



29th June, 2026

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

Subject: Notice of Postal Ballot

Dear Sir/Madam,

With reference to the captioned subject and pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated Thursday, 25th June, 2026.

Date of events relevant to Postal Ballot are as below:

Sr. No.	Particulars	Dates
1.	Date of Completion of Dispatch of Notice (by electronic means) to members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on 26 th June, 2026	29 th June, 2026
2.	Date of Commencement of e-voting	1 st July, 2026
3.	Date of Ending of e-voting ("Last Date")	30 th July, 2026

Kindly note that the Postal Ballot Notice, along with Explanatory Statement are uploaded on the website of the Company at www.sayajihotels.com.

You are requested to take the above on record.

Thanking you.

Yours faithfully,

For Sayaji Hotels Limited

Puneet Karade
Company Secretary and Compliance Officer

Encl.: A/a

SAYAJI HOTELS LIMITED

Corporate Office: H/1 Scheme No. 54, Vijay Nagar, Indore, Madhya Pradesh, India, 452010

Phone No. 0731-4006666 | E-mail: cs@sayajigroup.com

Regd. Office: 441, 942/1942, T P No. 66, Near Bhimnath Bridge, Sayajiganj, Vadodara, Gujarat-390020 India

CIN: L51100GJ1982PLC162541 | Phone No.: 0265-2476666 | www.sayajihotels.com

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 108, 110 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, General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 ("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 Limited (the "Company") by way of Ordinary/Special Resolution for the business as set out in this notice 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 applicable provisions of the Companies Act, 2013, Regulation 44 of SEBI (LODR) Regulations, 2015 and General Circulars issued by MCA, 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. Accordingly, physical copies of the Notice, along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members will take place only through the remote E-Voting system.

The proposed Ordinary/Special Resolutions and Explanatory Statement setting out the material facts and the reasons/rationale thereof pursuant to Section 102 of the Act is annexed hereto for your consideration.

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The Members exercising their votes are requested to read the instructions carefully as indicated in this Notice, and record their ASSENT (FOR) or DISSENT (AGAINST) by following the procedures as stated in the notes forming part of this Notice.

The Board of Directors of the Company have appointed Mr. Neelesh Gupta, Practicing Company Secretary (Membership No. FCS: 6381 and CP: 6846), 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 Wednesday, 1st day of July, 2026 at 09:00 A.M. IST and shall end on Thursday, 30th day of July, 2026 at 05:00 P.M. IST.

E-Voting module shall be blocked by CDSL on Thursday, 30th day of July, 2026 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 2 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.sayajihotels.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.

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RESOLUTIONS PUT THROUGH POSTAL BALLOT

Item No. 01: To approve the limits of providing Financial Assistance by way of Loan / Guarantee / Security to any Body Corporate or Body Corporate in which Directors of the Company are interested

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

“RESOLVED THAT in supersession of the earlier resolution(s) and pursuant to the provisions of Section 179(3) and 185 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the relevant rules made thereunder, the consent of the Members of the Company be and is hereby accorded for advancing loan and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity/ies) covered under the category of ‘a person in whom any of the director of the company is interested or counter guarantee from the borrower’ as specified in the explanation to sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 150 Crores (Rupees One Hundred Fifty Crores Only), in one or more tranches including any loan represented by way of book debt to be utilized for their principle business activities, on such terms and conditions as mutually agreed upon in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

Item No. 02: To revise the remuneration of Mrs. Saba Raof Dhanani, Promoter, holding an office or place of profit in the Company

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors at its meeting held on May 28, 2026, consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mrs. Saba Raof Dhanani, Promoter of the Company, holding an office or place of profit in the Company, to Rs. 4,60,000/- (Rupees Four Lakh Sixty Thousand Only) per month Gross together with such annual increments and other benefits as may be determined from time to time by the Board of Directors, within the limits permissible under applicable laws, with effect from April 1, 2026.

RESOLVED FURTHER THAT all acts, deeds and things done and all payments made to Mrs. Saba Raof Dhanani in relation to the discharge of her duties prior to the approval of this resolution be and are hereby approved, ratified and confirmed.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary, revise or modify the terms and conditions of remuneration payable to Mrs. Saba Raof Dhanani from time to time, within the limits approved by the Members and subject to the applicable provisions of law.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms and returns with the concerned authorities."

Item No. 03: To revise the remuneration of Mrs. Sumera Raof Dhanani, Promoter, holding an office or place of profit in the Company

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors at its meeting held on May 28, 2026, consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mrs. Sumera Raof Dhanani, Promoter of the Company, holding an office or place of profit in the Company, to Rs. 4,60,000/- (Rupees Four Lakh Sixty Thousand Only) per month Gross together with such annual increments and other benefits as may be determined from time to time by the Board of Directors, within the limits permissible under applicable laws, with effect from April 1, 2026.

RESOLVED FURTHER THAT all acts, deeds and things done and all payments made to Mrs. Saba Raof Dhanani in relation to the discharge of her duties prior to the approval of this resolution be and are hereby approved, ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary, revise or modify the terms and conditions of remuneration payable to Mrs. Sumera Raof Dhanani from time to time, within the limits approved by the Members and subject to the applicable provisions of law.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms and returns with the concerned authorities."

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

Date: 25th June, 2026

Place: Vadodara

Sd/-

Puneet Karade

Company Secretary and Compliance Officer

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NOTES:

1. Approval of Members of the Company is solicited by passing Special Resolution on Item No. 01 and Ordinary Resolution for Item No.2 & 3 of this Notice through Postal Ballot/ E-Voting for business. 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 Friday, 26th day of June, 2026 ("**Cut Off Date**").
3. A copy of this Postal Ballot Notice shall also be available on the website of the Company, i.e., www.sayajihotels.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.
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., **Thursday, 30th day of July, 2026**.
11. In case of joint holders, only such joint holder whose name appears first in the order of names will be entitled to vote.
12. Document(s) referred to in the explanatory statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this

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Notice until the last date for casting votes through e-Voting by writing an email to the Company Secretary at cs@sayajigroup.com.

INSTRUCTIONS 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 Wednesday, 1st day of July, 2026 at 09:00 A.M. IST and shall end on Thursday, 30th day of July, 2026 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 i.e., Friday, 26th day of June, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

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

- (iii) 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.

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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	<ol style="list-style-type: none"> 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 CDSL 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 CDSL 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-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	<ol style="list-style-type: none"> 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

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	<p>provider website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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Important Notice: 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

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

- (iv) 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) <ul style="list-style-type: none"> • 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	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.

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OR Date of Birth (DOB)	<ul style="list-style-type: none">• If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Sayaji Hotels Limited to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**

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Regd. Office: 441, 942/1942, T P No. 66, Near Bhimnath Bridge, Sayajiganj, Vadodara, Gujarat-390020 India

CIN: L51100GJ1982PLC162541 | Phone No.: 0265-2476666 | www.sayajihotels.com

- 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; neeshcs2004@yahoo.co.in and cs@sayajigroup.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)
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.

SAYAJI HOTELS LIMITED

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EXPLANATORY STATEMENT

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

Item No. 01: To approve the limits of providing Financial Assistance by way of Loan / Guarantee / Security to any Body Corporate or Body Corporate in which Directors of the Company are interested

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the members of the Company is obtained by way of passing a Special Resolution.

The management is of the view that the Company may be required to provide financial assistance by way of loan or give guarantee or provide security in respect of loans, to any of its group companies or any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, the Board of Directors of the Company decided to seek approval of the members pursuant to the amended provisions of Section 185 of the Act to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such any person, for their principal business activities not exceeding of Rs. 150 Crores (Rupees One Hundred Fifty Crores Only).

The Members may note that the Board of Directors of the Company shall carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this resolution except to the extent of their respective shareholding in the Company, if any.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing the **Special Resolution**.

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Item No. 02: To revise the remuneration of Mrs. Saba Raof Dhanani, Promoter, holding an office or place of profit in the Company

Mrs. Saba Raof Dhanani, Promoter of the Company, is holding an office or place of profit in the Company and has been actively involved in the operations and business activities of the Company. Considering her continued contribution, operational involvement, extensive experience and expertise in the hospitality industry, the Board of Directors, based on the recommendation of the Audit Committee, has approved the revision in her remuneration, subject to approval of the Members of the Company.

The proposed remuneration payable to Mrs. Saba Raof Dhanani shall be Rs. 4,60,000/- (Rupees Four Lakh Sixty Thousand Only) per month as Gross Salary together with such annual increments and other benefits as may be determined from time to time by the Board of Directors within the limits permissible under applicable laws.

The proposed transaction constitutes a Related Party Transaction under the provisions of Section 188 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding Rs. 2,50,000/- requires approval of the Members by way of an Ordinary Resolution.

The Audit Committee and the Board of Directors at their respective meetings held on May 28, 2026 have reviewed and approved the proposed revision in remuneration and have recommended the same for approval of the Members by way of passing the **Ordinary Resolution**.

Sr. No.	Particulars	Details
1.	Name of the Related Party	Mrs. Saba Raof Dhanani
2.	Nature of Relationship	Promoter of the Company
3.	Nature, Material Terms and Particulars of the Transaction	Revision in remuneration payable to Mrs. Saba Raof Dhanani, holding an office or place of profit in the Company, to Rs. 4,60,000/- (Rupees Four Lakh Sixty Thousand Only) per month as Gross Salary together with such annual increments and other benefits as may be determined from time to time by the Board of Directors.
4.	Tenure of the Transaction	Effective from Financial Year 2026-27 and continuing until further revision as may be approved in accordance with applicable laws.
5.	Value of the Transaction	Aggregate annual remuneration of approximately Rs. 55,20,000/- (Rupees Fifty-Five Lakh Twenty Thousand Only) per annum.
6.	Percentage of Annual Consolidated Turnover	The value of the proposed transaction represents approximately 0.37% of the annual consolidated turnover of the Company based on the audited consolidated financial statements for the financial year ended March 31, 2026.

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7.	Justification for the Transaction	Considering the extensive experience, industry knowledge, operational involvement and continued contribution of Mrs. Saba Raof Dhanani in the hospitality business of the Company, the proposed revision in remuneration is considered appropriate and in the interest of the Company. The Board believes that her expertise and guidance will continue to contribute significantly towards operational efficiency, business growth and strategic development of the Company.
8.	Interest of Related Party	Mrs. Saba Raof Dhanani is interested in the resolution to the extent of remuneration and benefits payable to her.
9.	Approval of Audit Committee and Board	The Audit Committee and the Board of Directors at their respective meetings held on May 28, 2026 have approved and recommended the proposed transaction for approval of the Members.

Item No. 03: To revise the remuneration of Mrs. Sumera Raof Dhanani, Promoter, holding an office or place of profit in the Company

Mrs. Sumera Raof Dhanani, Promoter of the Company, is holding an office or place of profit in the Company and has been actively involved in the operations and business activities of the Company. Considering her continued contribution, operational involvement, extensive experience and expertise in the hospitality industry, the Board of Directors, based on the recommendation of the Audit Committee, has approved the revision in her remuneration, subject to approval of the Members of the Company by way of passing the **Ordinary Resolution**.

The proposed remuneration payable to Mrs. Sumera Raof Dhanani shall be Rs. 4,60,000/- (Rupees Four Lakh Sixty Thousand Only) per month as Gross Salary together with such annual increments and other benefits as may be determined from time to time by the Board of Directors within the limits permissible under applicable laws.

The proposed transaction constitutes a Related Party Transaction under the provisions of Section 188 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding Rs. 2,50,000/- requires approval of the Members by way of an Ordinary Resolution.

The Audit Committee and the Board of Directors at their respective meetings held on May 28, 2026 have reviewed and approved the proposed revision in remuneration and have recommended the same for approval of the Members.

Sr. No.	Particulars	Details
1.	Name of the Related Party	Mrs. Sumera Raof Dhanani
2.	Nature of Relationship	Promoter of the Company

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3.	Nature, Material Terms and Particulars of the Transaction	Revision in remuneration payable to Mrs. Sumera Raof Dhanani, holding an office or place of profit in the Company, to Rs. 4,60,000/- (Rupees Four Lakh Sixty Thousand Only) per month as Gross Salary together with such annual increments and other benefits as may be determined from time to time by the Board of Directors.
4.	Tenure of the Transaction	Effective from Financial Year 2026-27 and continuing until further revision as may be approved in accordance with applicable laws.
5.	Value of the Transaction	Aggregate annual remuneration of approximately Rs. 55,20,000/- (Rupees Fifty-Five Lakh Twenty Thousand Only) per annum.
6.	Percentage of Annual Consolidated Turnover	The value of the proposed transaction represents approximately 0.37% of the annual consolidated turnover of the Company based on the audited consolidated financial statements for the financial year ended March 31, 2026.
7.	Justification for the Transaction	Considering the extensive experience, industry knowledge, operational involvement and continued contribution of Mrs. Sumera Raof Dhanani in the hospitality business of the Company, the proposed revision in remuneration is considered appropriate and in the interest of the Company. The Board believes that her expertise and guidance will continue to contribute significantly towards operational efficiency, business growth and strategic development of the Company.
8.	Interest of Related Party	Mrs. Sumera Raof Dhanani is interested in the resolution to the extent of remuneration and benefits payable to her.
9.	Approval of Audit Committee and Board	The Audit Committee and the Board of Directors at their respective meetings held on May 28, 2026 have approved and recommended the proposed transaction for approval of the Members.

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

**Date: 25th June, 2026
Place: Vadodara**

Sd/-

**Puneet Karade
Company Secretary and Compliance Officer**

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