

APOLLO SINDOORI HOTELS LIMITED
CIN: L72300TN1998PLC041360
Registered Office: No. 43/5, Ground Floor, Hussain Mansion,
Greams Road, Thousand Lights, Chennai 600006.

NOTICE TO SHAREHOLDERS

Dear Shareholder(s)

Notice is hereby given that the 24th Annual General Meeting of the Shareholders of Apollo Sindoori Hotels Limited will be held on 29th September 2022, Thursday at 11.00 A.M. through Video Conferencing ('VC') or Other Audio Video Means ('OAVM') which would be deemed to be conducted at the Registered Office of the Company at No. 43/5, Ground Floor, Hussain Mansion, Greams Road, Thousand Lights, Chennai - 600006 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31st March 2022 and the Consolidated Financial Statements for the said Financial Year and the Report of the Directors and Auditors thereon.
2. To declare final dividend of Rs. 1.50/- (One Rupee and Fifty Paise Only) per share to shareholders.
3. To appoint a Director in place of Mrs. Suneeta Reddy (DIN: 00001873), Director who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Pottipati Vijayakumar Reddy (DIN: 01097295), Director who retires by rotation and being eligible, offers himself for re-appointment.
5. Appointment of Auditors and fixing their remuneration

"RESOLVED THAT pursuant to provision of section 139 and 142 of the Companies Act 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members be and is hereby given to re-appoint M/s P. Chandrasekar LLP, Chartered Accountants as the statutory auditors of the Company to hold office from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor."

RESOLVED FURTHER THAT any Director and/or Mr. M.SP. Meyyappan, CFO and/or Ms. Surabhi Pasari, Company Secretary be and is/are hereby jointly/severally authorized for and on behalf of the Company

to take all necessary steps and to do all such acts, deeds, matters, filings and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:

6. Reappointment of Mr. Chithambaranathan Natarajan as a Whole-time Director and Chief Executive Officer

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mr. Chithambaranathan Natarajan as a Whole-time Director and Chief Executive Officer (DIN: 06392905), for a period of 6 (six) months with effect from 30th May 2023 on the terms and conditions including remuneration as set out in Explanatory Statement with liberty to the Board of Directors (hereinafter referred to as “Board” which term shall include the Nomination and Remuneration Committee) to alter and vary the terms and conditions including remuneration as it may deem fit.

RESOLVED FURTHER THAT the approval of appointment by Special Resolution would also be deemed to be approval of remuneration payable to him due to insufficiency in profit as set out in Explanatory Statement within the provision of Part B of Section II Part II of Schedule V of Companies Act, 2013 and applicable Rules, if any, and would include an authority being granted to Board and Committee to vary and increase the remuneration within the limit laid down there under from time to time.

RESOLVED FURTHER THAT Mr. C. Natarajan in the capacity of Whole Time Director and Chief Executive Officer will be entrusted with the powers, authorities, functions, duties, responsibilities etc. as assigned to him as CEO and further as may be assigned/ delegated by Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT Mr. C. Natarajan will be a director liable to retire by rotation and his re-appointment as such director shall not be deemed to constitute a break in appointment as Whole Time Director and Chief Executive Officer during his tenure till 29th November 2023.”

7. Authorisation under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100,00,00,000 (Rupees Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Director and/or Chief Financial Officer and/or Company Secretary of the Company, be and are hereby jointly/severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Place: Chennai

By Order of the Board

Date: 12/08/2022

For Apollo Sindoori Hotels Limited

Sd/-

Surabhi Pasari

Company Secretary & Compliance officer

Notes

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 2/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”). In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI LODR Regulations, 2015) and MCA circulars, the 24th Annual General Meeting (AGM) of the Company is thus being held through video conferencing (VC) or other audio visual means (OAVM) without physical presence of members at a common venue. Hence, members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at No. 43/5, Ground Floor, Hussain Mansion, Greams Road, Thousand Lights, Chennai – 600006.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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 AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. In case of joint holders, the members whose name appears as first holders in the order of names on the Register of Members of the Company will be entitled to vote.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 read with MCA Circulars, the President of India or the Governor of a State or a body corporate, if they are members of a Company are entitled to appoint their authorized representative to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, herein below). The Corporate shareholders are requested to send a certified true copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting through VC/OAVM.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.apollosindoori.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the "Act"), setting out the material facts and reasons, in respect of the special business (Item No. 6 and 7) of this Notice, is annexed herewith.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September 2022 (Friday) to 29th September 2022 (Thursday) (both days inclusive). The Record date for the purpose of determining the names of the shareholders who are entitled for the final dividend based on approval of members shall be Thursday, 22nd September 2022.

9. Shareholders, whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22nd September, 2022 shall be entitled to avail the facility of remote e-voting or voting at the AGM.
10. The voting rights of the members shall be in proportion to their shares of the paid up share capital of the Company as on the cut off date i.e. 22nd September, 2022.
11. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company between 11 AM to 1 PM on all working days except Saturdays till the date of AGM.
12. During the AGM, members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts and arrangements in which directors are interested maintained under Section 189 of the Act, upon request made at secretary@apollosindoori.com
13. Brief resume of Directors proposed to be re-appointed along with such other details as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015, as amended and Secretarial Standards on General Meetings (SS-2), are provided in this notice.
14. In view of the applicability of Securities and Exchange Board of India (“SEBI”) notification dated 08th June, 2018, which has mandated that the requests for transfer of securities shall take place only in dematerialized form w.e.f 01st April, 2019, members are requested to dematerialize their securities with NSDL/CDSL in order to avoid any hassle while transferring the securities in future. The Company’s ISIN No. is INE451F01024.
15. Members are requested to lodge Share Transfer Documents and all other correspondences and queries relating to Share Transfer, Share Certificates, Change of address, dividend related matters etc. to the Company’s Registrar and Share Transfer Agent, Cameo Corporate Services Limited, (Unit: Apollo Sindoori Hotels Limited), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai – 600 002, or by emailing them at investor@cameoindia.com.
16. Members holding shares in physical form are requested to communicate their change of postal address (enclose self attested copy of Aadhar card), email address, if any, and bank account details (enclose cancelled cheque leaf) quoting their folio nos. to Company’s RTA at their email id investor@cameoindia.com . Similarly members holding shares in Demat Form shall intimate the above details to their respective Depository Participants. Members are requested to register their email ID and contact numbers for ease of communication with the RTA or with their respective Depository Participants.
17. The Securities and Exchange Board of India (SEBI) had mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form can submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN details to the Company’s RTA.
18. The Company has appointed Mr. Gouri Shanker Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP as Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner who have consented to be available for the same.

19. Scrutinizer shall not later than 48 hours of the conclusion of the AGM prepare and provide a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to each of the resolution and provide the same to the Chairman or a person authorized by him in writing and such person may declare the result of the voting forthwith.
20. The results of the remote e-voting and e-voting at the AGM will be announced by the Chairman or person authorized by him within 48 hours from the conclusion of AGM. The voting results along with the Scrutinizer's Report shall be placed at the website of the Company www.apollosindoori.com and on the website of CDSL www.evotingindia.com. The results will be simultaneously communicated to the Stock Exchange at www.nseindia.com
21. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 29th September, 2022.
22. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), dividends, if not claimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF').

The IEPF Rules mandate companies to transfer shares of members whose dividends remain unpaid/unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The members whose dividend/shares are transferred to the IEPF Authority can claim their shares/dividend from the Authority. The Company has appointed Ms. Surabhi Pasari, Company Secretary as the Nodal Officer of the Company under IEPF provisions.

23. Details of dividend declared for the financial years from 2014-15 onwards are given below:

Financial Year	Date of Declaration of Dividend	Unpaid Amount as on 31.03.2022 (In Rs.)	Date of transfer to Unclaimed Dividend Account	Date of Transfer to IEPF
2014-2015	12.08.2015	9,86,511	18.09.2015	18.09.2022
2016-2017 (Interim)	29.09.2016	1,36,172	05.11.2016	05.11.2023
2016-2017	21.07.2017	3,23,690	27.08.2017	27.08.2024
2017-2018	31.07.2018	3,81,525	06.09.2018	06.09.2025
2018-2019	25.07.2019	4,63,884	31.08.2019	31.08.2026
2019-2020	17.09.2020	2,80,264	24.10.2020	24.10.2027
2020-2021	28.09.2021	1,69,793.25	04.11.2021	04.11.2028

24. Since the ensuing AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Hence, route map to reach the venue of the AGM is not annexed.

25. In compliance with the aforesaid MCA Circulars, electronic copy of the notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members who have not registered their email addresses so far or who would like to update their email addresses already registered, are requested to register /update their email address with their Depository Participants (in respect of shareholders who hold shares in dematerialized form) and with RTA (for those shareholders who hold shares in physical form) to enable us to send you all communications including Annual Report, Notices etc.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Monday 26th September 2022 at 9 A.M. and ends on Wednesday, 28th September 2022 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 22nd September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

Login method for e-Voting and joining virtual meetings 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of Apollo Sindoori Hotels Limited on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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 and to the Company at the email address secretary@apollosindoori.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretary@apollosindoori.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretary@apollosindoori.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 investor@cameoindia.com
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 attending AGM & 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 22 55 33.

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 22 55 33.

EXPLANATORY STATEMENT

Details pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Item No. 5

The Board in their meeting held on 29th July, 2022 approved the re-appointment of M/s P. Chandrasekar LLP, Chartered Accountants, subject to approval of members in the ensuing Annual General Meeting for a period of 5 (five) consecutive years to hold office from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company on a remuneration as mutually agreed between the Board of Directors and the Auditor.

The proposed fees payable to M/s P. Chandrasekar LLP is as under:

Statutory Audit Fees	6,60,000
Limited Review Fees	1,00,000
Total	7,60,000

The above fees is exclusive of GST.

Basis of recommendation and credentials of M/s P. Chandrasekar LLP

M/s P. Chandrasekar LLP were appointed as Statutory Auditors of the Company by the members in the 19th Annual General Meeting held on 21st July, 2017 for a period of 5 (five) consecutive years to hold office from the conclusion of 19th Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company. Since, the tenure of M/s P. Chandrasekar LLP will expire in the 24th Annual General Meeting of the Company and being eligible for re-appointment for another consecutive term of 5 (five) years, the Board of Directors in their meeting held on 29th July, 2022 recommended re-appointment of M/s P. Chandrasekar LLP for another period of 5(five) years to hold office from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company subject to approval of members.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice and wherever necessary:

Item No. 6

Mr. Chithambaranathan Natarajan (DIN: 06392905), has been associated with the Company as Chief Executive Officer (CEO) since 2nd May, 2016. He has been holding office in the capacity of Whole-Time Director & CEO in terms of the approval accorded by members of the Company in the 23rd Annual General Meeting held on 28th September, 2021 for a period of 1 year w.e.f. 30.05.2022. His present tenure would

expire on 29.05.2023. The Board of Directors on the basis of recommendation of Nomination and Remuneration Committee has re-appointed him as Whole-Time Director & CEO for a period of six (6) months w.e.f 30.05.2023 on the terms and conditions including remuneration as set out below. Fresh approval of the members by way of Special Resolution is being sought for the same.

The approval of his appointment by Special Resolution would also be deemed to be approval of remuneration payable to him due to insufficiency in profit as set out in Explanatory Statement within the provision of Part B of Section II Part II of Schedule V of Companies Act, 2013.

Mr. C. Natarajan satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. However, the remuneration proposed to be paid require the approval by way of Special Resolution. Accordingly, the details as required to be provided under Section II Part II of Schedule V of Companies Act, 2013 owing to insufficiency of profit, is given below. Further, the information as provided hereinunder may be treated as a written memorandum setting out the terms of appointment of Mr. C. Natarajan under Section 190 of the Act.

Broad particulars of remuneration payable to Mr. C. Natarajan are as under:

- a. Basic Salary: Rs. 59,47,800 per annum.
- b. House Rent Allowance: Rs. 30,00,000 per annum.
- c. Utility Bills be reimbursed at actuals.
- d. Leave Fare Concession facility be paid at Rs. 48,000 per annum.
- e. Other perquisites as per policy of the Company
- f. Variable Pay to be paid as decided by the Board.
- g. All other terms and conditions of his employment as may be decided by the Board.

Details according to Part B of Section II Part II of Schedule V of Companies Act, 2013 and applicable Rules:

I. General information:

(1) Nature of industry: Catering, Management Services, Hospitality and Restaurants.

(2) Date or expected date of commencement of commercial production: It is already a going concern and the business is being continued and it is expected that Company will perform better owing to focussed approach.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

(4) Financial performance based on given indicators: During the financial year 2021-22 the Company achieved a revenue of Rs. 203 Crore against Rs. 165 crores in FY 2020-21. EBITDA for the FY 2021-22 stood at Rs.16.58 Crores compared to Rs.11.77 Crores for FY 2020-21 and PBT for FY 2021-22 is Rs.12.79 crores against Rs.7.89 Crores for FY 2020-21. The financial performance in the year 2021-22 has improved compared to last year and the Covid lockdown impact on revenue generations have been reduced.

(5) Foreign investments or collaborations, if any: Company does not have direct foreign investment or foreign collaboration.

II. Information about the appointee:

(1) Background details: Please refer Annexure to Notice and Explanatory Statement for details including his qualification, certifications, work experience, achievements, etc.

(2) Past remuneration: His past remuneration details are as under:

- a. Basic Salary: Rs. 59,47,800 per annum.
- b. House Rent Allowance: Rs. 30,00,000 per annum.
- c. Utility Bills be reimbursed at actuals.
- d. Leave Fare Concession facility be paid at Rs. 48,000 per annum.
- e. Other perquisites as per policy of the Company
- f. Variable Pay to be paid as decided by the Board.
- g. All other terms and conditions of his employment as may be decided by the Board.

(3) Recognition or awards: Please refer Annexure to Notice and Explanatory Statement for details of his various certifications.

(4) Job profile and his suitability: He has been working as Chief Executive Officer w.e.f. 2nd May 2016 and as WTD and CEO w.e.f 30th May 2019. Further, he also take care of the joint venture operation being representative from the Company. His continued services are required for better performance of the Company. Details of job profile and suitability provided above in explanatory statement and not provided here to avoid repetition.

(5) Remuneration proposed: As mentioned above.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: We could not identify similar size company and since Company is on growth path, no comparable figures available. However, the Company being in hospitality industry, the remuneration level for profile with respect to industry, size of the company, profile of the position and person is much higher compared to remuneration being offered.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: No pecuniary relationship directly or indirectly with the company or relationship with the other managerial personnel. His appointment is purely professional.

III. Other information:

(1) Reasons of loss or inadequate profits: The company is performing well and is aiming to do better. Since, the Company is on growth trajectory, the remuneration proposed is bit higher compared to limit set out as percentage of net profit and hence approval is being sought under Section II Part II of Schedule V of Companies Act, 2013. Further, he is also overseeing JV and subsidiary operation and hence consolidated account may be referred to which provides better financial.

(2) Steps taken or proposed to be taken for improvement: Company is aiming to do well in future under his continued guidance.

(3) Expected increase in productivity and profits in measurable terms: The financials for 2021-22 has been improved compared to previous financial year and Company has reached pre covid level. It is expected that standalone and consolidated performance would further improve over a period of time.

IV. Disclosures

(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors: Details provided above.

(ii) details of fixed component and performance linked incentives along with the performance criteria: Details provided above;

(iii) service contracts, notice period, severance fees: Details provided above

(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: NA

He will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Wholetime Director will be under the overall authority of the Managing Director/ Board.

- (i) He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Companies Act.
- (ii) He shall adhere to the Company's Code of Conduct.
- (iii) The office may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Mr. C. Natarajan has rich and varied experience in the industry and has been involved in the operations of the Company and has also served last three years as WTD and CEO. It would be in the interest of the Company to avail his considerable expertise. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mr. C. Natarajan as a Whole-time Director and Chief Executive Officer.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Mr. C. Natarajan are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investments in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporates as and when required. Members may note that pursuant to

Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.100 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 7 of the accompanying notice. The Board recommends the resolution at Item no.7 to be passed as Special Resolution.

By Order of the Board,
For Apollo Sindoori Hotels Limited

Sd/-
Surabhi Pasari
Company Secretary & Compliance officer

Place: Chennai

Date : 12th August 2022

Annexure to Notice and Explanatory Statement

Brief particulars of the directors who are proposed to be appointed/ re-appointed as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2)

1. Mrs. Suneeta Reddy

Mrs. Suneeta Reddy is Managing Director of Apollo Hospitals Enterprise Limited. She has been associated with Apollo Hospitals Group from 1989 in various positions like Executive Director - Finance, Joint Managing Director and Managing Director. A key influencer in the Indian healthcare industry, Mrs. Suneeta Reddy is a widely recognized for her contributions and has held leadership positions including Co-Chairperson of Healthcare Sub Committee - Confederation of Indian Industry (CII) and is a member in National Committee on Healthcare. She is also a member of the Harvard Business School India Advisory Board (IAB). Mrs. Suneeta Reddy received her Bachelor of Arts degree in Public Relations, Economics and Marketing from Stella Maris College in Chennai. She holds a Diploma in Financial Management from the Institute of Financial Management and Research, Chennai and has completed the Owner / President Management Program at Harvard Business School (HBS), Boston, USA.

2. Mr. P.Vijayakumar Reddy

Mr.P.Vijayakumar Reddy is the founder of PPN Power Generating Company Private Limited which having the capacity of 330.5 MW, Gas cum Naphtha fired, Combined Cycle Power Plant at Villages Pillaiperumalnallur and Manickapangu, Tharangambadi Taluk, Nagapattinam District, Tamil Nadu. Mr.P.Vijayakumar Reddy is also associated with Entertainment Electronics, Hospitality, Dry cell Batteries, Real estate, Home appliances, Generation of Electric Power, Healthcare, Info Tech, Infrastructure etc. Mr.P.Vijayakumar Reddy has completed Bachelor degree in Commerce.

3. Mr. C Natarajan

Mr. Chithambaranathan Natarajan is experienced in Specific Functional Areas over 40 years of experience in hospitality, catering, management services, restaurants etc. He was also a Vice President & Unit Head, Apollo Hospitals, Vanagaram, Chennai (300-bedded). 2001-2011 – Vice President-Operations /Sr. General Manager, Apollo Hospitals Enterprise Ltd-Main hospital, Greams Road, Chennai (600-bedded). He holds Master's degree in Commerce, University of Madras, Master's degree in Business Administration, University of Madras and Master's degree in Law (Labour And Industrial Relations Administrative Law), Annamalai University, India. He has also got various Certifications like:

- Executive Management Program on Hospital Management, Indian Institute of Management, Ahmedabad
- Executive Education on General Management, Indian Institute of Management, Bangalore
- Executive Management Program on Project Management, Indian Institute of Management, Ahmedabad
- Basic and Advanced certification in HR process Management, Indian society of Applied Behavioural science

- JCIA/NABH Lead Auditor Training – Confederation of Indian Industries
- Quality System Certification, Singapore Quality Assurance
- Certification in Leadership, McGrath Institute of Leadership training
- Certification in General Management, McGrath Institute of Leadership training
- National Disaster Preparedness Course, Indian Academy of Traumatology, British High Commission and British Council, India

B. Other Details

Name	Mrs. Suneeta Reddy	Mr. Pottipati Vijayakumar Reddy	Mr. C Natarajan
Director Identification Number	00001873	01097295	06392905
Designation	Non-Executive Director	Non-Executive Director	Whole-time Director & CEO
Date of Birth	03/04/1959	28/06/1951	03/07/1961
Date of First Appointment on the Board	13/11/1998	21/08/2000	30/05/2019
Experience in Specific Functional Area	Function area Strategy, Hospital Operations, Corporate Services viz., Finance & Accounts, Procurement, HR, Legal, MIS, Internal Audit, ERM	Associated with Entertainment, Electronics, Hospitality, Real estate, Power, Healthcare, etc.	Associated with Hospital, Engineering, Hospitality, Real estate, Power, Healthcare, etc.
Qualification	Bachelor of Arts, Diploma in Financial Management, Management Program at Harvard Business School	Bachelor in Commerce	Post-graduate Diploma in Personnel Management & Industrial Relations (Hons), Madras Social of Social Work, Chennai. Master's degree in Business Administration , University of Madras. Master's degree in Commerce, University of Madras.

			Master's degree in Law (Labour and Industrial Relations Administrative law), Annamalai University, India
Details of remuneration sought to be paid	No remuneration	No remuneration	As mentioned in explanatory statement
Last Remuneration Drawn	No remuneration	No remuneration	As mentioned in explanatory statement
Relationship with other directors and KMP	Daughter of Sucharitha Reddy, Sister in law of Pottipati Vijayakumar Reddy and Mother of Sindoori Reddy	Brother in law of Suneeta Reddy, Son in law of Sucharitha Reddy, Uncle of Sindoori Reddy	NA
Directorship in Companies	<ol style="list-style-type: none"> 1. Apollo Sindoori Hotels Limited 2. Chennai International Centre 3. Helios Holdings Private Limited 4. Medics International Lifesciences Limited 5. Garuda Energy Private Limited 6. PHD Chamber Of Commerce And Industry 7. Indraprastha Medical Corporation Limited 8. Apollo Multispeciality Hospital Limited 9. Apollo Hospitals Enterprise Limited 10. Apeejay Surrendra Park Hotels Limited 	<ol style="list-style-type: none"> 1. Apollo Sindoori Hotels Limited 2. A.H Medired Innovative Solutions Private Limited 3. Apollo Advanced Manufacturing Services Private Limited 4. Aapex Power and Industries Private Limited 5. Preetha Investments Private Limited 6. PPN Holdings Private Limited 7. Vikarsh Strategic Investments Private Limited 	<ol style="list-style-type: none"> 1. Apollo Sindoori Hotels Limited 2. Faber Sindoori Management Services Private Limited 3. Olive & Twist Hospitality Private Limited
Chairman/ Member in the Committee of the Boards of Other Public Companies	Chairman: Risk Management Committee	Nil	Nil

	<p>(i) Apollo Hospitals Enterprises Limited</p> <p>Member:</p> <p>Audit Committee: (i) Indraprastha Medical Corporation Limited</p> <p>Nomination and Remuneration Committee: (i) Medics International Lifesciences Limited</p> <p>CSR Committee: (i) Apollo Hospitals Enterprises Limited</p> <p>Investment Committee: (i) Apollo Hospitals Enterprises Limited (ii) Indraprastha Medical Corporation Limited</p> <p>Share Transfer Committee: (i) Apollo Hospitals Enterprises Limited</p> <p>Stakeholders Relationship Committee: (i) Apollo Hospitals Enterprises Limited (ii) Apeejay Surrendra Park Hotels Limited</p>		
No of Shares held in Company	99,870	51,170	Nil
Number of meetings of the Board attended during the year	1	1	4