

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 / *Chairperson*
Bharat Hotels Limited

Extra Ordinary General Meeting of the Members of Bharat Hotels Limited held on Monday, the 25th September, 2017 at 12.00 Noon at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001.

Dear Sir / *Madam*,

I, Ravi Sharma, Practicing Company Secretary, (Membership No. F4468, COP 3666) appointed by the Board of Directors of the Company at the meeting held on 29th August, 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 e-voting and voting at the Extra Ordinary General Meeting (EGM) of the Company in respect of the Resolutions for approval at the said EGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the EGM were transacted through e-voting and also voting at the EGM 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. 18th September 2017 were entitled to cast their votes by e-voting or voting at the EGM venue.
3. Voting through e-voting commenced at 9.00 a.m. on 22nd September, 2017 and closed at 5.00 p.m. on 24th September, 2017 when e-voting was blocked by KCPL.
4. In respect of those Members present at the EGM who did not cast their votes by e-voting prior to the EGM, facility of physical voting through ballot papers was provided at the EGM venue.
5. After the conclusion of voting at the EGM venue, the votes cast through voting at the EGM venue and remote e-voting were unblocked on 25th September, 2017 at 01.19 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 EGM, which I have scrutinized, the consolidated results of voting are reported as under:



SPECIAL BUSINESS**Item No. 1- Special Resolution****APPROVAL OF INITIAL PUBLIC OFFER AND THE ISSUANCE OF EQUITY SHARES IN THE INITIAL PUBLIC OFFER.**

	Remote e-voting		Voting at the EGM 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	612	55	53618682	60	53619294	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	612	55	53618682	60	53619294	100
Invalid Votes		NIL		06			06

Item No. 2 - Special Resolution**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.**

	Remote e-voting		Voting at the EGM 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	612	55	53618682	60	53619294	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	612	55	53618682	60	53619294	100
Invalid Votes		NIL		06			06

Item No. 3 - Ordinary Resolution**APPOINTMENT OF MR. RANJAN MATHAI (DIN 07572976) AS AN INDEPENDENT DIRECTOR.**

	Remote e-voting		Voting at the EGM 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	612	55	53618682	60	53619294	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	612	55	53618682	60	53619294	100
Invalid Votes		NIL		06			06



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 : 26.09.2017
Place : New Delhi

Signed by Shri Manohar Sikkha (CAO)
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 Poll at the EGM venue were unblocked in our presence on 25th September, 2017 at 01.19 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