

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 Chairperson,
Bharat Hotels Limited
Barakhamba Lane, New Delhi-110001
CIN: U74899DL1981PLC011274**

Extra Ordinary General Meeting of the Members of Bharat Hotels Limited held on Monday, the 08th January, 2018 at 12.00 Noon at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001.

Dear Madam,

I, Ravi Sharma, Practising Company Secretary, (Membership No. F4468, COP 3666) appointed by the Board of Directors of the Company at the meeting held on 16th October, 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. 01st January 2018 were entitled to cast their votes by e-voting.
3. Voting through e-voting commenced at 9.00 a.m. on 05th January, 2018 and closed at 5.00 p.m. on 07th January, 2018 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 08th January, 2018 at 02.10 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 BHARAT HOTELS EMPLOYEE STOCK OPTION PLAN, 2017 AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES/DIRECTORS OF THE COMPANY UNDER THE SCHEME.

	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	12	19142614	77	44947262	89	64089876	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	19142614	77	44947262	89	64089876	100
Invalid Votes	NIL		5		5		

Item No. 2 - Special Resolution

APPROVAL OF BHARAT HOTELS EMPLOYEE STOCK OPTION PLAN, 2017 AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES/DIRECTORS OF THE COMPANY'S SUBSIDIARIES UNDER THE SCHEME.

	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	12	19142614	77	44947262	89	64089876	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	19142614	77	44947262	89	64089876	100
Invalid Votes	NIL		5		5		

Item No. 3 - Ordinary Resolution

APPOINTMENT OF MS. SHOVARA NARAYAN (DIN 07957359) 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	12	19142614	77	44947262	89	64089876	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	19142614	77	44947262	89	64089876	100
Invalid Votes	NIL		5		5		



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.

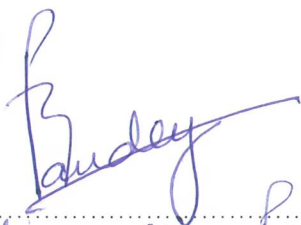
The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you
Yours Sincerely



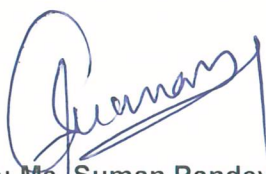
RAVI SHARMA
SCRUTINIZER (C. P. NO. 3666)
PARTNER,
RSM & Co., Company Secretaries,
NEW DELHI

Date : 09.01.2018
Place : New Delhi

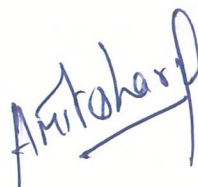


Signed by Shri Himanshu Pandey
~~Chairman of the Meeting~~
Or authorized representative of Chairperson of the meeting

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 08th January, 2018 at 02.10 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