R S M & CO.
Company Secretaries

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SCRUTINIZER REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force)

To,

The Chairperson,
BHARAT HOTELS LIMITED
(CIN: U74899DL1981PLC011274)
BARAKHAMBA LANE,
NEW DELHI, 110001

Subject : Passing of resolutions through Electronic Voting / Postal Ballot pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force)

Scrutinizer Report on Postal Ballots through physical and e-voting process .

Dear Madam,

1. I have been appointed as a Scrutinizer for the e-voting process and postal ballots received manually as mentioned under Rule 20(4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22(5) of the Companies (Management and Administration) Rules, 2014 ("the Rules") pursuant to the resolution passed by the Board of Directors ("The Board") of Bharat Hotels Limited ("The Company") at their meeting held on 24th May, 2019.

2. The Company engaged Karvy Fintech Private Limited as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the three (3) items mentioned in the notice dated 24th May, 2019 sought to be transacted through postal ballot. The Company had uploaded notice of Postal Ballot along with ballot form on the website of the Company and also its Service Provider.

3. As on the cut-off date there were 6551 Shareholders of the Company. The Postal Ballot Notice was sent through email to 2600 Shareholders whose email ID were made available by depositories and for those holding in physical form to the extent it was available with the RTA (Karvy Fintech Private Limited). The Notice was sent in the physical form to 3951 shareholders along with self – addressed pre-paid postage Business Reply Envelope.

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4. The Company completed the dispatch of the postal ballot notices in physical form and E-mail to the eligible members on 31st May, 2019.

5. The Postal Ballot Notices sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

6. The cut-off date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 24th May, 2019. The e-voting facility was kept open from 06th June, 2019 (9.00 a.m.) to 05th July, 2019 (5.00 p.m.).

7. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on 03rd June 2019 in The Financial Express, English Newspaper and in Jansatta, Hindi Newspaper. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).

8. At the end of the voting period on 05th July, 2019 at 5.00 P.M. the voting portal of the service provider was blocked forthwith. On 05th July, 2019 the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Suman Pandey and Mr. Kundan Giri who acted as the witnesses, as prescribed in sub rule 4 (xi) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.

9. All the postal ballot forms received up to the close of working hours on 05th July, 2019, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny. All votes casted on E-voting platform upto 5:00 P.M on 5th July, 2019 were considered for my scrutiny.

10. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

Responsibility of the Management

The Management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice dated 24th May, 2019.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the e-voting process and for the postal ballot forms (in lieu of e-voting), is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Postal Ballot Notice base on the reports generated from the e-voting system provide by Karvy Fintech Private Limited, the authorised agency engaged by the Company for providing e-voting facilities and of the Postal Ballot Forms received till the time fixed for closing of the voting process.

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As a scrutinizer the report of the e-voting carried by the shareholders was duly complied. Consolidated report of the e- voting together with that of the postal ballot forms received manually is as under:-

Resolution No -1 (As a Special Resolution)			
APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF MR. RAMESH SURI (DIN: 00176488), NON-EXECUTIVE DIRECTOR OF THE COMPANY			
Particulars	**No. of Members who cast their votes**	**No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No.of Votes)**	**% of Valid Votes Received**
Total Votes received by electronic mode	15	1,27,89,122	17
Total Votes received through physical ballot mode	110	6,08,91,567	83
Total Number of Invalid Votes	13	1,010	0.00
Total Number of Valid Votes	112	7,36,79,679	100
Total Number of Votes against the resolution	7	416	0.00
Total Number of Votes in favour of Resolution	105	7,36,79,263	100

Resolution No – 2 (As a Special Resolution)			
APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF DR. MOHMMAD YOUSUF KHAN (DIN: 00570339), NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.			
Particulars	**No. of Members who cast their votes**	**No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No. of Votes)**	**% of Valid Votes Received**
Total Votes received by electronic mode	15	1,27,89,122	17
Total Votes received through physical ballot mode	110	6,08,91,567	83
Total Number of Invalid Votes	14	19,670	0.03
Total Number of Valid Votes	112	7,36,61,019	99.97
Total Number of Votes against the resolution	7	416	0.00
Total Number of Votes in favour of Resolution	105	7,36,60,603	100

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Resolution No – 3 (As a Special Resolution)			
APPROVAL FOR AMENDMENT TO ARTICLES 78 AND 98 OF ARTICLES OF ASSOCIATION OF THE COMPANY			
Particulars	**No. of Members who cast their votes**	**No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No. of Votes)**	**% of Valid Votes Received**
Total Votes received by electronic mode	15	1,27,89,122	17
Total Votes received through physical ballot mode	110	6,08,91,567	83
Total Number of Invalid Votes	16	20,270	0.03
Total Number of Valid Votes	109	7,36,60,419	99.97
Total Number of Votes against the resolution	1	150	0.00
Total Number of Votes in favour of Resolution	108	7,36,60,269	100

All the resolutions stand passed based on combined results (Remote e-voting and Postal Ballot) 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 Postal ballots received from the shareholders of the Company. I have completed the formalities of e-voting and postal ballot. You may declare the results accordingly and publish/display this report on the website of the Company and also Service Provider. I have handed over all the relevant records to the Company Secretary of the Company for safe keeping.

Thanking you
Yours Sincerely

RSM & Co. CS New Delhi COMPANY SECRETARIES

CS RAVI SHARMA
RSM & CO. PRACTISING COMPANY SECRETARIES
SCRUTINIZER, C. P. NO. 3666

Date : 6th July, 2019
Place : Delhi

Witness:

Name: CS Suman Pandey
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055

Name: Kundan giri
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055

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(Dr. Jyotsna Suri)
Chairperson and Managing Director