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info@apollosindoori.com

www.apollosindoori.com



12th June, 2024

The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza" C-1 Block G
Bandra Kurla Complex
Bandra (East)
Mumbai- 400051
SYMBOL: APOLSINHOT

Sub: Postal Ballot Notice for Re-appointment of Mr. Chithambaranathan Natarajan as Whole-time Director of the Company

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

We hereby inform you that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) regulations, 2015, we enclose herewith the Notice of Postal Ballot approved by the Board of Directors of the Company in their meeting held on 28th May, 2024 and to be issued to shareholders for obtaining their consent for the following Special Business:

Re-Appointment of Dr. Chithambaranathan Natarajan (DIN: 06392905) as a Whole-time Director of the Company for a period of 3 months w.e.f 30th May, 2024 till 29th August, 2024 and the remuneration payable to him.

HOSPITALITY • CATERING • RESTAURANTS • MANAGEMENT SERVICES

APOLLO SINDOORI HOTELS LIMITED

(Registered & Corporate Office)

43/5, Hussain Mansion, Greams Road,
Thousand Lights, Chennai - 600 006.

CIN No.L72300TN1998PLC041360

+91 44 49045002

info@apollosindoori.com

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The schedule of events fixed by the Board of Directors in connection with Postal Ballot is given below:

1. The Postal Ballot notice is sent to the shareholders whose name appear on the Company's Register of members and the List of Beneficial owners received from NSDL/CDSL as on the Cut-off date Friday, 07th June, 2024.
2. The Dispatch of Postal Ballot Notice by Email completed on 12th June, 2024.
3. Voting of Postal Ballot through E-voting commences at 9.00 a.m. (IST) Friday, 14th June, 2024 and ends at 5.00 p.m (IST) Saturday, 13th July, 2024.
4. Mr. K J Chandra Mouli, FCS 11720; Certificate of Practice No. 15708, Partner, BP & Associates, Practicing Company Secretaries has been appointed by the Board as Scrutinizer to conduct the Postal Ballot process.

Please take the same on records.

Thanking You,

Yours faithfully,

For APOLLO SINDOORI HOTELS LIMITED

D V Swathi

Company Secretary

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APOLLO SINDOORI HOTELS LIMITED

CIN: L72300TN1998PLC041360

Registered Office: No. 43/5, Hussain Mansion, Greams Road,
Thousand Lights, Chennai, Tamil Nadu, India, 600006
Tel:044- 49045000

Email: secretary@apollosindoori.com/Website: www.apollosindoori.com

POSTAL BALLOT NOTICE

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that the resolution set out below are proposed for approval by the members of Apollo Sindoori Hotels Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their vote electronically, pursuant to Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated 13th April, 2020 read with other circulars, including General Circular General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 General circular No. 3/2022 dated May 5, 2022, No.11/2022 dated December 28, 2022 no.09/2023 dated September 25, 2023, issued by Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meeting (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

The draft of the resolutions to be passed, together with the Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members for casting their votes for e-Voting by selecting appropriate options for the Resolutions,

in accordance with the provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of Section 108 and 110 of the Act, 2013, the Rules made thereunder and the MCA Circulars, the Company has engaged the service of Central Depository Services Limited (“CDSL”), as the agency to provide e-voting facility.

The detailed procedures for voting through “electronic means” are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, the 07th June, 2024. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The Board of directors in compliance with Rule 22(5) of the Rules, has appointed Mr. K J Chandra Mouli., FCS 11720 ; Certificate of Practice No. 15708 , Partner M/s. BP & Associates., Practicing Company Secretaries as Scrutinizer, at its meeting held on 28th May, 2024, to scrutinize the Postal Ballot process (voting through “electronic means”) in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of E-voting	9.00 a.m. (IST) On Friday, 14 th June, 2024
End of E-voting	5.00 p.m.(IST) On Saturday, 13 th July, 2024

The said Notice of Postal Ballot have also been placed on the Company’s website viz. <https://www.apollosindoori.com> for use by the Members and also in the website of the stock exchanges where the shares of the Company are listed and website of the CDSL.

The Scrutinizer will submit the report not later than 48 hours from the last date of voting on the results of voting through “electronic means” to the Chairman or any one of the Directors of the Company, after completion of the scrutiny of voting by “electronic means”.

The results of e-voting will be announced on or before Tuesday, the 16th July, 2024. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website <https://www.apollosindoori.com> and will be forwarded to the Stock Exchanges where the Company’s shares are listed. CDSL has been engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website.

The last date of voting, i.e., Saturday, the 13th July, 2024 will be taken to be the date of passing of the said Resolutions by the members of the Company.

Members requiring any clarification may contact the registered office of the Company or through e-mail viz., **secretary@apollosindoori.com**.

All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to **secretary@apollosindoori.com** mentioning his/her/its folio number/DP ID and Client ID.

Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, Registrar and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will take place only through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members.

SPECIAL BUSINESSES:

Item No. 1

Re - Appointment of Dr. Chithambaranathan Natarajan (DIN: 06392905) as a Whole-time Director of the Company and the remuneration payable to him:

To consider and, if thought fit, to pass the following Resolution(s) as an 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 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable (including any statutory modification(s) or re-enactment(s) thereto, for the time being in force and in accordance with the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded for the re-appointment of Dr. Chithambaranathan Natarajan (DIN: 06392905) as a Whole-time Director and Chief Executive Officer, for a period of 3 (three) months with effect from 30th May 2024 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 Sections 196, 197 and 198 read with 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 Dr. Chithambaranathan Natarajan in the capacity of Whole Time Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. as assigned to him as and further as may be assigned/ delegated by Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT Dr. Chithambaranathan 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 during his tenure till 29th August, 2024.”

By order of the Board of Directors

For APOLLO SINDOORI HOTELS LIMITED

Sd/-

D V Swathi
Company Secretary

Place: Chennai

Date: 28th May, 2024

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act, 2013 and the procedures for voting through “electronic means”.

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons concerning the proposals as stated above is annexed hereto.
2. In Compliance with the MCA circulars, this Postal ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members/register of beneficial owners as on Friday, the 07th June, 2024 (“**Cut-off Date**”) received from the Depositories and whose email address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories. Physical copies of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

3. The Notice is being sent to the members in electronic form only to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar Share Transfer Agent (in case of physical shareholding).
4. Members who have not registered their e-mail 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 all future communication(s) in electronic form.
5. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-Off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. A member cannot exercise his / her vote by proxy on postal ballot.
7. Pursuant to the provisions of Section 108 and 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of CDSL as the Authorized Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.

8. The e-voting period commences at 9.00 a.m. (IST) on Friday, 14th June, 2024 and ends at 5.00 p.m. (IST) on Saturday, 13th July, 2024.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e, Saturday, the 13th July, 2024.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by CDSL by typing the URL: <https://www.cdslindia.com>.
11. The Board of Directors has appointed Mr. K J Chandra Mouli., FCS 11720 ; Certificate of Practice No. 15708, Partner, BP & Associates, Company Secretary in Practice as Scrutinizers to conduct the postal ballot voting process (voting through electronic means), in a fair and transparent manner.
12. The Scrutinizer will submit the report to the Chairman or any other Board of Directors after the completion of scrutiny and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.apollosindoori.com and communicated to the Stock Exchanges.

THE INSTRUCTION FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The Voting period begins on Friday, 14th June, 2024 at 9.00 AM and ends on Saturday, 13th July, 2024, at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date Friday, 07th June, 2024 may cast their vote electronically.

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

Pursuant to 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 shareholders/retails 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.

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode with 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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. 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 cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-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 provider website for casting your vote through the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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 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 OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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.

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 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.

Key Information at a Glance:

Cut-off Date to determine eligible Members to vote on the resolution	07 th June, 2024
Voting start time and date	9:00 a.m. (IST) on Friday, 14 th June, 2024
Voting end time and date	5:00 p.m. (IST) on Saturday, 13 th July, 2024

Address and contact details of Registrar and Share Transfer Agent. Contact name:	M/s. Cameo Corporate Services Ltd “Subramanian Building” No.1, Club House Road, Chennai-600 002 WISDOM- https://wisdom.cameoindia.com Phone: 044-40020700
Name, address and contact details of e-voting service Contact name	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 pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Items No. 1:

Dr. Chithambaranathan Natarajan (DIN: 06392905), has been associated with the Company as Chief Executive Officer (CEO) since 02nd May, 2016. He has been holding office in the capacity of Whole-Time Director & Chief Executive Officer (WTD & CEO) since May 2019. In terms of the approval accorded by members of the Company, he was reappointed in the 25th Annual General Meeting held on 29th September, 2023 as Whole-time Director and CEO for a period of 6 (six) months w.e.f 30th November, 2023. His present tenure would expire on 29th May, 2024. The Board considers that the appointment will be in the best interest and beneficial of the Company operations and growth. The Board of Directors on the basis of recommendation of Nomination and Remuneration Committee has re-appointed him as Whole-Time Director & CEO (WTD & CEO) for another period of three (3) months w.e.f 30.05.2024 on the terms and conditions including remuneration as set out below. 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.

Dr. Chithambaranathan 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 herein under may be treated as a written memorandum setting out the terms of appointment of Dr. Chithambaranathan Natarajan under Section 190 of the Act.

The terms of appointment and details of proposed remuneration in respect of Dr. C. Natarajan is as follows:

- 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 focused 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 2023-24 the Company achieved a revenue of Rs. 293 Crores against Rs. 268 crores in FY 2022-23. EBITDA for the FY 2023-24 stood at Rs.23.21 Crores compared to Rs.23.79 Crores for FY 2022-23 and PBT for FY 2023-24 is Rs.14.20 Crores against Rs. 16.56 crores for FY 2022-23. The financial performance in the year 2023-24 has decreased compared to last year due to combined effect of reduction in dividend income from subsidiary by Rs.1.77 Crore and increase in interest cost by Rs. 1.45 crore attributable to the borrowings applied in acquisition of shares in the subsidiary.
- (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 serves as a Director of subsidiary, Olive Plus Twist Avenues Private Limited (formerly known as Olive & Twist Hospitality Private Limited) and wholly-owned subsidiary, Sindoori Management Solutions Pvt. Ltd (formerly known as Faber Sindoori Management Services Private Limited). 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 subsidiaries operations 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 2023-24 have improved compared to previous financial year. 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 Whole-time 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.

Dr. Chithambaranathan Natarajan has rich and varied experience in the industry and has been involved in the operations of the Company and has also served for more than four 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 Dr. 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 Dr. Chithambaranathan 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. 1 of the Notice for approval by the members.

By order of the Board of Directors

For APOLLO SINDOORI HOTELS LIMITED

Sd/-

D V Swathi
Company Secretary

Place: Chennai

Date: 28th May, 2024

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)

Dr. Chithambaranathan Natarajan

Dr. Chithambaranathan Natarajan is experienced in Specific Functional Areas and have over 40 years of experience in Engineering, Hospitality and Hospital Operations, General administration and Human resource domains. He has been serving as a Chief Executive Officer of Apollo Sindoori Hotels Limited since 2016 and appointed as a Whole-time Director since 2019. He is also serving as a Director of subsidiaries of the Company i.e. Sindoori Management Solutions Private Ltd (formerly known as Faber Sindoori Management Services Pvt. Ltd) and Olive Plus Twist Avenues Pvt Ltd (formerly known as Olive & Twist Hospitality Pvt. Ltd) since 2019.

He was also a Vice President & Unit Head (2013-2016) of Apollo Hospitals, Vanagaram, Chennai (300-bedded). He also served as Vice President-Admin & Operations of Apollo Global Projects & Consultancy Division (2011-2013). He was also Sr. General Manager/Vice President-Operations (2001-2011) of Apollo Hospitals Enterprise Ltd., Greams Road, Chennai (650-bedded). He also served as Sr. General Manager -Operations of Apollo Specialty Hospitals, Chennai (1999-2001).

He has completed his degree of Doctor of Philosophy (HM), University of Madras. He also holds Master's degree in Commerce, University of Madras. He also holds Master's degree in Law (Labour Law), Annamalai University, India and Master's degree in Business Administration, University of Madras. He has completed Post-graduate Diploma in Personnel Management & Industrial Relations (Hons), Madras School of Social Work, Chennai.

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- ISO 9000 – 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
- NABH Implementation Program – NABH Internal Assessor Course, Global Health City/ Chennai

B. Other Details

Name of Director	Dr. C Natarajan
Director Identification Number (DIN)	06392905
Type of Directorship/Designation	Whole-time Director & Chief Executive Officer
Date of Birth	03/07/1961
Nationality	Indian
Age	63 years
Date of First Appointment on the Board	30/05/2019
Experience in Specific Functional Area	Engineering, Hospitality and Hospital Operations, General administration and Human resource domains.
Qualification	Doctor of Philosophy (HM), University of Madras. Master's degree in Commerce, University of Madras. Master's degree in Law (Labour Law), Annamalai University, India and Master's degree in Business Administration, University of Madras. Post-graduate Diploma in Personnel Management & Industrial Relations (Hons), Madras Social of Social Work, Chennai.
Details of remuneration sought to be paid	As per the Resolution at Item No. 1 of the Notice read with Explanatory Statement thereto
Last Remuneration Drawn	As per the Resolution at Item No. 1 of the Notice read with Explanatory Statement thereto
Relationship with other directors and KMP	Dr. Chithambaranathan Natarajan is not related to any of the Directors or Key Managerial Personnel of the Company.
Directorship in Companies	1. Apollo Sindoori Hotels Limited 2. Sindoori Management Solutions Private Ltd (formerly known as Faber Sindoori Management Services Private Limited)

	3. Olive Plus Twist Avenues Pvt Ltd (formerly known as Olive & Twist Hospitality Private Limited)
Listed entities from which the Director resigned in the past 3 years	None
Chairman/ Member in the Committee of the Boards of Other Public Companies	Nil
No of Shares held in Company	Nil
Number of meetings of the Board attended during the financial year	1