

# Virendra G. Bhatt

Company Secretary

Annexure - B

Office :

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To,

The Chairman

Advani Hotels And Resorts (India) Limited

**30<sup>th</sup> Annual General Meeting** of the members of Advani Hotels And Reports (India) Limited (CIN: L99999MH1987PLC042891) held at Rama & Sundri Watumull Auditorium, K. C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400020 on Wednesday, September 27, 2017 at 02.30 p.m.

**Sub: Passing of Resolution(s) through remote e-voting and poll pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended.**

The Board of Directors of **Advani Hotels & Reports (India) Limited** (hereinafter referred to as the "**Company**") at its meeting held on August 14, 2017 has appointed me as the Scrutinizer for the Remote E-Voting as well as to scrutinize the voting through poll papers received from the members at the venue of the AGM pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

## Report on Scrutiny:

- The Company has appointed National Securities Depository Limited ('NSDL') as the Service Provider for the purpose of extending the facility of remote e-voting to the Members of the Company.
- Datamatics Financial Services Limited is the Registrar and Share Transfer Agent of the Company.
- The Service Provider had provided an Electronic Voting system for Remote E-Voting by members on all items of the business (both Ordinary and Special business) sought to be transacted in the 30<sup>th</sup> Annual General Meeting (AGM) of the company, which was held on Wednesday, September 27, 2017.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com/>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and also it's Service Provider to facilitate their members to cast their vote through remote e-voting.



- The cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting was August 18, 2017. (Physical & Email) and as on that date, there were 5358 members of the Company. The Company/Service Provider had sent the notices of the Annual General Meeting along with Annual Report containing inter alia process and manner for availing E-Voting facility by E-mail to 2699 members out of whom transmission of E-mails to 206 Shareholders had failed and hence the same were sent to them through courier. In respect of 2659 members, E-mail IDs were not available and hence the notices were sent by Speed Post/courier.
- The Company completed the dispatch of the notice of the Annual General Meeting along with Annual Report in physical form to the members on September 04, 2017 and through E-mail on August 31, 2017.
- The Notices sent (both through E-mail and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was September 20, 2017.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for Four days from Saturday, September 23, 2017 at 09:00 a.m. (IST) to Tuesday, September 26, 2017 till 5:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard' newspaper dated September 2, 2017 having country-wide circulation and in Maharashtra in 'Mumbai Lakshadweep' newspaper dated September 02, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the venue of the 30<sup>th</sup> Annual General Meeting of the Company held on September 27, 2017, the facility to vote through poll was made available to facilitate those members present in the meeting but could not participate in the Remote E-Voting to record their votes.
- On September 27, 2017, after counting of the votes conducted at the venue of the AGM through poll paper, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Kashyap V. Patel and Mr. Vishwas Y. Salvi who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.



- After the voting by poll was over, the locked polling boxes were opened in my presence and in presence of two persons as witnesses, as mentioned above, and poll papers were diligently scrutinized. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer, duly compiled details of remote e-voting and the facility of voting through poll papers provided at the venue of the AGM, the details of which are as follows:-

**The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of poll papers are as under:**

Details	Remote E-voting	Voting through poll paper	Total voting
Number of member who cast their votes	31	50	81
Total number of shares held by them	23191496	6248	23197744
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting

### **ORDINARY BUSINESS**

#### **1) Item no. 1 of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017, Statement of Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon;

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
<b>E-Voting</b>	23191496	0	23191496	23191496	-	0	-
<b>Ballots</b>	6248	0	6248	6248	-	0	-
<b>Total</b>	<b>23197744</b>	<b>0</b>	<b>23197744</b>	<b>23197744</b>	<b>100%</b>	<b>0</b>	<b>0%</b>



**2) Item no. 2 of the Notice (As an Ordinary Resolution)**

To confirm the payment of 1<sup>st</sup> interim dividend @ 10% (Rs. 0.20 per equity share) and 2<sup>nd</sup> interim dividend @ 20% (0.40 per equity shares) already paid during the year for the financial year ended March 31, 2017.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	23191496	0	23191496	23191496	-	0	-
Ballots	6248	0	6248	6248	-	0	-
<b>Total</b>	<b>23197744</b>	<b>0</b>	<b>23197744</b>	<b>23197744</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

**3) Item no. 3 of the Notice (As an Ordinary Resolution)**

To appoint a director in place of Mrs. Menaka S. Advani (DIN: 00001375) who retires by rotation and being eligible, seeks re-appointment.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	23191496	0	23191496	23191496	-	0	-
Ballots	6248	0	6248	6248	-	0	-
<b>Total</b>	<b>23197744</b>	<b>0</b>	<b>23197744</b>	<b>23197744</b>	<b>100%</b>	<b>0</b>	<b>0%</b>



4) **Item no. 4 of the Notice (As an Ordinary Resolution)**

To appointment of M/s. Amar Bafna & Associates, Chartered Accountants, Mumbai (Firm Registration No. 11854W) if appointed as the Statutory Auditor of the Company, shall hold office for a period of five years, from the conclusion of this 30<sup>th</sup> Annual General meeting till the conclusion of 35<sup>th</sup> Annual General Meeting of the Company (Subject to ratification of the appointment by members at every Annual General Meeting held after this Annual General Meeting)

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	23191496	0	23191496	23191496	-	0	-
Ballots	6248	0	6248	6248	-	0	-
<b>Total</b>	<b>23197744</b>	<b>0</b>	<b>23197744</b>	<b>23197744</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

▪ **SPECIAL BUSINESS**

5) **Item no. 5 of the Notice (As an Ordinary Resolution)**

To Re-appointment of Mr. Prahlad S. Advani (DIN: 06943762) as a Whole Time Director

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	23191496	0	23191496	23191496	-	0	-
Ballots	6248	0	6248	6248	-	0	-
<b>Total</b>	<b>23197744</b>	<b>0</b>	<b>23197744</b>	<b>23197744</b>	<b>100%</b>	<b>0</b>	<b>0%</b>



All the Resolutions mentioned in Notice of Annual General Meeting dated 14<sup>th</sup> August, 2017 as per the details given above stand passed under Remote E-Voting and voting conducted at Annual General Meeting by way of Poll Paper with the unanimously and hence deemed to be passed on the date of the Annual General Meeting.

I hereby confirm that I am maintaining the registers received from the NSDL both electronically and manually, in respect of the votes cast through Remote E-Voting and voting conducted at Annual General Meeting by way of Poll Paper by the members of the Company. The Poll Papers and all other relevant records relating to Remote E-Voting and voting through Poll Paper are under my safe custody and will be handed over the same to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully

Virendra Bhatt

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Date: 27<sup>th</sup> September, 2017

Place: Mumbai

Witnesses:

Mr. Kashyap V. Patel

Mr. Vishwas Y. Salvi

Countersigned and received the Report

For Advani Hotels & Resorts (India) Limited

Director

Date: 27<sup>th</sup> September, 2017

Place: Mumbai

