

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

**The Chairman
Bharat Hotels Limited**

36th Annual General Meeting of the Members of Bharat Hotels Limited held on Wednesday, the 23rd August, 2017 at 12.00 Noon at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001.

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, appointed by the Board of Directors of the Company at the meeting held on 21st July, 2017 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and voting at the 36th Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the AGM were transacted through remote e-voting and also voting at the AGM venue, for which purpose the Board of Directors of the Company engaged the services of Karvy Computershare Private Limited ("KCPL").
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 16th August 2017 were entitled to cast their votes by remote e-voting or voting at the AGM venue.
3. Voting through remote e-voting commenced at 9.00 a.m. on 19th August, 2017 and closed at 5.00 p.m. on 22nd August, 2017 when remote e-voting was blocked by KCPL.
4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of physical voting through ballot papers was provided at the AGM venue.
5. After the conclusion of voting at the AGM venue, the votes cast through voting at the AGM venue and remote e-voting were unblocked on 23rd August, 2017 at 02.13 PM. in the presence of 2 (two) witnesses, Ms. Suman Pandey and Mr. Amit Sharma neither of whom are in the employment of the Company.
6. Based on the reports generated from KCPL's e-voting website www.evoting.karvy.com and on the basis of physical voting done at the venue of AGM, which I have scrutinized, the consolidated results of voting are reported as under:



ORDINARY BUSINESS

Item No. 1- Ordinary Resolution

FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENT & CONSOLIDATED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	129	52218471	134	52218479	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	129	52218471	134	52218479	100
Invalid Votes		NIL		15			15

Item No. 2 - Ordinary Resolution

FOR DECLARATION OF DIVIDEND OF RS. 1.00 PER EQUITY SHARE FOR FINANCIAL YEAR 2016-17

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	129	52218471	134	52218479	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	129	52218471	134	52218479	100
Invalid Votes		NIL		15			15



Item No. 3 - Ordinary Resolution**FOR RE-APPOINTMENT OF MR. KESHAV SURI (DIN- 00005370) WHO RETIRES BY ROTATION**

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	125	40886989	130	40886997	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	125	40886989	130	40886997	100
Invalid Votes	NIL		15		15		

*Votes of related parties are not considered for this resolution

Item No. 4 - Ordinary Resolution**FOR RE-APPOINTMENT OF MR. DHARAM VIR BATRA (DIN- 00713012) WHO RETIRES BY ROTATION**

Resolution withdrawn by the Company because Mr. Dharma Vir Batra has resigned w.e.f. 14th August 2017.

Item No. 5 - Ordinary Resolution**FOR APPOINTMENT OF M/S WALKER CHANDIOK & CO., LLP, CHARTERED ACCOUNTANTS AND FIXATION OF THEIR REMUNERATION**

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	129	52218471	134	52218479	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	129	52218471	134	52218479	100
Invalid Votes	NIL		15		15		



SPECIAL BUSINESS**Item No. 6 - Ordinary Resolution****FOR APPOINTMENT OF MR. DHRUV PRAKASH (DIN 05124958) AS AN INDEPENDENT DIRECTOR**

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	129	52218471	134	52218479	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	129	52218471	134	52218479	100
Invalid Votes	NIL		15		15		

Item No. 7 - Ordinary Resolution**FOR APPOINTMENT OF MR. VIVEK MEHRA (DIN 00101328) AS AN INDEPENDENT DIRECTOR**

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	129	52218471	134	52218479	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	129	52218471	134	52218479	100
Invalid Votes	NIL		15		15		



Item No. 8 - Special Resolution**FOR RE-APPOINTMENT OF DR. JYOTSNA SURI (DIN 00004603) AS CHAIRPERSON AND MANAGING DIRECTOR**

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	125	40886989	130	40886997	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	125	40886989	130	40886997	100
Invalid Votes		NIL		15			15

*Votes of related parties are not considered for this resolution

Item No. 9 - Special Resolution**FOR RE-APPOINTMENT OF MS. DIVYA SURI SINGH (DIN 00004559), AS EXECUTIVE DIRECTOR**

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	125	40886989	130	40886997	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	125	40886989	130	40886997	100
Invalid Votes		NIL		15			15

*Votes of related parties are not considered for this resolution



Item No. 10 - Special Resolution**FOR RE-APPOINTMENT OF MS. DEEKSHA SURI (DIN 00005367), AS EXECUTIVE DIRECTOR**

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	125	40886989	130	40886997	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	125	40886989	130	40886997	100
Invalid Votes	NIL		15		15		

*Votes of related parties are not considered for this resolution

Item No. 11 - Special Resolution**FOR RE-APPOINTMENT OF MR. KESHAV SURI (DIN 00005370), AS EXECUTIVE DIRECTOR**

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	125	40886989	130	40886997	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	125	40886989	130	40886997	100
Invalid Votes	NIL		15		15		

*Votes of related parties are not considered for this resolution



All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you
Yours Sincerely



RAVI SHARMA
SCRUTINIZER (C. P. NO. 3666)
PARTNER,
RSM & Co., Company Secretaries,
NEW DELHI

Date : 25.08.2017
Place : New Delhi


F-6345


Signed by Shri _____
Chairman of the Meeting
 Or authorized representative of Chairman of the meeting

We the undersigned have witnessed that the votes cast through remote e-voting and voting through ballot at the AGM venue were unblocked in our presence on 23rd August, 2017 at 02.13 PM.



Name: Ms. Suman Pandey
Address: D-63, JFF Complex,
Jhandewalan New Delhi 110 055



Name: Amit Sharma
Address: D-63, JFF Complex,
Jhandewalan New Delhi 110 055