

CONSOLIDATED 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

Name of the Company	BHARAT HOTELS LIMITED
Meeting	Extra-Ordinary General Meeting
Day, Date and Time	Wednesday, 21 st September, 2022 at 11.00 a.m.
Mode	Video Conferencing (VC) / Other Audio-Visual Means (OAVM) "VC/OAVM"

1. Appointment of Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the Extra-Ordinary General Meeting ('EGM') of the **BHARAT HOTELS LIMITED** (the Company) held on 21st September, 2022 at 11.00 a.m. through "(VC/OAVM)". Our responsibility as a Scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the voting on resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice Convening the EGM

- 2.1 Pursuant to relevant circulars issued by the Ministry of Corporate Affairs for holding the EGM or Annual General Meeting of the members through Video conferencing (VC) or other Audio Visual Means (OAVM) the advertisements were published in Financial Express (English newspaper) and Jansatta (Hindi newspaper) on August 27, 2022 specifying the date and time of the EGM, availability of the EGM notice on Company's website and on the website of KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company (RTA), manner of registration of email IDs by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e- voting or through e-voting during the EGM, dispatch of notice etc.
- 2.2 The Company hosted the notice of EGM on its website, website of the KFin Technologies Limited, as the Service Provider for extending the facility of electronic voting to the shareholders of the Company for remote e-voting and e-voting at the EGM (Instapoll) on August 26, 2022.
- 2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by M/s KFin Technologies Limited, the Registrar and Share Transfer Agents (RTA) of the Company and the depositories viz; National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL) respectively, the Company has sent the EGM Notice on August 26, 2022 only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company /Depositories or RTA.



3. **Cut-off date**

The Voting rights were reckoned as on September 14, 2022, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting at the EGM.

4. **Remote E-voting process**

4.1 **Agency**

The Company appointed M/s KFin Technologies Limited ("RTA") as the agency providing the platform for remote e-voting and e-voting at the EGM.

4.2 **Remote E-voting period**

Remote e-voting platform was open from Saturday, September 17, 2022 (9.00 a.m. IST) till Tuesday, September 20, 2022 (5.00 p.m. IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by "RTA".

5. **Voting at the EGM**

5.1 The Members attending the EGM who had not already cast their vote by remote e-voting were allowed to exercise their right to e-voting at the meeting. The Members who had cast their vote by remote e-voting prior to the meeting could attend the EGM but were not entitled to cast their vote again.

5.2 Accordingly, KFin Technologies Limited, the remote e-voting agency provide us with the name, DP ID, Client ID/ folios and shareholding of members who have cast their votes through remote e-voting.

6. **Counting Process**

On completion of e-voting during the EGM, we unblocked the results of the remote e-voting and e-voting by members during the EGM, on the KFin Technologies Limited e-voting platform and downloaded the results in the presence of two witnesses who were not in the employment of the Company.

7. **Results**

7.1 Consolidated Results with respect to each item on the agenda as set out in the Notice of the EGM are enclosed herewith as Annexure-1.

7.2 Based on the aforesaid results, we report that Four Special Resolutions as set out in the item No. 1 to 4 of the Notice of EGM have been passed with the requisite majority.

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner

FCS: 4468 | COP No.: 3666
UDIN F004468D001020043



Date : 22.09.2022
Place : Delhi



Dr. Jyotsna Suri
Chairperson & Managing Director



ANNEXURE 1

CONSOLIDATED REPORT							
BHARAT HOTELS LIMITED							
EXTRA-ORDINARY GENERAL MEETING HELD ON 21ST SEPTEMBER, 2022							
Special Business							
Item No. 1-Special Resolution							
TO APPROVE CONTINUATION OF Dr. JYOTSNA SURI IN HER OFFICE AS MANAGING DIRECTOR OF THE COMPANY POST ATTAINING 70 YEARS OF AGE.							
Particulars	Remote e-voting		Voting at the EGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution*	108	42,530,141	8	1,088	116	42,531,229	99.9999
Voted against the resolution	7	27	-	-	7	27	0.0001
Total	115	42,530,168	8	1,088	123	42,531,256	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-
*Voting of related parties not considered.							
Therefore, the Resolution No. 1 has been approved with requisite majority.							
Item No. 2-Special Resolution							
TO APPROVE THE ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS UNDER SECTION 42 OF THE COMPANIES ACT, 2013.							
Particulars	Remote e-voting		Voting at the EGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	110	53,666,672	8	1,088	118	53,667,760	99.9999
Voted against the resolution	7	27	-	-	7	27	0.0001
Total	117	53,666,699	8	1,088	125	53,667,787	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-
Therefore, the Resolution No. 2 has been approved with requisite majority.							
Item No. 3-Special Resolution							
TO APPROVE INCREASE IN BORROWING LIMIT OF THE COMPANY AND CREATE MORTGAGE, CHARGE OR DISPOSE OFF THE UNDERTAKINGS, BOTH PRESENT AND FUTURE UPTO RS. 3,000 CRORES UNDER SECTION 180(1)(a) AND 180(1)(c) OF THE COMPANIES ACT, 2013.							
Particulars	Remote e-voting		Voting at the EGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	110	53,666,672	8	1,088	118	53,667,760	99.9999
Voted against the resolution	7	27	-	-	7	27	0.0001
Total	117	53,666,699	8	1,088	125	53,667,787	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-
Therefore, the Resolution No. 3 has been approved with requisite majority.							



Item No. 4-Special Resolution							
TO APPROVE THE AMENDMENT IN ARTICLE OF ASSOCIATIONS OF THE COMPANY TO ENABLE CERTAIN ACTIONS (E.G. APPOINTMENT OF NOMINEE DIRECTORS) PROPOSED TO BE UNDERTAKEN BY THE COMPANY IN FURTHERANCE OF THE NCD ISSUANCE.							
	Remote e-voting		Voting at the EGM		Consolidated voting results		
Particulars	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	110	53,666,672	8	1,088	118	53,667,760	99.9999
Voted against the resolution	7	27	-	-	7	27	0.0001
Total	117	53,666,699	8	1,088	125	53,667,787	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

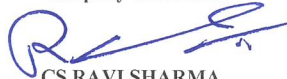
Therefore, the Resolution No. 4 has been approved with requisite majority.

Date: 22.09.2022

Place: Delhi

For RSM & Co.

Company Secretaries



CS RAVI SHARMA

Partner

FCS: 4468 | COP No.: 3666

UDIN : F004468D001020043

