00,000	100%	66,50,000	100%

- The pre-issue shareholding pattern is as on August 07, 2020;
- * The shareholding as shown in post conversion of equity warrants is calculated assuming full conversion of Equity Warrants into the Equity Shares of the Company.

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

M/s. Riser Holding Private Limited, Promoter Group entity, is intending to participate / subscribe to the proposed issue and no other Director(s) or Key Managerial Personnel(s) are subscribing to this offer.