

# V V CHAKRADEO & CO

COMPANY SECRETARIES

B – 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,  
VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821

EMAIL vvchakra@gmail.com

CELL 98200 48732

11<sup>th</sup> September, 2014

To

The Chairman

27<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Kamat Hotels (India) Limited

Held on 10<sup>th</sup> September, 2014 at "Shubham Hall", Landmark Building, Opposite Vile Parle Railway  
Station, Junction of Besant Road and V. P. Road, Vile Parle (West), Mumbai – 400056

Dear Sir,

**Report of the Scrutinizer in respect of the votes cast through e-voting and poll on the resolutions mentioned in the Notice of the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kamat Hotels (India) Limited held on 10<sup>th</sup> September, 2014.**

I, V. V. Chakradeo, Practising Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutiniser by the Board of Directors of Kamat Hotels (India) Limited (company) at its meeting held on 28<sup>th</sup> May, 2014 for scrutinizing e-voting process and appointed by the Chairman of 27<sup>th</sup> Annual General Meeting of the Equity shareholders of Kamat Hotels (India) Limited held on 10<sup>th</sup> September, 2014 at 3.00 p.m. at "Shubham Hall", Landmark Building, Opposite Vile Parle Railway Station, Junction of Besant Road and V. P. Road, Vile Parle (West), Mumbai – 400 056 for scrutinizing the poll taken on the below mentioned resolutions thereat, submit my report as under:

In respect of votes casted through E-voting facility:

1. In accordance with the Notice of the 27<sup>th</sup> Annual General Meeting dated 9<sup>th</sup> August, 2014 sent to the shareholders and the Advertisement published pursuant to the Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 on 21<sup>st</sup> August, 2014 in Free Press Journal in English and Navshakti in Marathi, the E-voting opened at 9.00 a.m. on 1<sup>st</sup> September, 2014 and remained open upto 5.00 p.m. on 3<sup>rd</sup> September, 2014.
2. The equity shareholders holding shares as on 1<sup>st</sup> August, 2014, cut off date, were entitled to vote on the resolutions stated in the Notice of the 27<sup>th</sup> Annual General Meeting of the Company.
3. The votes were unblocked at 5.30 p.m. on 3<sup>rd</sup> September, 2014 in the presence of Mr. G. N. Shenoy and Mrs. Pooja P. Sawarkar who are not employees of the Company and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).

In respect of votes casted through poll at the 27<sup>th</sup> Annual General Meeting of the Company:

5. After the time fixed for the poll by the Chairman, a ballot box kept for polling was locked in the presence of me and members with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and in the presence of Mr. G. N. Shenoy and Mrs. Pooja P. Sawarkar and poll papers were diligently scrutinized. The poll papers



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were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

7. I hereby state that I have recorded details of all the votes cast by the shareholders by poll and have also checked and verified the same. I have also carried out full count of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the votes casted through e-voting and poll are as under:

Date of the Annual General Meeting	:	10 <sup>th</sup> September, 2014
Total number of shareholders on record date	:	6624
No. of shareholders present in the meeting either in person or through proxy:	:	
a. Promoters and Promoter Group	:	24
b. Public	:	68
No. of Shareholders attended the meeting through Video Conferencing	:	Not arranged
c. Promoters and Promoter Group.	:	
d. Public	:	

**Details of the Agenda No. 1: Adoption of Audited financial statement for the year ended on 31st March, 2014 and Reports of the Board and Auditors thereon.**

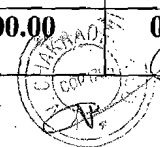
**Resolution required:**

Ordinary

**Mode of voting:**

E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	221	0	100.00	0.00
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362181</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1239	0.01	1239	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1239</b>	<b>0.01</b>	<b>1239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363420</b>	<b>60.90</b>	<b>14363420</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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**Details of the Agenda No. 2 :** Appointment of a Director in place of Mr. Vikram V. Kamat, who retires by rotation and being eligible offers himself for re-appointment.

**Resolution required:** Ordinary

**Mode of voting:** E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	221	0	100.00	0.00
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362181</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1239	0.01	1239	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1239</b>	<b>0.01</b>	<b>1239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363420</b>	<b>60.90</b>	<b>14363420</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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Details of the Agenda No. 3: Re-appointment of Auditors and fix their remuneration.  
Resolution required: Ordinary  
Mode of voting: E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	221	0	100.00	0.00
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362181</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1239	0.01	1239	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1239</b>	<b>0.01</b>	<b>1239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363420</b>	<b>60.90</b>	<b>14363420</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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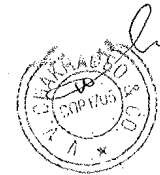
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**Details of the Agenda No. 4:** Adoption of new set of Articles of Association of the Company.  
**Resolution required:** Special  
**Mode of voting:** E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	221	0	100.00	0.00
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362181</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1239	0.01	1239	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1239</b>	<b>0.01</b>	<b>1239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363420</b>	<b>60.90</b>	<b>14363420</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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**Details of the Agenda No. 5:** Re-appointment of Mr. Vikram V. Kamat as Executive Director of the Company who shall be liable to retire by rotation, for a period of 3 years from 1st October, 2014.

**Resolution required:** Special  
**Mode of voting:** E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	221	0	100.00	0.00
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362181</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1239	0.01	1239	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1239</b>	<b>0.01</b>	<b>1239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363420</b>	<b>60.90</b>	<b>14363420</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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**Details of the Agenda No. 6:** Re-appointment of Mrs. Rajyalakshmi Rao as an Independent Director of the Company.

**Resolution required:** Special

**Mode of voting:** E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	221	0	100.00	0.00
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362181</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1179	0.01	1179	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1179</b>	<b>0.00</b>	<b>1179</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363360</b>	<b>60.90</b>	<b>14363360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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**Details of the Agenda No. 7:** Appointment of Mr. Rohhan A. Divanji as an Independent Director of the Company.

**Resolution required:** Special

**Mode of voting:** E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	221	0	100.00	0.00
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362181</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1239	0.01	1239	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1239</b>	<b>0.01</b>	<b>1239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363420</b>	<b>60.90</b>	<b>14363420</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





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**Details of the Agenda No. 8:** Appointment of Mr. Dinkar D. Jadhav as an Independent Director of the Company.

**Resolution required:** Special

**Mode of voting:** E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	221	0	100.00	0.00
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362181</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1179	0.01	1179	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1179</b>	<b>0.00</b>	<b>1179</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363360</b>	<b>60.90</b>	<b>14363360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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**Details of the Agenda No. 9:** Consent of member to apply to Central Government for waiver of excess remuneration paid to Dr. Vithal V. Kamat during the period from 1st April, 2013 to 30th September, 2013.

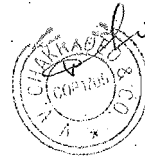
**Resolution required:**

Special

**Mode of voting:**

E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	220	1	99.55	0.45
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362180</b>	<b>1</b>	<b>100.00</b>	Negligible
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1179	0.01	1179	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1179</b>	<b>0.00</b>	<b>1179</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363360</b>	<b>60.90</b>	<b>14363359</b>	<b>1</b>	<b>100.00</b>	Negligible



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**Details of the Agenda No. 10:** Consent of members to the Board of Directors to borrow monies.  
**Resolution required:** Special  
**Mode of voting:** E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14361960	100.00	14361960	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	220	1	99.55	0.45
<b>Total (A)</b>	<b>23583558</b>	<b>14362181</b>	<b>60.90</b>	<b>14362180</b>	<b>1</b>	<b>100.00</b>	Negligible
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1179	0.01	1179	0	100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1179</b>	<b>0.00</b>	<b>1179</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14363360</b>	<b>60.90</b>	<b>14363359</b>	<b>1</b>	<b>100.00</b>	Negligible



# V V CHAKRADEO & CO

COMPANY SECRETARIES

B - 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,  
VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821

EMAIL vvchakra@gmail.com

CELL 98200 48732

**Details of the Agenda No. 11:** Approval of the Company for Salary to Mr. Vishal V. Kamat, and ratification and approval of his appointment as the Chief Executive Officer of Fort Jadhavgad, a unit of the Company.

**Resolution required:** Special  
**Mode of voting:** E-voting and Poll

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	14361960	14346833	99.90	14346833	0	100.00	0.00
Public Institutional Holders	257431	0	0.00	0	0	0.00	0.00
Public-Others	8964167	221	0.00	220	1	99.55	0.45
<b>Total (A)</b>	<b>23583558</b>	<b>14347054</b>	<b>60.84</b>	<b>14347053</b>	<b>1</b>	<b>100.00</b>	Negligible
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	14361960	0	0.00			0.00	0.00
Public Institutional Holders	257431	0	0.00			0.00	0.00
Public-Others	8964167	1179	0.01	1179		100.00	0.00
<b>Total (B)</b>	<b>23583558</b>	<b>1179</b>	<b>0.00</b>	<b>1179</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>23583558</b>	<b>14348233</b>	<b>60.84</b>	<b>14348232</b>	<b>1</b>	<b>100.00</b>	Negligible

**Note:** The Total Voting Power of the Company is on 23584058 equity shares of ₹ 10/- each. In terms of clause 5A of the Listing Agreement, the voting rights on 500 equity shares are frozen and hence the total voting power of the Company is worked out on 23583558 equity shares.

There were 15,127 invalid votes through evoting and 5 invalid votes in the Poll in respects of above mentioned resolutions

- In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 11 as set out in the Notice of the 27<sup>th</sup> Annual General Meeting have been passed with requisite majority.
- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and whose votes were declared invalid for each resolution is enclosed.



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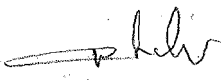
EMAIL vvchakra@gmail.com

CELL 98200 48732

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11. All relevant records of vote casted by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 27<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Company.

For V. V. Chakradeo & Co.  
Company Secretaries



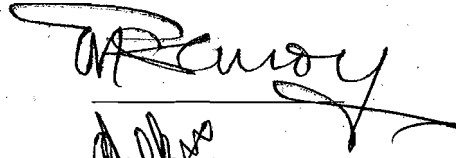
V. V. Chakradeo  
Proprietor  
Membership No. 1705

Place: Mumbai

Date: 11<sup>th</sup> September, 2014

Witnesses:

1) Mr. G. N. Shenoy:



2) Mrs. Pooja P. Sawarkar:

